

QuantGate Systems, Inc.

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Annual Report

For the seven months ended December 31, 2025 (the "Reporting Period")

Transition Period — Fiscal Year Ended December 31, 2025

Note: The Company changed its fiscal year end from May 31 to December 31. This Annual Report covers the transition period from June 1, 2025 to December 31, 2025 (seven months). See Note 11.

Outstanding Shares

The number of shares outstanding of our Common Stock was:

306,578,640 as of December 31, 2025 (Current Reporting Period Date or More Recent Date)

304,959,690 as of May 31, 2025 (Most Recent Prior Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes: No:

Change in Control

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

Yes: No:

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

Loto, Inc. (April 22, 2009 – March 13, 2012); Mobile Integrated Systems, Inc. (March 13, 2012 – July 29, 2013); Epcylon Technologies, Inc. (July 29, 2013 – April 14, 2020); QuantGate Systems, Inc. (April 14, 2020 – present).

Current State and Date of Incorporation or Registration: Nevada – April 22, 2009

Standing: Active. Prior Incorporation: None. Trading suspensions: None.

Company actions anticipated: reverse split, forward split, recapitalization, merger, SEC registration, acquisition, divestiture.

Principal executive office: 160 W Camino Real, Ste 1228, Boca Raton, FL 33432. Same as principal place of business.

Bankruptcy/receivership past 5 years: No Yes

2) Security Information

Transfer Agent

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

Common Stock

Trading symbol: QGSI | Class: Common Stock | CUSIP: 74767M109 | Par value: \$0.001 | Authorized: 425,000,000 as of Dec 31, 2025 | Outstanding: 306,578,640 as of Dec 31, 2025 | Shareholders of record: 489 as of Dec 31, 2025 | No other publicly quoted securities.

Series A Preferred Stock

Par value: \$0.001 | Authorized: 15,000,000 as of Dec 31, 2025 | Outstanding: 0 | Shareholders: 0

Security Rights Description

Common Stock: Carries one vote per share; no preemptive rights; dividends when declared (none to date).

Series A Preferred Stock: Convertible into common at 1:26; quarterly dividend equal to revenue on invested capital; redeemable at \$0.20/share; 100 votes per preferred share; currently none outstanding.

No other material rights beyond those described above. No material modifications during the reporting period.

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.

Shares Outstanding Opening Balance: June 1, 2023 — Common: 284,224,219 | Preferred: 0

Date of Transaction	Transaction Type	# Shares Issued	Class	Value (\$/share)	Discount to Market?	Issued To / Control Person	Reason for Issuance	Restricted or Unrestricted	Exemption / Registration
3/8/2024	New Issuance	977,020	CS	\$0.10	No	Nikolas Perrault	Debt conversion	Rule 144	N/A
3/11/2024	New Issuance	6,240,710	CS	\$0.10	No	David L. Daniels	Debt conversion	Rule 144	N/A
3/20/2024	New Issuance	7,401,501	CS	\$0.10	No	12898331 Canada Inc. — Joe Caozzo	Debt conversion	Rule 144	N/A
5/10/2024	New Issuance	1,866,240	CS	\$0.10	No	Wolfgang Steubing AG — Andreas Keune	Debt conversion	Rule 144	N/A
8/21/2024	New Issuance	500,000	CS	\$0.10	No	Princeville Capital Corp — Harold Wolkin	Cash (private placement)	Restricted	N/A
8/21/2024	New Issuance	3,000,000	CS	\$0.10	No	Starcore FZ, LLC — Svetoslav Kuzov, Director	Cash (private placement)	Restricted	N/A
8/21/2024	New Issuance	750,000	CS	\$0.10	No	Mad Colt Holdings — David Daniels	Debt conversion	Rule 144	N/A
6/2/2025	New Issuance	1,618,950	CS	\$0.10	No	Molgov Holdings, Inc. — Govin Misir, President	Debt conversion	Restricted	N/A
2/24/2026	Cancellation	(3,000,000)	CS	N/A	N/A	Alexandre (Bergeron) Poitras — improperly transferred shares returned and cancelled	Share cancellation	N/A	N/A
3/19/2026	New Issuance	3,000,000	CS	\$0.0711	No	Alexandre (Bergeron) Poitras	Debt conversion —	Restricted	N/A

replacement
issuance;
Board
ratification
3/19/2026

Shares Outstanding on Date of This Report: December 31, 2025 — Common: 306,578,640 | Preferred: 0 | Shareholders of Record: 489
(Note: Subsequent to December 31, 2025, additional shares were issued. See Note 9.)

