DSG Global, Inc.

387 North Corona Street
Suite 555
Denver, CO 80218

(720) 442-7000
www.dsgtglobal.com
SIC 7373

Annual Report

For the years ended December 31, 2025 and 2024 (the "Reporting Period")

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

157,760,212 as of December 31, 2025

157,760,212 as of December 31, 2024

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[4] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

The name of the issuer is DSG Global, Inc. (the “Company”).

- Originally incorporated as Boreal Productions, Inc. – under the laws of the State of Nevada on September 24, 2007.
- On January 19, 2015, the board of directors approved an agreement and plan of merger to merge with the Company’s wholly-owned subsidiary DSG Global Inc., a Nevada corporation, to effect a name change from Boreal Productions Inc. to DSG Global Inc.

On April 13, 2015, the Company entered into a share exchange agreement with DSG Tag Systems Inc. (“DSG”) incorporated under the laws of the State of Nevada on April 17, 2008 and extra provincially registered in British Columbia, Canada in 2008. In March 2011, DSG formed DSG Tag Systems International, Ltd. in the United Kingdom (“DSG UK”). DSG UK which also became a wholly owned subsidiary of DSG.

On September 15, 2020, the Company incorporated Imperium Motor Corp. (“Imperium”), under the laws of the State of Nevada, for which it subscribed to all authorized capital stock – 100 shares of Preferred Class A Stock, at a price of $0.001 per share. Imperium thus became a wholly owned subsidiary of the Company.

On August 12, 2021, the Company incorporated Imperium Motor of Canada Corporation (“Imperium Canada”), under the laws of British Columbia, Canada, for which it subscribed to all authorized capital stock – 100 shares of Class A Voting Participating common shares, at a price of $0.10 per share. Imperium Canada thus became a wholly owned subsidiary of the Company.

On September 17, 2021, the Company incorporated AC Golf Carts, Inc. (“AC Golf Carts”), under the laws of the State of Nevada, for which it subscribed to all authorized stock – 100 common shares at a price of $0.001 par value per share. AC Golf Carts thus became a wholly owned subsidiary of the Company.

On January 5, 2023, Imperium Motor Corp. had its name changed to Liteborne Motor Corporation.

The above amalgamation of entities operated as a technology development company engaged in the design, manufacture, and marketing of fleet management solutions in the golf industry. The Company’s principal activities encompassed the sale and rental of GPS tracking devices and interfaces for golf vehicles and related support services. The Company operated in such a manner until September 2023.

Subsequent to the last filing for the period ending September 30, 2023, the Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders, and had its Nevada charter revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act.

On April 22, 2025, GHS Investments LLC, a Nevada limited liability company along with Tiger Trout Capital Puerto Rico, LLC, a Puerto Rico limited liability company (the “Plaintiffs” or “Petitioners”), filed a Petitioners’ Application for a temporary restraining order and preliminary injunction and a Joint Complaint and Petition for Appointment of Receiver - Case Number 25 OC 00061 1B, venue for the case being Nevada’s 1st Judicial District. The Petitioners had been creditors to the Company. Subsequently, on July 9, 2025, the court granted the Petitioners’ Joint Complaint and Petition for Appointment of Receiver. As a result, Robert L. Stevens of Strongbow Advisors, Inc. a Colorado corporation, a wholly owned subsidiary of Somerset Capital, Ltd, a Colorado corporation was appointed Receiver of DSG Global, Inc.

The Company's Nevada charter was subsequently reinstated, and all required reports were filed with the State of Nevada. In addition, the Receiver's plan is to satisfy the remaining debts of the Company through negotiated settlements (to include but not be limited to cash, equity or a combination of both). Pursuant to the Court order, "The Receiver is hereby authorized, empowered, and directed, pursuant to all applicable law, including the laws respectively of Nevada by, this court to do any and all acts, to the extent the receiver believes as are reasonably necessary or advisable to complete the purposes of DSG including maintaining, renting, owning, and or ultimately selling its assets, and performing all other activities reasonably necessary or incidental to the furtherance of such purpose…" to include in summary:

- Take immediate possession, control, and management of the Company to include bank accounts, books and records, and all other assets;
- To take any and all actions required to minimize further losses;
- To file all tax returns required and pay all taxes necessary;
- To collect and satisfy all accounts receivable;
- To conduct all required accounting;
- To facilitate the resolution of all existing debt;
- Dispose of any property, discharge liens, claims, encumbrances, the Company ,may have;
- Conduct essentially all other administrative duties required to resurrect and restructure the Company in order to provided the greatest value to its shareholders.

In addition, it is the Receiver's intent to identify an acquisition candidate or reverse merger candidate to benefit from utilizing the capital markets to foster a successful enterprise.

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

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

The corporate history is provided in the previous section.

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

Not aware of any trading suspension orders.

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

Only the acquisition noted in the corporate history in previous section.

Pursuant to the obligation of the Receiver to the court, it is the Receiver's intent to identify a business combination or reverse merger candidate to be integrated with the Company during the first half of 2026.

