

NxGen Brands Inc.

Amendment to [Annual Report](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/17/2026

Explanatory Note:

Control persona for certain shareholder issuances in section 3A were inadvertently omitted on original filing.

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

NxGen Brands, Inc.

3064 Vallejo Street, Englewood, CO 80110

303-526-3073

www.geneseecandyland.com

marjschaefer.manager@gmail.com

SIC 5122

Amended Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

459,779,566 as of December 31, 2025 *(Current Reporting Period Date or More Recent Date)*

62,379,566 as of December 31, 2024 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ 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.

August 27, 1997, - February 20, 2002..... Auto Central USA, Inc.
February 20, 2002 – February 18, 2005..... General Defensed Systems, Inc.
February 18, 2005 – June 19, 2013..... GenMedx, Inc.
June 19, 2013 – March 22, 2019..... Pyramidion Technology Group, Inc.
March 22, 2019 – Present..... NxGen Brands, Inc.

Current State and Date of Incorporation or Registration: Nevada, August 27, 1997

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 Company was incorporated in Nevada on August 27, 1997

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:

3980 Youngfield Street, Wheat Ridge, CO 80033

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: Yes: If yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: info@stctransfer.com
Address: 2901 N. Dallas Parkway, Suite 380, Plano, TX 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:	NXGB
Exact title and class of securities outstanding:	Common
CUSIP:	62954M 107
Par or stated value:	\$0.001
Total shares authorized:	500,000,000 as of December 31, 2025,
Total shares outstanding:	459,779,566 as of December 31, 2025,
Total number of shareholders of record:	199 as of December 31, 2025

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

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:	Class A Preferred
Par or stated value:	\$0.001
Total shares authorized:	2,000,000 as of December 31, 2025,
Total shares outstanding:	0 as of December 31, 2025,
Total number of shareholders of record:	0 as of December 31, 2025,

Exact title and class of the security:	Class B Preferred
Par or stated value:	\$0.001
Total shares authorized:	5,000,000 as of December 31, 2025,
Total shares outstanding:	690,000 as of December 31, 2025,
Total number of shareholders of record:	2 as of date: December 31, 2025,

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

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.

Right to vote on matters brought before the shareholders as required by law; right to receive dividends as determined by the Board of Directors; no pre-emptive rights.

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

Each Class A Preferred share entitled to 1,000 votes per share; not convertible to common shares; is non-redeemable and is entitled to dividends.

Each Class B Preferred share entitled to 1,000 votes per share; may be converted after October 10, 2019, into 5 shares of common stock; is entitled to dividends as determined by the Board of Directors.

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> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/22	Common: 13,379,566								
	Preferred: 690,000								
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
7/20/23	New issuance	40,000,000	common	\$0.001	Yes	Joseph Lawanson	Services	Restricted	None

7/20/23	New issuance	1,000,000	Preferred A	\$0.001	No	Joseph Lawanson	Services	Restricted	None
11/17/23	New issuance	2,000,000	common	\$0.001	No	Carl Grant	Services	Restricted	None
12/18/23	New issuance	3,500,000	common	\$0.001	No	Carl Grant	Services	Restricted	None
2/28/24	New issuance	3,500,000	common	\$0.001	No	NexGen Wealth, LLC (Joseph Lawanson)	Services	Restricted	None
2/11/25	Cancellation	40,000,000	common	\$0.001	No	Joseph Lawanson			
2/11/25	Cancellation	1,000,000	Preferred A	\$0.001	No	Joseph Lawanson			
2/11/25	New issuance	300,000,000	common	\$0.001	No	Marjorie Schaefer	Services	Restricted	None
8/11/25	New issuance	10,000,000	common	\$0.001	No	Ian Reed	Debt Conversion	Restricted	None
8/20/25	New issuance	7,000,000	common	\$0.001	No	Pinnacle Consulting Services, Inc (Robert Hymers).	Debt Conversion	Restricted	None
9/10/25	New issuance	15,000,000	common	\$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers).	Debt Conversion	Restricted	None
9/10/25	New issuance	3,000,000	common	\$0.001	No	Carl Grant	Debt Conversion	Restricted	None
9/16/25	New issuance	20,000,000	common	\$0.001	No	Ian Reed	Debt Conversion	Restricted	None
10/1/25	New issuance	12,200,000	common	\$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers).	Debt Conversion	Restricted	None
10/1/25	New issuance	12,200,000	common	\$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers).	Debt Conversion	Restricted	None
10/9/25	New issuance	40,000,000	common	\$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers).	Debt Conversion	Restricted	None