Convertible Debt

The following is a complete list of the Company's Convertible Debt as of the date of this report, including the terms of conversion, and the potential number of shares that could be issued upon conversion:

Issuance Date	Principal at Issuance (\$)	Outstanding Balance (\$) (incl. accrued interest)	Maturity Date	Conversion Terms	Noteholder / Control Person	Shares Converted	Potential Shares on Conversion	Reason
2/19/2020	\$100,000	\$157,418	1/25/2024	8% Sr. Secured Conv.; compounded semi-annual; \$0.25/\$0.35/\$0.45/sh (yr 1/2/3)	John Margie	—	349,818	Loan
1/25/2021	\$150,000	\$219,950	1/25/2024	8% Sr. Secured Conv.; compounded semi-annual; \$0.25/\$0.35/\$0.45/sh (yr 1/2/3)	159367 Canada Inc. Michael Zakaib	—	488,778	Loan
1/25/2021	\$25,000	\$36,580	1/25/2024	8% Sr. Secured Conv.; compounded semi-annual; \$0.25/\$0.35/\$0.45/sh (yr 1/2/3)	Chris Siomos	—	81,289	Loan
1/25/2021	\$50,000	\$73,161	1/25/2024	8% Sr. Secured Conv.; compounded semi-annual; \$0.25/\$0.35/\$0.45/sh (yr 1/2/3)	Cobra Financial Rene Lachapelle	—	162,580	Loan
5/28/2021	\$25,000	\$36,984	5/6/2024	8% Sr. Secured Conv.; compounded semi-annual; \$0.25/\$0.35/\$0.45/sh (yr 1/2/3)	Godsoe Financial Capital Ltd. Michael Godsoe	—	82,186	Loan
3/23/2022	\$100,000	\$129,545	3/23/2023	15% discount to 30-day VWAP if price above \$0.40	Allen Merovitz	—	338,680	Loan
12/20/2022	\$100,000	\$140,989	12/20/2023	12% note; converts at \$0.20/share at investor's option	JLHD Investment Inc. Michael Davidson	—	704,945	Loan
4/4/2024	\$175,832	\$0 (converted 3/19/2026)	On demand	8% note; converts into fixed 3,000,000 shares; Board ratified retrospectively 3/19/2026	Alexandre (Bergeron) Poitras	3,000,000	3,000,000	Loan
9/16/2024	\$100,000	\$112,513	1/16/2025	10% note; 15% discount to 21-day VWAP (~\$0.017/share)	Nada Ghazali	—	6,618,412	Loan
7/7/2025	\$109,725	\$119,671	5/26/2026	24% APR; converts at equivalent market value of shares at borrower's request	10000558879 Ontario Inc. Renato Fellin	—	6,648,389	Loan
Total		\$1,237,597.39				3,000,000	21,475,077	

(1) Original 2015–2016 convertible debentures were rolled into these senior notes effective March 1, 2020.

(2) Potential shares for senior notes calculated at \$0.45/share (Year 3 strike price).

(3) Allen Merovitz: potential shares based on 15% discount to 30-day VWAP, assuming share price above \$0.40.

(4) JLHD Investment Inc.: potential shares calculated at \$0.20 conversion price.

(5) Nada Ghazali: note matured January 16, 2025 and is in default. 21-day VWAP ≈ \$0.020; 15% discount = \$0.017/share.

(6) Alexandre (Bergeron) Poitras: 8% note (\$175,832 principal, ~\$37,468 accrued interest) converted into 3,000,000 restricted common shares on March 19, 2026 following Board ratification. 3,000,000 previously improperly transferred shares were cancelled on February 24, 2026. See Note 9.

4) Issuer's Business, Products and Services

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

Fintech company developing AI/ML and big-data SaaS solutions that deliver real-time market sentiment and opportunity signals across asset classes; operates for 10+ years providing API integrations and trading intelligence.

Subsidiaries and Affiliates

Mobilotto Systems Inc. (geo-location technology development); 16% equity investment in Bridgerock Technologies, Inc.

Principal Products and Services

SaaS trading intelligence platform analyzing order book flow; crypto market modules/APIs; Pilot/Stealth PaaS automated trading platform; geo-location technology (Canadian Patent No. 2,741,232 and U.S. Patent 9,142,086 B2).

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.

Principal executive office: 160 W Camino Real, Ste 1228, Boca Raton, FL 33432 (leased office). No owned real property disclosed.

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

Using the table below, please provide information regarding all officers and directors of the company, as well as all individuals or entities controlling 5% or more of any class of the issuer's securities.