Address of the issuer's principal executive office:

387 North Corona Street
Suite 555
Denver, CO 80218

Address of the issuer's principal place of business:

☒ *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: ☐ Yes: ☒ If Yes, provide additional details below:

On April 22, 2025, GHS Investments LLC, a Nevada limited liability company along with Tiger Trout Capital Puerto Rico, LLC, a Puerto Rico limited liability company (the "Plaintiffs" or "Petitioners"), filed a Petitioners' Application for a temporary restraining order and preliminary injunction and a Joint Complaint and Petition for Appointment of Receiver - Case Number 25 OC 00061 1B, venue for the case being Nevada's 1st Judicial District. The Petitioners had been creditors to the Company. Subsequently, on July 9, 2025, the court granted the Petitioners' Joint Complaint and Petition for Appointment of Receiver. As a result, Robert L. Stevens of Strongbow Advisors, Inc. a Colorado corporation, a wholly owned subsidiary of Somerset Capital, Ltd, a Colorado corporation was appointed Receiver of DSG Global, Inc.

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: atangen@stctransfer.com
Address: 2901 N Dallas Parkway, Suite 380, Plano, Texas, 75093

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:	DSGT		
Exact title and class of securities outstanding:	Common Stock		
CUSIP:	233 40C 104		
Par or stated value:	$0.001		
Total shares authorized:	1,000,000,000	as of date:	December 31, 2025
Total shares outstanding:	157,760,212	as of date:	December 31, 2025
Total number of shareholders of record:	90	as of date:	December 31, 2025

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

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

Exact title and class of the security:	Series A Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	3,000,000	as of date:	December 31, 2025
Total shares outstanding:	0	as of date:	December 31, 2025
Total number of shareholders of record:	0	as of date:	December 31, 2025

Exact title and class of the security:	Series B Convertible Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	10,000	as of date:	December 31, 2025
Total shares outstanding:	374	as of date:	December 31, 2025
Total number of shareholders of record:	7	as of date:	December 31, 2025

Exact title and class of the security:	Series C Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	5,000,000	as of date:	December 31, 2025
Total shares outstanding:	12	as of date:	December 31, 2025
Total number of shareholders of record:	1	as of date:	December 31, 2025

Exact title and class of the security:	Series D Convertible Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	1,000,000	as of date:	December 31, 2025
Total shares outstanding:	0	as of date:	December 31, 2025
Total number of shareholders of record:	0	as of date:	December 31, 2025

Exact title and class of the security:	Series E Convertible Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	5,000,000	as of date:	December 31, 2025
Total shares outstanding:	0	as of date:	December 31, 2025
Total number of shareholders of record:	0	as of date:	December 31, 2025

Exact title and class of the security:	Series F Convertible Preferred Stock		
Par or stated value:	$0.001		
Total shares authorized:	10,000	as of date:	December 31, 2025
Total shares outstanding:	4,252	as of date:	December 31, 2025
Total number of shareholders of record:	1	as of date:	December 31, 2025

Security Description:

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

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

   Each share of common stock has the right to cast one vote.

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

   Series A Preferred: each share of the Series A Preferred Stock allows the holder 665 votes per share of Series A Preferred. The Series A Preferred Stock has no conversion feature or provision.

   Series B Preferred: each share of the Series B Preferred Stock is convertible into 100,000 shares of common stock.

   Series C Preferred: each share of the Series C Preferred Stock is convertible into shares of common stock at a conversion rate equal to the lowest traded price for the fifteen trading days immediately preceding the date of conversion.

   Series D Preferred: each share of the Series D Preferred Stock is convertible into 5 shares of common stock.

   Series E Preferred: each share of the Series D Preferred Stock is convertible into 4 shares of common stock.

Series F Preferred: each share of Series F preferred shares is convertible into common stock at an amount equal to the lesser of (a) one hundred percent of the lowest traded price for the Company's stock for the fifteen trading days immediately preceding the relevant Conversion and (b) a twenty percent discount to the price of the common stock in an offering with gross proceeds of at least $10,000,000.

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.

None

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 <u>Opening Balance:</u> Date <u>12/31/2023</u> Common: <u>157,760,212</u> Preferred: <u>4,688</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
-	-	-	-	-	-	-	-	-	-
Shares Outstanding on Date of This Report: Date <u>12/31/2025</u> <u>Ending Balances</u> Common: <u>157,760,212</u> Preferred: <u>4,638</u>									

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[5]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
3/31/2015	$310,000	$476,805	3/30/2016	Unsecured, bears interest at 5% per annum, convertible at $1.25 per common share, due on demand	0	248,000	Westergaard Holdings Ltd. (Keith Westergaard)	Services
9/13/2021	$2,400,000	$9,688,822	12/12/2021	OID of $400k, unsecured, 9% per annum, $100k penalty interest after 90 days, and $100k per month. When in default, the note can be converted at a 40% discount to market.	0	161,480,365,297	Tiger Trout Capital (Alan Masley)	Operating capital
7/7/2023	$50,000	$67,414	1/7/2024	Unsecured short-term loan, bears interest at 14% per annum, convertible at 15% discount to market in addition to 10 Series B preferred shares	0	28,325,083	Cookerly Public Relations, Inc. (Carol Cookerly)	Operating Capital
Total Outstanding Balance:		**$10,233,041**		**Total Shares:**	**None**	**161,508,938,380**		

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

None.

4) Issuer's Business, Products and Services

<u>The purpose of this section is to provide a clear description of the issuer's current operations.</u>
<u>Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.</u>

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

No operations.

The Company is currently seeking reverse merger candidates.

[5] 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.

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

None at this time.

C. Describe the issuers' principal products or services.

None at this time.

5) Issuer's Facilities

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

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

387 North Corona Street
Suite 555
Denver, CO 80218

The offices are currently co-located with the offices of the Receiver.

