

LUMINAR MEDIA GROUP, INC.

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Miami, FL 33145

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Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

52,093,441 as of 12/31/2025 (Current Reporting Period Date or More Recent Date)

52,093,441 as of 12/31/2024 (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:

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

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.

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.

Luminar Media Group Inc.- From August 26, 2016- Present
Golden Edge Entertainment Inc. – from February 13, 2016 to August 26, 2016
Retail Spicy Gourmet, Inc.- December 30, 2010 to February 13, 2016

Current State and Date of Incorporation or Registration: Delaware, 2016
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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:

On May 24, 2024, FortunCo LLC merged with a subsidiary of Luminar Media Group Inc. pursuant to an Agreement and Plan of Merger. Pursuant to the Agreement, the members of FortunCo LLC exchanged 100% of their membership interests in FortunCo for 38,000,000 (Thirty Eight Million) shares of Luminar Media Group Common Stock.
Simultaneously, the holders of 38,000,000 (Thirty Eight Million) shares of Luminar Media Group Common Stock returned those shares to the Company in Exchange for 100% of the Membership Interests of Prestigious Brands LLC, Brand Vault LLC, and Attaché Wine & Spirits LLC.

As part of the transaction, Dan Boiangin and Conrad Alphonso resigned their positions as officers and directors of the Company and Robert Rico resigned as CEO. Yoel Damas was appointed as sole director and CEO.

Additionally, PPD Legacy LLC purchased all of the existing issued and outstanding shares of Series A Preferred Stock from the holders of the Series A Preferred Stock in a private transaction.

38,000,000 shares of the Company's Common Stock were cancelled. The company has received the Medallion Signature Guarantees for these common shares and the cancelled shares are currently being processed by the Company's transfer agent. In addition, the Company has issued 38,000,000 shares as part of the FortunCo, LLC acquisition.

Address of the issuer's principal executive office:

1394 SW 22 Street Miami, FL 33145

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:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: JMCCURRY@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:	<u>LRGR</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>550236206</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	<u>as of date: 12/31/2025</u>
Total shares outstanding:	<u>52,093,441</u>	<u>as of date: 12/31/2025</u>
Total number of shareholders of record:	<u>50</u>	<u>as of date: 12/31/2025</u>

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: Series A Convertible Preferred Stock

CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>11,000</u>	as of date: <u>12/31/2025</u>
Total shares outstanding (if applicable):	<u>10,400</u>	as of date: <u>12/31/2025</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>12/31/2025</u>

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.

Each share of common stock has the right to one vote per share on all matters voted on by the shareholders. The holders of common stock are entitled to receive dividends as declared by the Board of Directors out of funds legally available therefor. The holders of common stock have no preemptive or subscription rights and there are no redemption or sinking fund provisions applicable to the common stock.

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

The holders of the Series A Preferred Stock shall be entitled to any dividend that is payable to the holders of the Corporation's Common Stock on an as converted basis. On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible. Each share of Series A Preferred Stock is convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into that number of fully paid and nonassessable shares of Common Stock (whether whole or fractional) equal to 0.1% of the total number of shares of Common Stock outstanding at the Conversion Time.

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 as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: <u>44,789,368</u> Preferred: <u>0</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.
<u>04/02/2021</u>	<u>New Issuance</u>	<u>104,073</u>	<u>Common</u>	<u>\$0.062</u>	<u>Yes</u>	<u>Haynes Gallo Wealth Management Ltd. Richard Gallo</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Sec. 1145 US Bankruptcy Code</u>
<u>2/15/2023</u> (please see #2 below)	<u>New Issuance</u>	<u>7,502</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Dan Boiangin</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/15/2023</u> (please see #3 below)	<u>New Issuance</u>	<u>1,498</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Conrad Alfonso</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/15/2023</u> (please see #4 below)	<u>New Issuance</u>	<u>1,000</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Robert Rico</u>	<u>Employment Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/14/2023</u>	<u>New Issuance</u>	<u>4,200,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>Yes</u>	<u>Lance Quartieri</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>