Individual / Entity Name (Control Person)	Position / Affiliation	City, State (Country)	Shares Owned	Class of Shares	% of Class (Undiluted)
Nikolas Perrault	Director	Montreal, QC, Canada	975,000	Common Stock	0.32%
Christopher Malone	Director	Toronto, ON, Canada	—	—	—
Four Seasons Trust; Marsha Collins, Trustee	>5% Beneficial Owner	Toronto, ON, Canada	221,731,025	Common Stock	72.32%
2238646 Ontario Inc.; Debra Swain, Control Person	>5% Beneficial Owner	Elizabeth City, NC	16,308,000	Common Stock	5.32%
Alex Bernal	Chief Technology Officer; Director	Santa Barbara, CA	—	—	—
Juan Pablo Desilva	Chief Data Scientist; Director	San Diego, CA	—	—	—
Thomas J. Carroll	President; Director	Seattle, WA	—	—	—
Paul Strickland	Secretary; Director	Olympia, WA	—	—	—

7) Legal / Disciplinary History

1. Criminal proceedings: None.
2. Court orders / injunctions: None.
3. SEC / CFTC / regulatory findings: None.
4. Pending regulatory complaints: None.
5. SRO orders: None.
6. U.S. Postal Service orders: None.

Pending Legal Proceedings

The Company is subject to a claim from a third party alleging amounts owed for services provided. The claim is disputed and believed to be without merit. No provision has been recorded as the outcome is not probable or estimable per ASC 450.

8) Third Party Service Providers

Securities Counsel: Newlan Law Firm, PLLC | 2201 Long Prairie Road, Suite 107-762, Flower Mound, TX 75022 | eric@newlanpllc.com

Accountant or Auditor: None | Investor Relations: None | Additional Investor Communication: <https://x.com/quantgate> | Other Service Providers: None

9) Disclosure & Financial Information

This Disclosure Statement was prepared by: Name: Paul Strickland | Title: Secretary | Relationship: Secretary | Qualifications: Experienced public company Officer responsible for financial reporting.

Financial statements prepared in accordance with: U.S. GAAP

Prepared by: Paul Strickland, Secretary & Director

Financial statements included:

- Balance Sheet as of December 31, 2025 (Estimated) and May 31, 2025
- Statement of Operations for the seven months ended December 31, 2025 and the six months ended November 30, 2024
- Statement of Cash Flows for the seven months ended December 31, 2025 and the six months ended November 30, 2024
- Statement of Changes in Stockholders' Equity for the seven months ended December 31, 2025 and the six months ended November 30, 2024
- Notes to the Annual Consolidated Financial Statements
- Note: All financial statements for the transition period are Unaudited/Estimated. The December 31, 2025 balance sheet reflects management estimates for the month of December 2025.

10) Issuer Certification

Principal Executive Officer:

I, Thomas J. Carroll, President, certify that:

1. I have reviewed this Disclosure Statement for QuantGate Systems, 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;
3. Based on my knowledge, the financial statements, and other financial information included 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 27, 2026

/s/ Thomas J. Carroll

Principal Financial Officer:

I, Paul Strickland, Secretary, certify that:

1. I have reviewed this Disclosure Statement for QuantGate Systems, 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;
3. Based on my knowledge, the financial statements, and other financial information included 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 27, 2026

/s/ Paul Strickland

FINANCIAL STATEMENTS

QuantGate Systems, Inc. | Annual Consolidated Financial Statements (Unaudited)
 For the Seven Months Ended December 31, 2025 (Transition Period) | U.S. GAAP | In United States Dollars
 Comparative column covers six months ended November 30, 2024 (best available comparable).

QuantGate Systems, Inc.

Consolidated Balance Sheet (Unaudited)

As of December 31, 2025 (Estimated) and May 31, 2025 | In United States Dollars | U.S. GAAP

	Dec 31, 2025 (Estimated)	May 31, 2025 (Unaudited)
ASSETS		
Current Assets		
Cash and cash equivalents	0	0
Sales tax receivable	0	0
Prepaid expenses	2,885	3,214
Total Current Assets	2,885	3,214
Non-Current Assets		
Loan to related party, net (Note 3a)	0	0
Advances to investee — Bridgerock Technologies, 16% (Note 4)	0	0
Total Non-Current Assets	0	0
TOTAL ASSETS	2,885	3,214
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Bank overdraft (Note 2)	39,309	32,327
Accounts payable and accrued liabilities	545,242	527,741
Accrued interest on convertible notes (Note 6)	168,468	152,090
Loans payable (Note 5)	1,243,144	1,243,144
Convertible debentures, net of discount (Note 6)	348,327	348,327
Total Current Liabilities	2,344,490	2,303,629
Non-Current Liabilities		
Long-term loans payable	0	0
Total Non-Current Liabilities	0	0
TOTAL LIABILITIES	2,344,490	2,303,629
Stockholders' Deficit (Note 7)		
Preferred stock, \$0.001 par; 15,000,000 authorized; 0 outstanding	0	0
Common stock, \$0.001 par; 425,000,000 authorized; 306,578,640 issued (Dec 31, 2025); 304,959,690 issued (May 31, 2025)	306,579	304,960
Additional paid-in capital	9,435,250	9,274,974
Accumulated deficit	(12,083,434)	(11,871,396)
Total Stockholders' Deficit	(2,341,605)	(2,291,462)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	2,885	3,214

⚠ *Going Concern: These financial statements have been prepared on a going concern basis. See Note 8 for details.
 The accompanying notes are an integral part of these financial statements.*

QuantGate Systems, Inc.