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 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)
Robert L. Stevens	Independent Director, President, Treasurer, Secretary	Denver, CO	-	-	-
GHS Investments, LLC (Mark Grober)	>5% owner	Jericho, NY	12 preferred	Preferred C	100%
GHS Investments, LLC (Mark Grober)	>5% owner	Jericho, NY	4,252 preferred	Preferred F	100%
Robert Silzer Sr.	>5% owner	Surrey, BC Canada	231 preferred	Preferred B	69.52%
Carol Cookerly	Independent Directors	Milton, GA	17 preferred	Preferred B	4.54%

Michael Leemhuis	Independent Director	Juno Beach, FL	17 preferred	Preferred B	4.54%
James Singerling	>5% owner	Naples, FL	25 preferred	Preferred B	9.36%
Steve Johnston	>5% owner	Aurora, ON Canada	25 preferred	Preferred B	9.35%

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 noted.

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 noted.

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 noted.

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

   None noted.

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 noted.

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 noted.

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.

On April 22, 2025, GHS Investments LLC, a Nevada limited liability company along with Tiger Trout Capital Puerto Rico, LLC, a Puerto Rico limited liability company (the “Plaintiffs” or “Petitioners”), filed a Petitioners’ Application for a temporary restraining order and preliminary injunction and a Joint Complaint and Petition for Appointment of Receiver - Case Number 25 OC 00061 1B, venue for the case being Nevada’s 1st Judicial District. The Petitioners had been creditors to the Company. Subsequently, on July 9, 2025, the court granted the Petitioners’ Joint Complaint and Petition for Appointment of Receiver. As a result, Robert L. Stevens of Strongbow Advisors, Inc. a Colorado corporation, a wholly owned subsidiary of Somerset Capital, Ltd, a Colorado corporation was appointed Receiver of DSG Global, Inc.

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: Brunson Chandler & Jones, PLLC
Address 1: Walker Center 175 South Main Street
Address 2: Suite 1410
Address 3: Salt Lake City, UT 84111
Phone: (801) 878-0804
Email:

Accountant or Auditor

Name: n/a
Firm: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

Investor Relations

Name: n/a
Firm: ______
Address 1: ______
Address 2: ______
Phone: ______
Email: ______

All other means of Investor Communication:

X (Twitter): ______
Discord: ______
LinkedIn ______
Facebook: ______
[Other] ______

Other Service Providers

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

Name: Peter Hellwig
Firm: H-Squared Performance Financial
Nature of Services: Consultant and Financial Report Preparation
Address 1: 803 Clay Street
Address 2: Fleming Island, FL 32003
Phone: (904) 509-4227
Email: peter@h-squared.net

9) Disclosure & Financial Information

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

Name: H-Squared Performance Financial/Peter Hellwig
Title: Managing Partner
Relationship to Issuer: Consultant

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: H-Squared Performance Financial/Peter Hellwig
Title: Managing Partner
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:[6]

Mr. Hellwig has served as the CFO (both internally and on a consultancy basis) to numerous private and public entities (both alternative reporting and fully reporting/QB companies) since 1995. He is a seasoned professional with intricate knowledge of the financial reporting requirements, compliance and financial report preparation in the public and private sectors.

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.

[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, Robert Stevens certify that:

1. I have reviewed this Disclosure Statement for DSG Global, 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.

March 5, 2026

/s/ Robert Stevens
[CEO's Signature]

Principal Financial Officer:

I, Robert Stevens certify that:

1. I have reviewed this Disclosure Statement for DSG Global, 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.

March 5, 2026

/s/ Robert Stevens
[CFO's Signature]

DSG GLOBAL, INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FISCAL YEARS ENDED
DECEMBER 31, 2025 and 2024

DSG GLOBAL, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	At December 31, 2025	At December 31, 2024
ASSETS		
Current Assets		
Cash	$ 63,650	$ –
Assets held for sale	286,028	286,028
Total Current Assets	349,678	286,028
Total Assets	$ 349,678	$ 286,028
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable – related party	479,546	–
Accrued interest	7,871,472	5,944,250
Notes payable	1,376,900	1,376,900
Convertible notes payable	2,769,488	2,769,488
Liabilities of discontinued operations	7,960,791	7,960,791
Total Current Liabilities	20,458,197	18,051,429
Total Liabilities	20,458,197	18,051,429
Stockholders' Equity (Deficiency)		
Preferred Stock, $0.001 par value; 3,010,000 shares authorized, 1,000 issued and outstanding at December 31, 2025 and 2024.	5	5
Common stock, $0.001 par value; 1,000,000,000 shares authorized, 157,760,212 issued and outstanding at December 31, 2025 and 2024.	157,760	157,760
Additional paid-in capital	54,313,392	54,313,392
Accumulated deficit	(75,961,887)	(73,618,769)
Accumulated other comprehensive income	1,382,211	1,382,211
Total Stockholders' Equity (Deficit)	(20,108,519)	(17,765,401)
Total Liabilities and Stockholders' Equity (Deficit)	$ 349,678	$ 286,028

See accompanying notes to consolidated financial statements

DSG GLOBAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended December 31,	
	2025	**2024**
Revenue		
	–	–
Total Revenue	–	–
Cost of Revenue		
	–	–
Gross Profit	–	–
Operating Expenses		
Selling, general and administrative	415,896	–
Total Operating Expenses	415,896	–
Profit (Loss) from Operations	(415,896)	–
Other Expense		
Interest expense	(1,927,222)	(1,929,214)
Total Other Expense	(1,927,222)	(1,929,214)
Net Loss from Continuing Operations	(2,343,118)	(1,929,214)
Loss from discontinued operations	–	(2,109,048)
Net Loss	(2,343,118)	(4,038,262)
Other comprehensive income (loss)	–	162,430
NET Comprehensive	$ (2,343,118)	$ (3,875,832)
Net Profit (Loss) Per Share: Basic and Diluted	$ (0.01)	$ (0.02)
Weighted Average Number of Shares Outstanding: Basic and Diluted	157,760,212	157,760,212