10/15/25	Cancellation	30,000,000	common	\$0.001	No	Marjorie Schaefer			
10/16/25	New issuance	20,000,000	common	\$0.001	No	Ian Reed	Debt Conversion	Restricted	None
11/20/25	New issuance	40,000,000	common	\$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
11/21/25	Cancellation	12,000,000	common	\$0.001	No	Marjorie Schaefer			
12/8/25	Cancellation	40,000,000	common	\$0.001	No	Marjorie Schaefer			
12/11/25	New issuance	40,000,000	common	\$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
12/17/25	Cancellation	40,000,000	common	\$0.001	No	Marjorie Schaefer			
12/22/25	New issuance	40,000,000	common	\$0.001	No	Quay View Partners (Beau Kelly)	Debt Conversion	Restricted	None
Sha25res Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date: 12/31/25 Common 459,779,566									
Preferred: 690,000									

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

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

B. Convertible Debt

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

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

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

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.

1/2/25	60,000	61,200	7/31/25	May convert to common shares at \$.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
7/3/24	60,000	62,700	12/31/24	May convert to common shares at \$.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
1/3/24	60,000	65,100	7/31/24	May convert to common shares at \$.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
7/31/23	60,000	67,692	7/31/24	May convert to common shares at \$.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
1/5/23	75,000	87,780	1/5/24	May convert to common shares at \$.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
1/4/21	25,000	31,793	1/4/22	May convert to common shares at a fixed price of \$0.25 per share	None	100,000	Dennis Schmidt	Loan
2/24/21	50,000	63,285	2/24/22	May convert to common shares at a fixed price of \$0.25 per share	None	200,000	Amir Serri	Loan
4/30/20	10,000	10,000	4/30/21	May convert to common shares at a fixed price of \$0.001 per share	None	10,000,000	Angel Burgos	Loan
5/29/20	1,200	1,200	5/31/21	May convert to common shares at a fixed price of \$0.001 per share	None	1,200,000	Carlos Hurtado	Loan
3/4/19	4,000	4,000	3/4/20	May convert to common shares at a fixed price of \$0.10 per share	None	40,000	Elvis Rivera	Loan
11/15/18	24,620	24,620	11/15/19	May convert to common shares at a fixed price of \$0.10 per share	None	246,200	IMS Group LLC (Maria Hernandez)	Loan

10/17/17	6,000	6,000	3/18/19	May convert to common shares at a fixed price of \$0.10 per share	None	60,000	Elvis Rivera	Loan
12/14/17	43,445	43,445	12/14/19	May convert to common shares at a fixed price of \$0.10 per share	None	434,450	IMS Group LLC (Maria Hernandez)	Loan
1/2/17	19,000	10,000	1/2/18	May convert to common shares at a fixed price of \$0.001 per share	None	10,000,000	MVD Group LLC (Carlos Hurtado)	Loan
6/1/15	22,583	22,583	6/12/16	May convert to common shares at a fixed price of \$0.001 per share	None	22,583,000	IMS Group LLC (Maria Hernandez)	Loan

Total Outstanding Balance: 600,198

Total Shares: 0

75,140,035

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

None

4) Issuer's Business, Products and Services

NGen Brands, Inc is a premier artisanal candy company renowned for its handcrafted fudge, featuring an array of distinctive, custom flavors, alongside its celebrated Animal Trackers line of chocolate-covered treats and nostalgic candies. With a robust presence in over 2,000 retailers nationwide, NGen has forged strategic partnerships with prominent organizations, including YMCA, leading hotel chains, and various fundraising initiatives.