Consolidated Statement of Operations (Unaudited)

	Seven Months Ended Dec 31, 2025 (Estimated)	Six Months Ended Nov 30, 2024 (Unaudited)
REVENUES		
Subscription and service revenue (Note 2)	1,413	8,000
Total Revenues	1,413	8,000
OPERATING EXPENSES		
General and administrative expenses	100,476	166,427
Research and development	0	0
Total Operating Expenses	100,476	166,427
LOSS FROM OPERATIONS	(99,063)	(158,427)
OTHER INCOME (EXPENSE)		
Financing income (expense)	(7,292)	(13,763)
Interest on loans — prior period adjustment	(105,683)	0
Foreign exchange gain (loss)	0	(22,467)
Total Other Income (Expense)	(112,975)	(36,230)
NET LOSS BEFORE INCOME TAXES	(212,038)	(194,657)
INCOME TAX PROVISION		
Income tax expense (benefit) (Note 2)	0	0
NET LOSS	(212,038)	(194,657)
EARNINGS PER SHARE		
<i>Basic and diluted net loss per share</i>	<i>(0.001)</i>	<i>(0.001)</i>
<i>Weighted average shares outstanding — basic and diluted</i>	<i>306,555,000</i>	<i>298,584,690</i>

△ Note: Current period covers the transition period June 1 – December 31, 2025 (seven months). Comparative period covers H1 FY2025 (June 1 – November 30, 2024, six months) — the best available comparable period. Periods are not equal in length. The \$105,683 prior-period interest adjustment relates to interest recognized in Q2 FY2026 (September–November 2025). Comparative column revenue and G&A figures are estimates derived from available H1 FY2025 data.

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

QuantGate Systems, Inc.

Consolidated Statement of Cash Flows (Unaudited)

For the Seven Months Ended December 31, 2025 and the Six Months Ended November 30, 2024 | In United States Dollars | Indirect Method | U.S. GAAP

	Seven Months Ended Dec 31, 2025 (Estimated)	Six Months Ended Nov 30, 2024 (Unaudited)
OPERATING ACTIVITIES		
Net loss	(212,038)	(194,657)
Adjustments to reconcile net loss:		
Financing income (expense) — non-cash	17,343	13,763
Interest on loans — prior period (non-cash)	94,167	0
Correction of prior period error — accrued interest (non-cash)	59,538	0
Foreign exchange — non-cash	0	22,467
Changes in operating assets and liabilities:		
Sales tax receivable	0	(6,882)
Accounts payable and accrued liabilities	17,501	(7,613)
Accrued interest on convertible notes payable	16,378	0
Prepaid expenses	329	0

Net Cash Used in Operating Activities	(6,782)	(172,922)
INVESTING ACTIVITIES		
Proceeds from repayments of loan to related party	0	0
Net Cash Provided by (Used in) Investing Activities	0	0
FINANCING ACTIVITIES		
Proceeds from issuance of common stock — private placement	0	12,988
Repayment of loan advances	0	(100,000)
Proceeds received in advance of closing — private placement	0	254,598
Net Cash (Used in) Provided by Financing Activities	0	167,586
NET DECREASE IN CASH	(6,782)	(5,336)
Cash and cash equivalents — beginning of period	(32,327)	21,016
CASH AND CASH EQUIVALENTS — END OF PERIOD	(39,309)	15,680

△ Note: Negative “cash” figures reflect a bank overdraft position. All December 2025 operating cash flows were non-cash (prepaid amortization, AP accruals, interest accruals), resulting in identical net operating cash flow to the H1 FY2026 figure of \$(6,782).

Non-cash disclosure: During the seven months ended December 31, 2025, the Company issued 1,618,950 common shares upon conversion of \$161,895 in loans payable (Molgov Holdings, Inc., June 2, 2025). A prior period error of \$59,538 in accrued interest has been identified and the comparative May 31, 2025 balance sheet has been restated accordingly.

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

QuantGate Systems, Inc.