See accompanying notes to consolidated financial statements

DSG GLOBAL, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(Unaudited)

For the Years Ended December 31, 2025 and 2024

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount ($)	Shares	Amount ($)	($)	($)	($)	($)
Balance December 31, 2023	4,638	5	157,760,212	157,760	54,313,392	1,219,781	(69,742,937)	(14,051,999)
Translation gain	–	–	–	–	–	162,430	–	162,430
Net loss	–	–	–	–	–	–	(3,875,832)	(3,875,832)
Balance December 31, 2024	4,638	5	157,760,212	157,760	54,313,392	1,382,211	(73,618,769)	(17,765,401)
Net loss	–	–	–	–	–	–	(2,343,118)	(2,343,118)
Balance December 31, 2025	4,638	5	157,760,212	157,760	54,313,392	1,382,211	(75,961,887)	(20,108,519)

See accompanying notes to consolidated financial statements

DSG GLOBAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31, 2025	2024
Cash Flows From Operating Activities:		
Net Profit	$ (2,343,118)	$ (3,875,832)
Adjustments to reconcile net loss to net cash used in operations		
	–	–
Changes in operating assets and liabilities:		
Inventory	–	708.081
Accrued interest	1,927,222	2,761,324
Accounts payable – related party	479,546	–
Net Cash Used In (Provided By) Operating Activities	63,650	(406,427)
Cash Flows From Investing Activities:		
	–	–
Net Cash Used in Investing Activities	–	–
Cash Flows From Financing Activities:		
	–	–
Net Cash Provided by Financing Activities	–	–
Effect of foreign currency translation	–	406,427
Net Increase (Decrease) in Cash and Cash Equivalents	63,650	–
Cash at Beginning of Period	–	–
Cash at End of Period	$ 63,650	$ –
Supplemental disclosure of non-cash investing and financing activities:		
Cash paid during the year for interest	$ –	$ –
Cash paid during the year for taxes	$ –	$ –

See accompanying notes to consolidated financial statements

NOTE 1 - ORGANIZATION AND LINE OF BUSINESS

The name of the issuer is DSG Global, Inc. (the "Company").

- Originally incorporated as Boreal Productions, Inc. – under the laws of the State of Nevada on September 24, 2007.
- On January 19, 2015, the board of directors approved an agreement and plan of merger to merge with the Company's wholly owned subsidiary DSG Global Inc., a Nevada corporation, to effect a name change from Boreal Productions Inc. to DSG Global Inc.

On April 13, 2015, the Company entered into a share exchange agreement with DSG Tag Systems Inc. ("DSG") incorporated under the laws of the State of Nevada on April 17, 2008 and extra provincially registered in British Columbia, Canada in 2008. In March 2011, DSG formed DSG Tag Systems International, Ltd. in the United Kingdom ("DSG UK"). DSG UK which also became a wholly owned subsidiary of DSG.

On September 15, 2020, the Company incorporated Imperium Motor Corp. ("Imperium"), under the laws of the State of Nevada, for which it subscribed to all authorized capital stock – 100 shares of Preferred Class A Stock, at a price of $0.001 per share. Imperium thus became a wholly owned subsidiary of the Company.

On August 12, 2021, the Company incorporated Imperium Motor of Canada Corporation ("Imperium Canada"), under the laws of British Columbia, Canada, for which it subscribed to all authorized capital stock – 100 shares of Class A Voting Participating common shares, at a price of $0.10 per share. Imperium Canada thus became a wholly owned subsidiary of the Company.

On September 17, 2021, the Company incorporated AC Golf Carts, Inc. ("AC Golf Carts"), under the laws of the State of Nevada, for which it subscribed to all authorized stock – 100 common shares at a price of $0.001 par value per share. AC Golf Carts thus became a wholly owned subsidiary of the Company.

On January 5, 2023, Imperium Motor Corp. had its name changed to Liteborne Motor Corporation.

The above amalgamation of entities operated as a technology development company engaged in the design, manufacture, and marketing of fleet management solutions in the golf industry. The Company's principal activities encompassed the sale and rental of GPS tracking devices and interfaces for golf vehicles and related support services. The Company operated in such a manner until September 2023.

Subsequent to the last filing for the period ending September 30, 2023, the Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Nevada Secretary of State, hold an annual meeting of stockholders, and had its Nevada charter revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act.

On April 22, 2025, GHS Investments LLC, a Nevada limited liability company along with Tiger Trout Capital Puerto Rico, LLC, a Puerto Rico limited liability company (the "Plaintiffs" or "Petitioners"), filed a Petitioners' Application for a temporary restraining order and preliminary injunction and a Joint Complaint and Petition for Appointment of Receiver - Case Number 25 OC 00061 1B, venue for the case being Nevada's 1st Judicial District. The Petitioners had been creditors to the Company. Subsequently, on July 9, 2025, the court granted the Petitioners' Joint Complaint and Petition for Appointment of Receiver. As a result, Robert L. Stevens of Strongbow Advisors, Inc. a Colorado corporation, a wholly owned subsidiary of Somerset Capital, Ltd, a Colorado corporation was appointed Receiver of DSG Global, Inc.