<u>3/29/2023</u>	<u>Cancellation</u>	<u>(38,531,625)</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Christopher Cook</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>N/A</u>
<u>3/29/2023</u>	<u>New Issuance</u>	<u>30,008,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Dan Boiangin</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/29/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>CCCMK Investments (Conrad Alfonso)</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/29/2023</u>	<u>New Issuance</u>	<u>6,992,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Conrad Alfonso</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Arin LLC (Adam Ringer)</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/30/2023</u>	<u>New Issuance</u>	<u>2,531,625</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>Christopher Cook</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/1/2023</u>	<u>New Issuance</u>	<u>400</u>	<u>Series A Preferred</u>	<u>\$0.0001</u>	<u>No</u>	<u>Juan Sese</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
(please see #5 below)									
<u>08/7/2024</u>	<u>New Issuance</u>	<u>38,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>No</u>	<u>LCD Legacy, LLC/ Yoel Damas</u>	<u>Share Exchange</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/15/2024</u>	<u>Cancellation</u>	<u>(30,008,000)</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Dan Boiangin</u>	<u>-</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/21/2024</u>	<u>Cancellation</u>	<u>(1,000,000)</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Conrad Alfonso</u>	<u>-</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/21/2024</u>	<u>Cancellation</u>	<u>(5,992,000)</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>Conrad Alfonso</u>	<u>-</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/21/2024</u>	<u>Cancellation</u>	<u>(1,000,000)</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>CCCMK Investments (Conrad Alfonso)</u>	<u>-</u>	<u>Restricted</u>	<u>Rule 144</u>

Shares Outstanding on Date of This Report:

Ending Balance:

Date 12/31/2025 Common: 52,093,441

Preferred: 10,400

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:

1. 38,000,000 shares of the Company's Common Stock were cancelled. The company has received the Medallion Signature Guarantees for these common shares and the cancelled shares have been processed by the Company's transfer agent. In addition, the Company has issued 38,000,000 shares as part of the FortunCo, LLC acquisition.
2. On May 20, 2024, Dan Bioangin entered into a stock purchase agreement selling his 7,502 Series A preferred shares to PPD Legacy LLC

3. On May 20,2024, Conrad Alfonso entered into a stock purchase agreement selling his 1,498 Series A preferred shares to PPD Legacy LLC
4. On May 20,2024, Robert Rico entered into a stock purchase agreement selling his 1,000 Series A preferred shares to PPD Legacy LLC
5. On May 20,2024, Juan Sesse entered into a stock purchase agreement selling his 400 Series A preferred shares to PPD Legacy LLC

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.)
4/1/2025	\$118,000	\$118,991	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	429,536	Saluda Group, LLC / LLC, DAYANA TOVAR	Loan
4/1/2025	\$53,000	\$53,445	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	192,927	4Isabella, LLC / DAYANIS CINTADO RODRIGUEZ	Loan

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.

4/1/2025	\$ 20,000	\$20,168	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	72,803	Daniel Peoples	Loan
4/1/2025	\$10,000	\$10,084	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	36,401	Shaheen Baig	Loan
4/1/2025	\$25,000	\$25,210	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	91,003	Gerard Burns	Loan
4/1/2025	\$ 20,000	\$20,168	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	72,803	Carlos Nicoletti Bonelli	Loan

4/1/2025	\$33,000	\$33,277	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	120,124	Renzos Legacy, LLC / Giannina Nicoletti	Loan
6/18/2025	\$200,000	\$200,000	6/18/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	721,961	Kantor Family Investments, Inc./ Brian Kantor	Loan
4/1/2025	\$82,000	\$82,689	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	298,491	Saluda Group, LLC/ DAYANA TOVAR	Loan
4/1/2025	\$82,000	\$82,689	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion	0	298,491	4Isabella, LLC // DAYANIS CINTADO RODRIGUEZ	Loan

				date.				
4/1/2025	\$82,000	\$82,689	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	298,491	Renzos Legacy,LLC// Giannina Nicoletti	Loan
4/1/2025	\$100,000	\$100,840	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	364,013	Olivio Blanco & Maggie Fernandez	Loan
4/1/2025	\$540,000	\$544,537	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	1,965,672	HA & LB Investment, LLC/ / HECTOR ALTUVE	Loan
4/1/2025	\$30,000	30,502	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days	0	110,106	4Isabella, LLC / DAYANIS CINTADO RODRIGUEZ	Loan