Consolidated Statement of Changes in Stockholders' Equity (Unaudited)

For the Seven Months Ended December 31, 2025 and the Six Months Ended November 30, 2024 | In United States Dollars | U.S. GAAP

	Common Stock # Shares	Common Stock \$ Par	Pref Stock # Shares	Pref Stock \$ Par	Additional Paid-In Capital	Accumulated Deficit	Total Equity (Deficit)
Seven Months Ended December 31, 2025 (Transition Period)							
Opening Balance — June 1, 2025 (Restated; prior period error corrections and APIC reclassifications)	304,959,690	304,960	—	—	9,274,974	(11,871,396)	(2,291,462)
Debt conversion — Molgov Holdings, Inc. (June 2, 2025)	1,618,950	1,619	—	—	160,276	—	161,895
Net loss for the seven months	—	—	—	—	—	(212,038)	(212,038)
Closing Balance — December 31, 2025 (Estimated)	306,578,640	306,579	—	—	9,435,250	(12,083,434)	(2,341,605)
Six Months Ended November 30, 2024 (Best Available Comparative — Unaudited)							
Opening Balance — June 1, 2024 (Restated; prior period error correction)	296,459,690	296,460	—	—	8,933,837	(11,592,608)	(2,362,311)
Share issuance — private placement (4,250,000 @ \$0.10)	4,250,000	4,250	—	—	420,750	—	425,000
Net loss for the six months	—	—	—	—	—	(194,657)	(194,657)
Closing Balance — November 30, 2024	300,709,690	300,710	—	—	9,354,587	(11,787,265)	(2,131,968)

△ Note: Common Stock par value corrected to \$0.001 × shares outstanding throughout. Opening balances for the transition period reflect restated figures incorporating prior period error corrections and APIC reclassifications as described in Note 8. Comparative period covers six months ended November 30, 2024 (best available comparable).

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

QuantGate Systems, Inc.

Notes to Annual Consolidated Financial Statements (Unaudited)

December 31, 2025 | In United States Dollars | Prepared in accordance with U.S. GAAP

Note 1 — Organization and Basis of Presentation

QuantGate Systems, Inc. (the “Company”) was incorporated under the laws of the State of Nevada on April 22, 2009 under the name Loto, Inc. The Company subsequently changed its name to Mobile Integrated Systems, Inc. (2012), Epcylon Technologies, Inc. (2013), and finally QuantGate Systems, Inc. on April 14, 2020.

The Company operates as a fintech firm developing AI/ML and big-data SaaS solutions for trading intelligence. The Company’s wholly owned subsidiary, Mobilotto Systems Inc., holds geo-location technology patents. The Company also holds a 16% equity investment in Bridgerock Technologies, Inc.

These unaudited annual consolidated financial statements cover the transition period from June 1, 2025 to December 31, 2025 (seven months), reflecting the Company’s change in fiscal year end from May 31 to December 31 (see Note 11). They have been prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP) on a going concern basis. The ability to continue as a going concern is dependent upon the Company obtaining sufficient financing to fund operations. See Note 8.

Note 2 — Significant Accounting Policies

Basis of Presentation	These unaudited annual consolidated financial statements have been prepared in accordance with U.S. GAAP. All significant intercompany balances and transactions have been eliminated on consolidation.
Cash and Cash Equivalents	The Company considers all highly liquid instruments with original maturity of three months or less as cash equivalents. As of December 31, 2025, the Company had a bank overdraft of \$39,309, classified as a current liability.
Revenue Recognition	Revenue is recognized in accordance with ASC 606. Subscription fees are recognized ratably over the subscription period; service fees are recognized as services are rendered. Customers are billed month-to-month; no contractual term.
Foreign Currency	Functional and reporting currency is the U.S. dollar. Monetary assets/liabilities denominated in foreign currencies are translated at the balance sheet date rate. Exchange gains/losses are included in the statement of operations.
Income Taxes	Asset and liability method per ASC 740. A full valuation allowance is recorded against deferred tax assets given the history of recurring losses. No material uncertain tax positions for any period presented.
Convertible Instruments	Conversion options evaluated per ASC 815. Beneficial conversion features recognized as debt discounts and amortized over the term of the related debt.
Stock-Based Compensation	Per ASC 718; Black-Scholes method for options; quoted market price for unrestricted shares.
Use of Estimates	Preparation of financial statements in conformity with U.S. GAAP requires management to make estimates. The December 31, 2025 balance sheet includes estimates for December 2025 activity. Actual results may differ.

Note 3 — Related Party Transactions

(a) Loan to Four Seasons Trust (Marsha Collins, Trustee)

The Company has a loan facility with Four Seasons Trust (Marsha Collins, Trustee) — the Company’s majority shareholder (221,731,025 shares; 72.32%) — with a maximum principal of \$1,500,000, bearing interest at 5% per annum, originally maturing September 30, 2021 (term under renegotiation).