The Company's Nevada charter was subsequently reinstated, and all required reports were filed with the State of Nevada. In addition, the Receiver's plan is to satisfy the remaining debts of the Company through negotiated settlements (to include but not be limited to cash, equity or a combination of both). Pursuant to the Court order, "The Receiver is hereby authorized, empowered, and directed, pursuant to all applicable law, including the laws respectively of Nevada by, this court to do any and all acts, to the extent the receiver believes as are reasonably necessary or advisable to complete the purposes of DSG including maintaining, renting, owning, and or ultimately selling its assets, and performing all other activities reasonably necessary or incidental to the furtherance of such purpose…" to include in summary:

- Take immediate possession, control, and management of the Company to include bank accounts, books and records, and all other assets;
- To take any and all actions required to minimize further losses;
- To file all tax returns required and pay all taxes necessary;
- To collect and satisfy all accounts receivable;
- To conduct all required accounting;
- To facilitate the resolution of all existing debt;
- Dispose of any property, discharge liens, claims, encumbrances, the Company ,may have;
- Conduct essentially all other administrative duties required to resurrect and restructure the Company in order to provided the greatest value to its shareholders.

In addition, it is the Receiver's intent to identify an acquisition candidate or reverse merger candidate to benefit from utilizing the capital markets to foster a successful enterprise.

NOTE 2 – GOING CONCERN

The accompanying consolidated financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company has not generated any revenue since the third quarter of 2023 due to discontinuing its operations, and for the year ended December 31, 2025, had a net loss of $2,343,118. The Company has an accumulated deficit of $75,961,887 and a working capital deficit of $20,172,169 at December 31, 2025.

During the 2026 calendar year, management plans to identify and execute a reverse merger to integrate a revenue generating asset or identify a revenue generating asset for acquisition. In addition, the Company will raise the additional capital required to fund operations through investment direct into the Company. The investment will be facilitated via the creation of convertible notes, debentures or investment on subscription agreements (for which if required the appropriate registration statements will be filed). There is no guarantee the Company will generate sufficient revenues or raise capital to continue operations. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) valid transactions are recorded; and (3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

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 and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principals of Consolidation

The consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Cash and Cash Equivalents

The Company accounts for cash and cash equivalents under FASB ASC 305, "*Cash and Cash Equivalents*", and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815 "Derivatives and Hedging Activities".

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when it has been determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: The Company records when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

Deferred Income Taxes and Valuation Allowance

The Company accounts for income taxes under ASC 740 Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized at December 31, 2025.

Financial Instruments

"Fair Value Measurements and Disclosures," defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2025. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments.

The Company does not have any assets or liabilities measured at fair value on a recurring basis.

Long-lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. At December 31, 2025, we did not recognize any impairment losses for any periods presented.

Property and Equipment

The Company follows ASC 360, *Property, Plant, and Equipment,* for its fixed assets. Equipment is stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets (3 to 7 years for equipment and 25 years for real-estate owned).

Related Parties

The Company follows ASC 850, *"Related Party Disclosures,"* for the identification of related parties and disclosure of related party transactions. From time to time, the Company has received funds from related parties and made advances to related parties.

Stock-Based Compensation

FASB ASC 718 *"Compensation – Stock Compensation,"* prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (a) the option to settle by issuing equity instruments lacks commercial substance or (b) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 "*Equity – Based Payments to Non-Employees*." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date. As of December 31, 2025, the Company did not have any stock-based transactions.

Earnings (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted income (loss) per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and upon the conversion of notes. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered anti-dilutive and thus are excluded from the calculation.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

NOTE 4 – REVENUE RECOGNITION

Although the Company currently does not have any revenue, when revenue recognition resumes, the Company will record the transactions in accordance with ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"). In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

NOTE 5 – LIQUIDITY AND OPERATIONS

Results of operations

For the year ended December 31, 2025

For the year ended December 31, 2025, we did not generate any revenue.

For the year ended December 31, 2025, since we did not have any revenue, we did not have any cost of revenue. As a result, our gross profit for the year ended December 31, 2025.

For the year ended December 31, 2025, we incurred operating expenses of $415,896, and we had interest expenses of $1,927,222. As a result, we had a net loss from continuing operation of $2,343,118 for the year ended December 31, 2025. As a result, for the year ended December 31, 2025, we had a net comprehensive loss of $2,343,118.

For the year ended December 31, 2024

For the year ended December 31, 2024, we did not generate any revenue due to discontinuing our operations.

For the year ended December 31, 2024, since we did not have any revenue, we did not have any cost of revenue. As a result, our gross profit for year ended December 31, 2024.

For the year ended December 31, 2024, we incurred no operating expenses and we had interest expenses of $1,929,214. As a result, we had a net loss from continuing operation of $1,929,214 for the year ended December 31, 2024. Due to our discontinued operations we carried a loss from discontinued operations of $2,109,048, resulting in a net loss of $4,038,262. In addition, we had a gain from the effects of foreign currency translation of $162,430, as a result, for the year ended December 31, 2024, we had a net comprehensive loss of $3,875,832.

Liquidity and Capital Resources

For the year ended December 31, 2025, we had a net loss of $2,343,118. For the year ended December 31, 2025, we had an increase in accrued interest of $1,927,222, and an increase in accounts payable – related party of $479,546. As a result, we had net cash used in operating activities of $63,650 for the year ended December 31, 2025.

For the year ended December 31, 2024, we had a net loss of $3,875,832. For the year ended December 31, 2024, we had a loss on assets of discontinued operations of $708,081, and an increase in accrued interest of $2,761,324. As a result, we had net cash provided by operating activities of $406,427 for the year ended December 31, 2024.