				immediately preceding the conversion date.				
4/1/2025	\$50,000	\$ 50,837	4/1/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	183,511	Multiplication Investments, LLC / SILVIO L CORONADO	Loan
07/27/2015	0	0	09/30/2024	Convertible at \$0.01 per share	292,129	0	VS JJJ LLC Veronica Schneider	Loan
10/17/2020	0	0	09/30/2023	Convertible at \$0.01 per share	1,427,285	0	NAS Investing LTD Juan Carlos Palaez	Loan
01/11/2023	0	0	09/30/2024	Convertible at \$0.01 per share	3,485,981	0	DiCaprio LLC Luis E Herrera	Loan
06/30/2024	0	0	06/30/2025	Convertible at \$0.01 per share	788,711	0	Prada Law Firm PLLC Yoel Damas	Loan
12/01/2025	\$200,000	\$ 205,025	12/1/2027	50% of last 10-day VWAP or price paid in last financing within 60 days of listing, or 50% of IPO price if no such financing exists	0	740,100	Makro20 Management LLC	Loan
02/01/2025 (Please see Note 2)	0	0	9/30/2024	Convertible at \$0.01 per share	346,564	0	Ana Cecilia Nicoletti,	Loan
02/01/2025 (Please see note 3)	0	0	9/30/2024	Convertible at \$0.01 per share	173,282	0	AGH Global, LLC c/o Adrian Gonzalez Hernandez	Loan
02/01/2025 (Please see note 3)	0	0	9/30/2024	Convertible at \$0.01 per share	129,962	0	Aiva Hernandez	Loan

02/01/2025 (Please see note 3)	0	0	9/30/2024	Convertible at \$0.01 per share	129,962	0	Avigail Hernandez	Loan
02/01/2025 (Please see note 3)	0	0	9/30/2024	Convertible at \$0.01 per share	346,564	0	Jenessi Marie Garcia	Loan
02/01/2025 (Please see note 3)	0	0	9/30/2024	Convertible at \$0.01 per share	346,564	0	KRMR Holdings, LLC c/o Usman Riaz	Loan
02/01/2025 (Please see note 3)	0	0	9/30/2024	Convertible at \$0.01 per share	433,205	0	Tectum Investment Group, LLC c/o Carlos R. Rodriguez	Loan
07/17/2025	\$100,000	\$100,000	07/17/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	360,980	Multiplication Investments, LLC/ SILVIO L CORONA DO	Loan
08/05/2025	\$170,000	\$172,872	08/05/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	624,033	F&F Group 2025, LLC/	Loan
08/11/2025	\$100,000	\$101,686	08/11/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive	0	367,067	FJFM Investments, LLC/	Loan

				trading days immediately preceding the conversion date.				
09/02/2025	\$200,050	\$206,627	09/02/2027	conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date.	0	745,883	Tectum Engineering, LLC	Loan
12/12/2025	\$48,000	\$48,250	12/12/2027	50% of price paid in last financing within 60 days of listing, or 50% of IPO price if no such financing exists	0	0	AA Holdings of South Florida, LLC	Loan
12/12/2025	\$48,000	\$48,250	12/12/2027	50% of price paid in last financing within 60 days of listing, or 50% of IPO price if no such financing exists	0	0	Gonzalez Zapata, LLC	Loan
12/10/2025	\$500,000	\$502,877	12/10/2027	50% of last 10-day VWAP or price paid in last financing within 60 days of listing, or 50% of IPO price if no such financing exists	0	1,815,287	NAS Investing, LTD	Loan