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

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

NxGen Brands, Inc., is involved in manufacturing, distributing, marketing its premier artisanal candy company renowned for its handcrafted fudge, featuring an array of distinctive, custom flavors, alongside its celebrated Animal Trackers line of chocolate-covered treats and nostalgic candies. With a robust presence in over 2,000 retailers nationwide, NGen has forged strategic partnerships with prominent organizations, including YMCA, leading hotel chains, and various fundraising initiatives.

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

None

C. Describe the issuers' principal products or services.

Formulating, manufacturing, distributing and marketing of its premier artisanal candy company renowned for its handcrafted fudge, featuring an array of distinctive, custom flavors, alongside its celebrated Animal Trackers line of chocolate-covered treats and nostalgic candies. With a robust presence in over 2,000 retailers nationwide, NGen has forged strategic partnerships with prominent organizations, including YMCA, leading hotel chains, and various fundraising initiatives.

5) Issuer's Facilities

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

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

The company occupies 8000 square ft.² of manufacturing facilities that are leased around the Denver, Colorado 3064 S. Vallejo ST, Englewood, CO 80110 on a five-year lease contract.

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)
Kenneth de Britto	5+% shareholder; former director/ /officer	Davis, FL	120,000	Class B Preferred	17.9%
Angel Burgos Rosado	5%+ shareholder	Weston, FL	550,000	Class B Preferred	79.7%
Marjorie Schaefer	CEO, Director	Siloam Springs, AR	300,000,000	Common	90.6%

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);

No

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;

No

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;

No

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.

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: Vic Devlaeminck.
Address 1: 10013 NE Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: (503) 806-3533
Email: vic@vicdevlaeminck.com

Accountant or Auditor

Name: Vic Devlaeminck
Firm:
Address 1: 10013 NE Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: (503) 806-3533
Email: vic@vicdevlaeminck.com

Investor Relations

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

9) Disclosure & Financial Information

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

Name: Vic Devlaeminck
Title: Attorney
Relationship to Issuer: None

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: Vic Devlaeminck
Title: CPA
Relationship to Issuer: None

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

Mr. Devlaeminck is a CPA with over 40 years of experience preparing financial statements for public and private companies.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

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.

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, Marjorie Schaefer, certify that:

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

March 23, 2026

/s/ Marjorie Schaefer [CEO's Signature]

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

Principal Financial Officer:

I, Marjorie Schaefer, certify that:

1. I have reviewed this Disclosure Statement for NxGen Brands, 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 23, 2026

/s/ Marjorie Schaefer CFO's Signature]

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

NXGEN BRANDS, INC.		
Financial Statements		
Comparative Balance Sheet		
December 31, 2025 & December 31, 2024		
Unaudited		
	Dec. 31,	Dec. 31,
ASSETS	<u>2025</u>	<u>2024</u>
Current Assets		
Cash on hand, in bank	\$ 25,826	\$ -
Accounts receivable	15,683	88,038
Inventory	6,715	152,516
Prepaid expenses	-	11,235
Total current assets	48,224	251,789
Other Assets		
Other assets	-	6,032
Total other assets	-	6,032
Total assets	48,224	257,821

NXGEN BRANDS, INC.
Financial Statements
Comparative Balance Sheet
December 31, 2025 & December 31, 2024
Unaudited

LIABILITIES & SHAREHOLDERS' EQUITY

	<u>2025</u>	<u>2024</u>
LIABILITIES		
Current Liabilities		
Accounts payable	\$ 41,568	\$ 236,020
Professional fees payable	60,000	60,000
Total Current Liabilities	101,568	296,020
Long-term Liabilities		
Convertible Notes payable	558,398	451,848
Notes payable	354,903	354,903
Accrued interest	242,440	223,057
Total Long-term Liabilities	1,155,741	1,029,808
Total liabilities	1,257,309	1,325,828
SHAREHOLDERS' EQUITY		
Common stock: 75,000,000 authorized; \$0.001 par value 71,079,566 at 12/31/24 and 459,779,566 at 12/31/25	459,780	71,080
Preferred Class A: 2,000,000 authorized, \$0.001 par value; 690,000 at 12/31/24 and at 12/31/25	690	690
Preferred Class B: 5,000,000 authorized, \$0.001 par value; 1,000,000 at 12/31/24 and none at 12/31/25	-	1,000
Paid in capital	1,183,275	1,715,294
Retained earnings (Deficit)	(2,852,830)	(2,856,071)
Total Stockholders' equity	(1,209,085)	\$(1,068,007)
Total Liabilities and Stockholders' Equity	48,224	257,821