Investing Activities

For the year ended December 31, 2025, we had no investing activities.

For the year ended December 31, 2024, we had no investing activities.

Financing Activities

For the year ended December 31, 2025, we had no financing activities.

For the year ended December 31, 2024, we had no financing activities.

Off-balance Sheet Arrangements

As of December 31, 2025, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

NOTE 6 – DISCONTINUED OPERATIONS

As part of new management's, the Receiver's, plan to effectively move the Company forward, the operations of all subsidiaries were discontinued with an effective date of July 1, 2023. The operations at the time were considered of no practicable purpose to the Company's future endeavors. The liabilities associated with operations are maintained on the books and records of the Company, while the liabilities of discontinued operations have been consolidated on the books and records of the Company as current management attempts to settle those outstanding liabilities on a case by case basis. Below is a reconciliation of the balances from the balance sheet for the years ended December 31, 2025 and 2024:

Balance Sheet Accounts	**December 31, 2025**	**December 31, 2024**
Accrued interest	$7,871,472	$5,944,250
Accounts payable – related party	$479,546	–
Notes payable	$1,376,900	$1,376,900
Convertible notes payable	$2,769,488	$2,769,488
Liabilities of discontinued operations	$7,960,791	$7,960,791

NOTE 7 – NOTE PAYABLE

On April 17, 2020, the Company received a loan in the principal amount of CAD$40,000 under the Canada Emergency Business Account program. The loan is non-interest bearing and eligible for CAD$10,000 forgiveness if repaid by December 31, 2022. If not repaid by December 31, 2022, the loan bears interest at 5% per annum and is due on December 31, 2025. At December 31, 2025, the total outstanding principal balance is CAD$40,000. Interest expense for the years ended December 31, 2025 and 2024, is $2,000 and $2,005, respectively. Total accrued interest at December 31, 2025 and 2024, is $6,005 and $4,005, respectively.

On April 21, 2020, the Company received a loan in the principal amount of CAD$40,000 under the Canada Emergency Business Account program. The loan is non-interest bearing and eligible for CAD$10,000 forgiveness if repaid by December 31, 2022. If not repaid by December 31, 2022, the loan bears interest at 5% per annum and is due on December 31, 2025. At December 31, 2025, the total outstanding principal balance is CAD$40,000. Interest expense for the years ended December 31, 2025 and 2024, is $2,000 and $2,005, respectively. Total accrued interest at December 31, 2025 and 2024, is $6,005 and $4,005, respectively.

On June 5, 2020, the Company received a loan in the principal amount of $150,000. The loan bears interest at 3.75% per annum and is due on June 5, 2050. The loan is secured by all tangible and intangible assets of Company. Fixed payments of $731 are due monthly and begin 12 months from the date of the loan. The payments are applied against any accrued interest before principal amounts are repaid. At December 31, 2025, the total outstanding principal balance is $150,000. Interest expense for the years ended December 31, 2025 and 2024, is $5,625 and $5,640, respectively. Total accrued interest at December 31, 2025 and 2024, is $31,361 and $25,736, respectively.

On December 1, 2022, the Company received a loan in the principal amount of $1,000,000. The loan bears interest at 10% per annum and is due on December 1, 2025. If not repaid by December 31, 2025, the loan bears interest at 18% per annum. At December 31, 2025, the total outstanding principal balance is $1,000,000. Interest expense for years ended December 31, 2025 and 2024, is $100,000 and $100,274, respectively. Total accrued interest at December 31, 2025 and 2024, is $308,493 and $208,493, respectively.

On February 17, 2022, the Company entered into a Waiver of Conditions (the "Waiver") to the Share Purchase Agreement (the "SPA") dated December 13, 2021. The Company has received five payments in the amount of $250,000 on February 28, 2022, $250,000 on March 31, 2022, $90,000 on July 29, 2022, $250,000 on August 29, 2022, $125,000 on September 15, 2022, $125,000 on October 18, 2022, and $285,000 on October 21, 2022, for 1,375 preferred series F shares in total. Under the Waiver, the Company agrees to repay these amounts, on an ongoing basis, by remitting 20% of all gross sales back to the subscriber until such time that the 500 shares of the Series F Preferred Stock issued pursuant to this Waiver agreement are redeemed in full. As these preferred F series shares subscribed for under the Waiver are mandatorily redeemable, the total amounts of $1,375,000 were recorded as liabilities, as per ASC 480-10. Under the original terms of the SPA, redemption of preferred F series shares requires a 15% premium payment on the face value. As such, a total Redemption Premium of $75,000 will be paid on the redemption as part of the 20% gross sales remittance, and will be amortized as the repayments are made. During the years ended December 31, 2025 and 2024, the Company made required payments in the amount of $0, which were applied to the loan payable amount. At December 31, 2025 and 2024, the total outstanding principal balance is $1,331,344.

On May 26, 2023, the Company entered into a loan agreement with a non-related party for an amount of up to $327,390. The loan is non-interest bearing; however, the creditor will share 50/50 in the net profit from specified sales. The loan was provided to the Company for specific trade payables required to generate the sales for which the creditor will share in the net profit. At December 31, 2025, the Company had borrowed $159,985 on the loan. At December 31, 2025, no sales had been made related to the split profit agreement. There is no maturity rate on the loan.