During FY2022, the related party repaid \$1,000,000 of the loan. Loans receivable from the related party were set off against advances to Bridgerock Technologies Inc. in the amount of \$881,319. Net carrying value as of December 31, 2025: \$0 (fully offset).

(b) Loans from Entities Controlled by a Director — Nikolas Perrault

Nikolas Perrault is a Director of the Company. Mr. Perrault is also the control person of Komodo Holdings Inc. and Twilight Capital, both of which have advanced loans to the Company. These transactions constitute related party transactions under ASC 850.

(c) Accounts Payable to 1409792 Ontario Ltd. — Christopher Malone, Director

Christopher Malone is a Director of the Company. Mr. Malone provided CFO and Director services to the Company through 1409792 Ontario Ltd., a company he controls, until he resigned as CFO on October 27, 2025. These services

constitute related party transactions under ASC 850. As of December 31, 2025, the Company owed 1409792 Ontario Ltd. \$46,876 USD (\$63,283 CAD) for CFO fees invoiced from December 2024 through October 2025. All amounts remain outstanding and unpaid. This balance is included within Accounts Payable and Accrued Liabilities on the Balance Sheet.

Komodo Holdings Inc.	Outstanding balance as of December 31, 2025: \$28,614. Loan type: on demand; no stated interest rate; no fixed maturity. Dates of individual advances are under confirmation (supporting documentation pending). Amount is included in Loans Payable (Note 5). Subsequent to December 31, 2025, on January 28, 2026, the Company issued an additional On Demand Promissory Note to Komodo Holdings Inc. in the principal amount of \$25,000 to fund Company administrative costs (see Note 9).
Twilight Capital	Outstanding balance as of December 31, 2025: \$23,965. Loan type: on demand; no stated interest rate; no fixed maturity. Date of advance is under confirmation (supporting documentation pending). Amount is included in Loans Payable (Note 5).
1409792 Ontario Ltd. (Christopher Malone)	Outstanding balance as of December 31, 2025: \$46,876 USD (\$63,283 CAD). Nature: CFO and Director services fees invoiced monthly from December 2024 through October 2025 by 1409792 Ontario Ltd., an entity controlled by Christopher Malone, a Director of the Company. All amounts remain outstanding and unpaid. Amount is included within Accounts Payable and Accrued Liabilities. See Note 3(c).
Combined related party obligations (b)(c)	Related party loans payable: \$52,579 (Komodo Holdings \$28,614 + Twilight Capital \$23,965) included within Loans Payable of \$1,243,144. Related party accounts payable: \$46,876 (1409792 Ontario Ltd.) included within Accounts Payable and Accrued Liabilities of \$545,242. Combined related party obligations as of December 31, 2025: \$99,455. All related party transactions were entered into on terms and conditions consistent with those available from arm's-length parties.

Note 4 — Advances to Investee Company

The Company owns 16% of Bridgerock Technologies Inc., a technology-focused R&D company assisting QGSI with AI trading platform development. Prior advances were set off against the Four Seasons Trust loan receivable in the amount of \$881,319. Net carrying value as of December 31, 2025: \$0.

Note 5 — Loans Payable

Total loans payable as of December 31, 2025: \$1,243,144 (unchanged from November 30, 2025). Component loans include:

(a) Government Loan	\$40,000; interest-free; due December 31, 2023 (past maturity).
(b) No-Interest Loan	\$35,000; no stated interest; no maturity (February 2021).
(c) CAD\$500,000 Note	8% promissory note; 6-month term; issued July 1, 2022 (past maturity).
(d) No-Interest Loan	\$96,907; no stated interest; no maturity (December 2022).
(e) No-Interest Loan	\$101,760; no stated interest; no maturity (December 2022).
(f) 8% Demand Loans	Various 8% demand loans totaling approximately \$261,809; issued April–December 2023.
(g) H1 FY2025 Advances	\$405,943 of additional advances received; \$146,796 repaid during H1 FY2025. All loans are unsecured. Several are past contractual maturity.
(i) Related Party Loans (Note 3b)	Included in total loans payable above: \$28,614 from Komodo Holdings Inc. and \$23,965 from Twilight Capital, both entities controlled by Nikolas Perrault, a Director of the Company. See Note 3(b). Additionally, \$46,876 is owed to 1409792 Ontario Ltd. (Christopher Malone, Director) for CFO/Director services; this amount is included in Accounts Payable and Accrued Liabilities rather than Loans Payable. See Note 3(c).
(h) Bergeron Payoff (Dec 6, 2025)	On December 6, 2025, Brantford Resources Inc. repaid CAD \$69,404.95 to 12474816 Canada Inc. (Bergeron) on behalf of the Company, extinguishing the Company's obligation to 12474816 Canada Inc. This transaction is reflected within the transition period. An informal payable to Brantford Resources Inc. of equivalent amount replaced the Bergeron obligation within loans payable (net zero to total liabilities). This liability was subsequently formalized by the February 25, 2026 convertible note (see Note 9).