NXGEN BRANDS, INC.
Statement of Income and
Retained Earnings (Deficit)
For the Twelve Months Ended
December 31, 2025 & December 31, 2024
Unaudited

	Twelve Months Ended	
	Dec. 31, <u>2025</u>	Dec. 31, <u>2024</u>
Revenue		
Product Sales	229,803	27,439
Total Revenue	229,803	27,439
Cost of Goods Sold		
Product supplies	65,448	-
Other costs	20,229	7,948
Total Cost of Goods Sold	85,677	7,948
Gross Income	144,126	19,491
Expenses		
General and administrative	7,808	5,138
Legal and Professional	60,000	120,000
Interest	17,583	29,322
Payroll expense	54,767	-
Utilities	727	-
Depreciation	-	-
Office expense	-	-
Total Operating Expenses	140,885	154,460
Net earnings (loss)	3,241	(134,969)
Retained earnings deficit:		
Beginning of period	(2,856,071)	(2,721,102)
End of Period	\$ (2,852,830)	\$ (2,856,071)

NXGEN BRANDS, INC.
Statement of Cash Flows
For the Twelve Months Ended
December 31, 2025 & December 31, 2024
Unaudited
Dec. 31,
2025

	Dec. 31, <u>2025</u>	Dec. 31, <u>2024</u>
OPERATING ACTIVITIES		
Net Income (Loss)	\$ 3,241	\$ (134,969)
Adjustments to reconcile net Income (Loss) to net cash provided by operations		
Inventories	145,801	27,407
Depreciation	-	-
Accounts receivable	72,355	12,149
Accounts payable	(194,452)	(66,832)
Prepaid expenses	11,235	-
Accrued interest	19,383	38,745
Total Adjustments	54,322	11,469
Net cash provided by operating activities	57,563	(123,500)
Investing Activities		
Asset acquisition/divestment	6,032	-
Net cash provided by investment activity	-	-
Financing Activities		
Notes payable	106,550	120,000
Loan payable	-	-
Paid in surplus	(532,019)	-
Stock issuance	387,700	3,500
Net cash from financing activity	(37,769)	123,500
Net cash increase for period	25,826	-
Cash at beginning of period	-	-
Cash at end of period	25,826	-

NXGEN BRANDS, INC
Statement of Stockholders' Equity
December 31, 2025
Unaudited

	Common Stock		Paid-in	Accum.	Total
	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Earnings</u>	<u>Equity</u>
Balance - 12/31/21	21,079,566	21,080	1,715,294	(2,279,640)	(543,266)
Net income (loss) - 12/31/22				(24,772)	(24,772)
Balance - 12/31/22	21,079,566	21,080	1,715,294	(2,304,412)	(568,038)
Stock issuance	46,500,000	46,500			46,500
Net income (loss) - 12/31/23				(416,690)	(416,690)
Balance - 12/31/23	67,579,566	67,580	1,715,294	(2,721,102)	(938,228)
Stock issuance	3,500,000	3,500			3,500
Net income (loss) - 12/31/24				(134,969)	(134,969)
Balance - 12/31/24	71,079,566	71,080	1,715,294	(2,856,071)	(1,069,697)
Stock issuance	260,000,000	388,700	(532,019)		(143,319)
Net income (loss) - 12/31/25				3,241	3,241
Balance - 12/31/25	331,079,566	459,780	1,183,275	(2,852,830)	(1,209,775)

NxGen Brands, Inc.
NXGEN BRANDS, INC.
Notes to the Financial Statements
December 31, 2025

Note 1 – Organization and Operations

Nature of Business and Continuance of Operations

NxGen Brands, Inc. (the “Company”) was incorporated on August 27, 1997, in the State of Florida and subsequently re-domiciled in the Stat of Nevada. The Company is involved in manufacturing, distributing, marketing its premier artisanal candy company renowned for its handcrafted fudge, featuring an array of distinctive, custom flavors, alongside its celebrated Animal Trackers line of chocolate-covered treats and nostalgic candies

Note 2 - Significant and Critical Accounting Policies and Practices

a) Basis of Presentation

These financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States and are expressed in US dollars. The Company’s fiscal year end is December 31.

b) Use of Estimates

The preparation of financial statements in conformity with United States 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 of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to stock-based compensation and deferred income tax asset valuation allowances.