On July 25, 2023, the Company entered into a loan agreement with a non-related party, for $146,900 bearing an annual interest rate of 13% and a maturity date of April 25, 2024. At December 31, 2025, the total outstanding principal balance is $146,900. Interest expense for the years ended December 31, 2025 and 2024, is $19,097 and $19,149, respectively. Total accrued interest at December 31, 2025 and 2024, is $46,565 and $27,468, respectively.

NOTE 8 – CONVERTIBLE NOTES PAYABLE

On March 31, 2015, the Company issued a convertible promissory note in the principal amount of $310,000 to a company owned by a former director of the Company for marketing services. The note is unsecured, bears interest at 5% per annum, is convertible at $1.25 per common share, and is due on demand. At December 31, 2025, the total outstanding principal balance is $310,000. Interest expense for the years ended December 31, 2025 and 2024, is $15,500 and $15,542, respectively. Total accrued interest at December 31, 2025 and 2024, is $166,805 and $151,305, respectively.

On June 5, 2017, the Company issued a convertible promissory note in the principal amount of $110,000. At December 31, 2025, the outstanding principal balance of the note is $9,488, relating to an outstanding penalty.

On September 13, 2021, the Company entered into a securities purchase agreement with a non-related party. Pursuant to the agreement, the Company received cash proceeds of $2,000,000 on September 13, 2021, in exchange for the issuance of an unsecured convertible promissory note in the principal amount of $2,400,000, which was inclusive of a $400,000 original issue discount and bears interest at 9% per annum to the holder and matures June 20, 2022. If the convertible note is not paid in full before December 12, 2021, an additional $100,000 of guaranteed interest will be added to the note. An additional $100,000 of guaranteed interest will be added to the note on the 12th day of each succeeding month during which any portion of the convertible note remains unpaid. Any principal or interest on the convertible note that was not paid when due or during any period of default bears interest at 24% per annum. In the event of a default, the note is convertible at the price that is equal to a 40% discount to the lowest trading price of the Company's common shares during the 30 day trading period prior to the conversion date. The note is in default and is convertible. At December 31, 2025, the total outstanding principal balance is $2,400,000. Interest expense for the years ended December 31, 2025 and 2024, is $1,776,000 and $1,777,578, respectively. Total accrued interest at December 31, 2025 and 2024, is $7,288,822 and $5,512,822, respectively.

On July 7, 2023, the Company entered into a short-term loan with a non-related party for $50,000, bearing an annual interest rate of 14% and a maturity date of six months from the receipt of funds. The loan was secured by a conversion feature, where if not repaid the loan would convert into common shares at a 15% discount to market at the date of conversion, as well as 10 preferred B shares, which convert to common shares at a ratio of 1 preferred B share for 100,000 common shares. At December 31, 2025, the total outstanding principal balance is $50,000. Interest expense for the years ended December 31, 2025 and 2024, is $7,000 and $7,019, respectively. Total accrued interest at December 31, 2025 and 2024, is $17,414 and $10,414, respectively.

NOTE 9 – MEZZANINE EQUITY

Authorized

5,000,000 shares of redeemable Series C preferred shares, authorized, each having a par value of $0.001 per share. Each share of Series C preferred shares is convertible into shares of common stock at a conversion rate equal to the lowest traded price for the fifteen trading days immediately preceding the date of conversion.

1,000,000 shares of redeemable Series D preferred shares, authorized, each having a par value of $0.001 per share. Each share of Series D preferred shares is convertible into 5 shares of common stock.

5,000,000 shares of redeemable Series E preferred shares, authorized, each having a par value of $0.001 per share. Each share of Series E preferred shares is convertible into 4 shares of common stock.

10,000 shares of redeemable Series F preferred shares, authorized, each having a par value of $0.001 per share. Each share of Series F preferred shares is convertible into common stock at an amount equal to the lesser of (a) one hundred percent of the lowest traded price for the Company's stock for the fifteen trading days immediately preceding the relevant Conversion and (b) a twenty percent discount to the price of the common stock in an offering with gross proceeds of at least $10,000,000.

Mezzanine Equity Transaction

- 184 Series F Preferred Shares were converted into common shares (see note 10).
- On January 18, 2023, pursuant to the January 2023 Series F SPA, the Company received $300,000 for the subscription of 300 Series F preferred shares.
- On January 23, 2023, pursuant to the January 2023 Series F SPA, the Company received $312,000 for the subscription of 312 Series F preferred shares.
- On July 19, 2023, the Company issued an aggregate of 69 shares of Series F redeemable preferred stock to a non-related party, at the price of $1,000 per share for a total of $65,000 net of $4,000 in legal expenses.

NOTE 10 – SHAREHOLDERS' EQUITY

The Company is authorized to issue 1,000,000,000 shares of its $0.001 par value common stock and 3,010,000 shares of its $0.001 par value preferred stock. On January 18, 2023, the Company through unanimous written consent of the board of directors increased its authorized capital of its $0.001 par value common stock from 350,000,000 shares to 1,000,000,000 shares.

Common Stock

The Company is authorized to issue 1,000,000,000 shares of its $0.001 par value common stock.

Through December 31, 2025 and during the last two completed fiscal years, the Company engaged in the following transactions regarding its common stock:

- On January 4, 2023, the Company issued 3,000,000 shares of common stock with a fair value of $213,000 for conversion of 30 Series B Preferred Shares.
- On January 13, 2023, the Company issued 2,991,098 shares of common stock with a fair value of $44,884 for conversion of 92 Series F Preferred Shares.