Note 6 — Convertible Debentures

Original Notes (2015–2016): Three tranches of 8% secured convertible debentures: \$225,000 (December 2015), \$150,000 (March 2016), \$100,000 (April 2016). All converted into Senior Convertible Notes effective March 1, 2020.

Senior Convertible Notes (2019–present): Commenced November 15, 2019; restructured December 3, 2020 as 3-year 8% senior debentures with strike prices of \$0.25 (Year 1), \$0.35 (Year 2), \$0.45 (Year 3). All notes are past stated maturity.

Conversions to date:

FY2022	\$400,000 converted → 720,000 shares
FY2023	\$354,480 converted → 1,417,922 shares
FY2024	\$1,344,207 converted → 16,485,471 shares at \$0.10/share
Q1 FY2025 (Aug 21, 2024)	\$75,000 converted → 750,000 shares at \$0.10/share — Mad Colt Holdings (David Daniels)
Q1 FY2026 (Jun 2, 2025)	\$161,895 converted → 1,618,950 shares at \$0.10/share — Molgov Holdings, Inc. (Govin Misir)
Cumulative	\$2,335,582 converted → 20,992,343 shares (confirmed with transfer agent)

As of December 31, 2025, remaining balance: \$516,795 (including accrued interest of \$168,468). Carried on the Balance Sheet as: Convertible debentures, net: \$348,327; Accrued interest: \$168,468. Four senior debentures remain unconverted, all past maturity. The \$100,000 USD convertible debenture issued to Nada Ghazali, which matured on January 16, 2025, is currently in default as of the reporting date. No formal demand for repayment has been received as of the date of these financial statements.

Note 7 — Stockholders' Equity

Common Stock	425,000,000 shares authorized at \$0.001 par value. 306,578,640 shares issued and outstanding at December 31, 2025 (May 31, 2025: 304,959,690). Effective April 14, 2020: 1-for-5 reverse stock split. During the transition period (June 2, 2025), 1,618,950 shares were issued upon conversion of \$161,895 in loans payable (Molgov Holdings, Inc.). Cumulative debt conversions to date: \$2,335,582 of loans payable converted into 20,992,343 common shares.
Series A Preferred	15,000,000 shares authorized at \$0.001 par value; 1:26 conversion ratio to common; \$0.20 redemption price; 100 votes per share. Zero shares outstanding. All 9,250,000 Series A shares were converted to 246,697,500 common shares on August 19, 2020.
Accumulated deficit	\$12,083,434 as of December 31, 2025

Note 8 — Going Concern

The Company has incurred recurring net losses and has a working capital deficiency. As of December 31, 2025 (comparative May 31, 2025 restated for prior period errors — see below):

Accumulated deficit	\$12,083,434
Working capital deficiency	\$2,341,605 (Total CL \$2,344,490 – Total CA \$2,885)
Stockholders' deficit	\$2,341,605
Bank overdraft	\$39,309
Seven-month revenue	\$1,413 (transition period)

These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that financing from existing shareholders or external sources will be sufficient to fund operations for at least one year from the issuance date (March 19, 2026). These financial statements do not include adjustments that might result from the outcome of this uncertainty. Prior period errors: During the transition period, management identified two prior period errors affecting the comparative May 31, 2025 balance sheet: (1) A \$59,538 understatement of accrued interest on convertible notes — corrected by increasing accrued interest payable and accumulated deficit by \$59,538. (2) An accounts payable account carried a debit balance of \$149,214 that has remained unchanged for over three years and does not correspond to any valid receivable from a vendor — written off as a prior period error, increasing accounts payable and accrued liabilities and accumulated deficit by \$149,214. Combined, these corrections increased the accumulated deficit from \$(11,638,051) to \$(11,846,803) as of May 31, 2025. (4) An additional prior period error was identified: \$24,593 in CFO and Director services fees owed to 1409792 Ontario Ltd. (Christopher Malone, Director) for the period December 2024 through May 2025 had not been accrued. This correction increases accounts payable and accumulated deficit by \$24,593, bringing the restated accumulated deficit to \$(11,871,396) as of May 31, 2025. A further \$22,283 in CFO fees for June through October 2025 is recognized as general and administrative expense in the current transition period. (3) Additional paid-in capital has been reduced by \$249,863 in total to correct equity accounting for debt conversions and APIC reclassifications. These reclassifications reduce APIC from \$9,524,837 to \$9,274,974 as of May 31, 2025.