The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company’s

estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

c) Reclassification

Certain prior period amounts have been reclassified to conform to current period presentation.

d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with an original maturity of one year or less at the time of issuance to be a cash equivalent.

e) Financial Instruments

The Company's financial instruments consist principally of cash and cash equivalents, accounts payable and accrued liabilities, short-term debts and due to related parties. Pursuant to ASC 820, *Fair Value Measurements and Disclosures*, and ASC 825, *Financial Instruments*, the fair value of the Company's cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets.

f) Revenue Recognition

ASU No. 2014-09, Revenue from Contracts with Customers ("Topic 606"), became effective for the Company on January 1, 2018. The Company's revenue recognition disclosure reflects its updated accounting policies that are affected by this new standard. The Company applied the "modified retrospective" transition method for open contracts for the implementation of *Topic 606*.

The Company will recognize revenue according to topic 606 in a manner that reasonably reflects the delivery of its services and products to customers in return for expected consideration and includes the following elements:

- executed contracts with the Company's customers that it believes are legally enforceable;
- identification of performance obligations in the respective contract;
- determination of the transaction price to each performance obligation; and
- recognition of revenue only when the Company satisfies each performance obligation.

g) Income Taxes

The Company uses the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income in the near future and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely to be realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

h) Stock-based Compensation

We estimate the fair value of each stock option award at the grant date by using the Black-Scholes option pricing model and common shares based on the market price of the Company's common stock on the date of the share grant. The fair value determined represents the cost for the award and is recognized over the vesting period during which an employee is required to provide service in exchange for the award. As share-based compensation expense is recognized based on awards ultimately expected to vest, we reduce the expense for estimated forfeitures based on historical forfeiture rates. Previously recognized compensation costs may be adjusted to reflect the actual forfeiture rate for the entire award at the end of the vesting period. Excess tax benefits, if any, are recognized as an addition to paid in capital.

i) Recent Accounting Pronouncements

In June 2018, the FASB issued ASU 2018-07, Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. The update aligns the accounting for share-based payment awards issued to nonemployees with those issued to employees. Under the new guidance, the nonemployee awards will be measured on the grant date and compensation costs will be recognized when achievement of the performance condition is probable. This new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The adoption of the new guidance on July 1, 2019 did not have a material impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure framework – Changes to the Disclosure Requirements for Fair Value Measurement. The update modifies the disclosure requirements for recurring and nonrecurring fair value measurements, primarily those surrounding Level 3 fair value measurements and

transfers between Level 1 and Level 2. The new standard is effective for fiscal years beginning after December 15, 2019, including interim periods within that reporting period. The Company is currently evaluating the new guidance and does not expect it to have a material impact on its consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 “*Debt – Debt with Conversion and Other Options*” and ASC subtopic 815-40 “*Hedging – Contracts in Entity’s Own Equity*”. The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and, (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

As of December 31, 2025, there are no recently issued accounting standards not yet adopted that would have a material effect on the Company’s financial statements.

Note 3 – Going Concern

The Company’s financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets and liquidation of liabilities in the normal course of business.

The Company has commenced operations and has generated revenue; however, the Company’s cash position may not be sufficient to support the Company’s daily operations. Management intends to raise additional funds by way of a private or public offering.

While the Company believes in the viability of its strategy to continue operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company’s ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

Note 4 – Notes Payable and Advances Payable

Convertible Notes Payable

As of December 31, 2025, there is a total of \$558,398 in convertible notes payable.

Note 5 - Subsequent Events

The Company has evaluated subsequent events and transactions for potential recognition or disclosure in the consolidated financial statements through December 31, 2025, the date the consolidated financial statements were available to be published, and the Company has expressed that there are no reportable events to disclose.