- On February 17, 2023, the Company issued 2,992,519 shares of common stock for a fair value of $44,906 for conversion of 92 Series F Preferred Shares.
- On July 20, 2023, the Company issued 2,843,602 shares of common stock with a fair value of $24,400 for conversion of 50 Series F Preferred Shares.
- On October 5, 2023, the Company issued 503,000 shares of common stock with a fair value of $24,400 for services rendered.

At December 31, 2025 and 2024, there were 157,760,212 common shares issued and outstanding.

Preferred Stock

The Company is authorized to issue a total of 3,010,000 shares of preferred stock.

Through December 31, 2025 and during the last two completed fiscal years, the Company engaged in the following transactions regarding its preferred stock:

- 30 Series B preferred shares were converted into 3,000,000 common shares with a fair value of $213,000 (see above regarding common stock transactions).

At December 31, 2025 and 2024, there were 4,638 shares of preferred stock issued and outstanding.

Warrants

During the year ended December 31, 2025, no warrant activity took place.

On December 31, 2024, 2,813,071 warrants of the Company's common stock expired.

The fair values of the warrants were calculated using the following assumptions for the Black Sholes Option Pricing Model:

	December 31, 2025	**December 31, 2024**
Risk-free interest rate	0.18% - 0.82%	0.18% - 0.82%
Expected life	3.29 - 5.11 years	3.29 - 5.11 years
Expected dividend rate	0%	0%
Expected volatility	285.40% - 300.18%	285.40% - 300.18%

The continuity of the Company's common stock purchase warrants issued and outstanding is as follows:

	Warrants	**Weighted average exercise price**
Outstanding at December 31, 2023	6,313,071	$ 0.56
Expired	2,813,071	0.78
Outstanding at December 31, 2024	3,500,000	$ 0.41
Outstanding at December 31, 2025	3,500,000	$ 0.41

NOTE 11 – LEGAL MATTERS

In the normal course of business, the Company indemnifies other parties, including customers, lessors, and parties to other transactions with the Company, with respect to certain matters. The Company has agreed to hold the other parties harmless against losses arising from a breach of representations or covenants, or out of intellectual property infringement or other claims made against certain parties. These agreements may limit the time within which an indemnification claim can be made and the amount of the claim. In addition, the Company has entered into indemnification agreements with its officers and directors, and the Company's bylaws contain similar indemnification obligations to the Company's agents. It is not possible to determine the maximum potential amount under these indemnification agreements due to the Company's limited history with prior indemnification claims and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under these agreements have not had a material effect on the Company's operating results, financial position, or cash flows.

NOTE 12 – RELATED PARTY TRANSACTIONS

At December 31, 2025, the Company owed $97,000 to the President, CEO, and CFO of the Company and $200,367 to the President, CEOs, and CFOs of the Company's subsidiaries for management fees and salaries, which is recorded in trade and other payables. Amounts owed and owing are unsecured, non-interest bearing, and due on demand. Recorded in due to related party are $55,334 owed to the President and CEO of the Company. These amounts are non-interest bearing and due on demand.

NOTE 13 – INCOME TAXES

A reconciliation of statutory income tax rate to effective tax rate was as follows for each of the periods presented:

	For the year ended December 31, 2025	For the year ended December 31, 2024
Federal income taxes at statutory rate	21.0%	21.0%
State income taxes at statutory rate	5.5%	5.5%
Valuation allowance	(26.5%)	(26.5%)
Effective tax rate	0.0%	0.0%

As of December 31, 2025 and 2024, the Company had a net operating loss for tax purposes of $2,343,118 and $1,929,214, respectively.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2025 and 2024 the Company did not recognize any interest or penalties in its consolidated statement of operations, nor did it have any interest or penalties accrued on its consolidated balance sheets at December 31, 2025 and 2024, relating to unrecognized tax benefits.

Under the provisions of ASC 740, *"Accounting for Uncertainty in Income Taxes,"* the Company identified no significant uncertain tax positions for 2023 and 2024. The Company files income tax returns in U.S. jurisdiction. There are no federal or state income tax examinations underway for these, and tax returns for the current year are still open to examination as neither year, nor the years prior have been filed with the appropriate taxing authorities.

Utilization of our net operating losses (NOL) carryforwards may be subject to a substantial annual limitation due to ownership change limitations that may have occurred or that could occur in the future, as required by Section 382 of the Internal Revenue Code (IRC) of 1986, as amended (the Code), as well as similar state provisions. These ownership changes may limit the amount of NOL carryforwards that can be utilized annually to offset future taxable income. In general, an "ownership change" as defined by Section 382 of the Code results from a transaction or series of transactions over a three-year period resulting in an ownership change of more than 50 percentage points of the outstanding stock of a company by certain stockholders. At the time of closing the consolidated books, the Company had not yet completed a study to determine the extent of the limitation based on ownership changes that may have occurred. As of December 31, 2025, the Company has available for federal income tax purposes a net operating loss carry forward of approximately $75,961,887, expiring in the year 2040, that may be used to offset future taxable income, but could be limited under Section 382.

The Company's deferred taxes as of December 31, 2025 and 2024, consist of the following:

	2025	2024
Non-Current deferred tax asset:		
Net operating loss carry-forwards	$ 75,961,887	$ 73,618,769
Tax provision (U.S. federal and state combined) tax rate	27.0%	27.0%
Deferred tax asset	20,509,709	19,877,068
Valuation allowance	(20,509,709)	(19,877,068)
Net non-current deferred tax asset	$ -	$ -

NOTE 14 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these financial statements were available to be issued. Based on our evaluation, there are no subsequent events requiring further disclosure.