Unreconciled balance sheet variance: The balance sheet as at May 31, 2025 reflects a difference of approximately \$349,022 between total assets and total liabilities plus stockholders' deficit. These financial statements were prepared from QuickBooks records supplemented by management adjustments. The residual unreconciled variance is attributed to historical classification differences and intercompany balances that have not been fully reconciled. Management is investigating and expects to resolve this difference upon completion of the annual audit.

Note 9 — Subsequent Events

The following events occurred after December 31, 2025 and before the date of these financial statements:

On January 28, 2026, the Company issued an On Demand Promissory Note to Komodo Holdings Inc. in the principal amount of \$25,000 USD to fund Company administrative costs. Komodo Holdings Inc. is controlled by Nikolas Perrault, a Director of the Company; this transaction constitutes a related party transaction (see Note 3(b)).

On 1/28/2026 the Company issued an 8% Convertible Exchange Note to a creditor holding an 8% On Demand Promissory Note issued on 4/4/2023 and having a total principle and interest balance of \$91,878.00. The Convertible Exchange Note was converted into 7,067,538 common shares on 2/09/2026.

On 1/28/2026 the Company issued an 8% Convertible Exchange Note to a creditor holding an 8% On Demand Promissory Note issued on 5/2/2023 and having a total principle and interest balance of \$90,756.93. The Convertible Exchange Note was converted into 6,482,638 common shares on 2/18/2026.

On 1/28/2026 the Company issued an 8% Convertible Exchange Note to a creditor holding an 8% On Demand Promissory Note issued on 6/1/2023 and having a total principle and interest balance of \$54,880.87. The Convertible Exchange Note was converted into 2,888,467 common shares on 1/30/2026.

On 1/28/2026 the Company issued an 8% Convertible Exchange Note to a creditor holding an 8% On Demand Promissory Note issued on 7/5/2023 and having a total principle and interest balance of \$55,012.43. The Convertible Exchange Note was converted into 2,895,391 common shares on 1/30/2026.

On February 24, 2026, 3,000,000 common shares were cancelled following a determination by management that they had been improperly transferred. The cancelled shares related to a conversion of an 8% promissory note in the principal amount of \$175,832, originally created on April 4, 2024 (the "Bergeron Note"), which converts into a fixed 3,000,000 common shares upon conversion of principal and accrued interest. Management determined that the original loan obligation had been improperly recorded and that the associated share transfer was not properly authorized at the time.

On February 25, 2026, the Company issued an 8% Convertible Promissory Note to Brantford Resources Inc. in the principal amount of \$50,649.68 USD, with a maturity date of February 24, 2027, to formally document and finance the repayment of the Company's outstanding loan obligation to 12474816 Canada Inc. (Bergeron), which was extinguished on December 6, 2025 (see Note 5).

A proposed 8% Convertible Promissory Note to Marsha Collins (as Trustee for Four Seasons Trust), with a proposed maturity date of February 24, 2027, had not been executed as of the date of these financial statements. The principal amount and effective date remain subject to finalization by management.

On March 19, 2026, the Board of Directors ratified the Bergeron Note (April 4, 2024, \$175,832, 8%) retrospectively, confirming the validity of the underlying loan obligation. Pursuant to the Board's ratification and the conversion terms of the Bergeron Note, the Company issued 3,000,000 replacement restricted common shares to Alexandre (Bergeron) Poitras at a cost basis of \$0.0711 per share (representing total principal and accrued interest of approximately \$213,300 + 3,000,000 shares). These shares replace the 3,000,000 shares cancelled on February 24, 2026.

Note 10 — Contingencies and Legal Proceedings

The Company is subject to a claim from a third party alleging amounts owed for services provided. The claim is disputed and believed to be without merit. No provision has been recorded as the outcome is not probable or estimable per ASC 450-20.

Note 11 — Change in Fiscal Year End

The Company's Board of Directors approved a change in fiscal year end from May 31 to December 31, effective for the period beginning June 1, 2025. As a result, this Annual Report covers the transition period from June 1, 2025 to December 31, 2025 (seven months). Going forward, annual reporting periods will cover January 1 through December 31. The next Annual Report will cover the full calendar year ending December 31, 2026.

The comparative financial statements presented herein cover the six months ended November 30, 2024 (H1 FY2025 under the prior fiscal year convention), which represents the best available comparable period from the Company's records. Because the current reporting period (seven months) and the comparative period (six months) are not of equal length, period-over-period comparisons may not be fully meaningful and should be interpreted with this limitation in mind.

— End of Notes to Financial Statements —