Total Outstanding Balance(including accrued interest): \$2,841,713

Total Shares: 7,900,209 9,909,683

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

1. On February 23, 2025, the Company paid off the remaining balance of \$93,185.53 on a Note held by VS JJJ, LLC through a Note Satisfaction and Final Release agreement. The Note was originally issued on October 15, 2020. As a result, the Company settled all amounts due to VS JJJ, LLC on the Note.
2. In February of 2025, \$20,000 of the note held by VS JJJ LLC issued on 7/27/2015 was assigned to Ana Cecilia Nicoletti, with the remainder of the note still being held with VS JJJ LLC.
3. In February of 2025, the Company paid \$57,046.81 towards the note held by VS JJJ LLC that was issued on 01/11/2023 reducing the outstanding balance to \$90,000.00. The remaining balance of the Note (\$90,000) was assigned to various entities in the following manner: \$10,000 held by AGH Global, LLC c/o Adrian Gonzalez Hernandez, \$7,500 held by Aiva Hernandez, \$7,500 held by Avigail Hernandez, \$20,000 held by Jenessi Marie Garcia, \$20,000 held by KRMR Holdings, LLC c/o Usman Riaz, \$25,000 held by Tectum Investment Group, LLC c/o Carlos R. Rodriguez.

4) Issuer's Business, Products and Services

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

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

The Company through its FortunCo LLC, Fortun Advance LLC and Fortun Online, LLC subsidiaries is a pioneering fintech company specializing in financial solutions that is dedicated to serving underserved communities, particularly Latino and minority- owned enterprises. Fortun leverages cutting-edge data analytics, proprietary processes, and digital technology to provide fast, efficient, and tailored financial services. Committed to transparency and responsibility, Fortun ensures that underserved customers and businesses have access to the capital and liquidity needed to thrive in today's market.

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

FortunCo LLC
Fortun Advance LLC
Fortun Online LLC
Fortun Funding, LLC

- C. Describe the issuers' principal products or services.

The Company provides financing to business through the purchase of their future receivables.

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.

On December 15, 2024, the Company entered into a non-cancellable office lease agreement for its principal office located in Miami, Florida. The lease commenced in January 2025 and has a term of 36 months, expiring in December 2027. The lease requires monthly fixed payments and provides for a one-month rent-free period at commencement, with two months of security deposit.

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)
<u>PPD Legacy, LLC /Yoel Damas</u>	<u>President/Director</u>	<u>Miami, FL</u>	<u>10,400</u>	Series A Preferred	<u>100%</u>
<u>LCD Legacy, LLC/Yoel Damas</u>			<u>38,000,000</u>	Common Stock	<u>72.9%</u>

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

7) Legal/Disciplinary History

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

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

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

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

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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:	<u>Jonathan D. Leinwand, P.A</u>
Address 1:	<u>18305 Biscayne Blvd., Suite 200</u>
Address 2:	<u>Aventura, FL 33160</u>
Phone:	<u>954-903-7856</u>
Email:	<u>jonathan@jdlpa.com</u>

Accountant or Auditor

Firm: L&L CPAs PA
Address 1: 1000 S Pine Island Rd, Ste 210
Address 2: Plantation, FL 33324
Phone: (858) 229-5140
Email: tluo@llcpas.net

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: Jonathan Leinwand
Title: Attorney
Relationship to Issuer: Attorney

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: Juan M Sese

Title: VP of Finance

Relationship to Issuer: VP of Finance

Describe the qualifications of the person or persons who prepared the financial statements: Juan M Sese has worked with publicly traded companies for over a decade.

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:

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, Yoel Damas certify that:

1. I have reviewed this Disclosure Statement for Luminar Media Group, 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 30, 2026 [Date]

/s/ Yoel Damas [CEO's Signature]

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

Principal Financial Officer:

I, Juan M Sese certify that:

1. I have reviewed this Disclosure Statement for Luminar Media Group, 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 30, 2026 [Date]

/s/ Juan M Sese [CFO's Signature]

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



The accompanying financial statements of Luminar Media Group, Inc. and Subsidiaries as of and for the period ended December 31, 2025 and 2024, were not subjected to an audit, review, or compilation engagement by us and we do not express an opinion, a conclusion, nor provide any assurance on them.

L&L CPAS PA
Plantation, Florida
March 30, 2026

Luminar Media Group, Inc. and Subsidiaries
Consolidated Balance Sheets
(Unaudited)

	December 31, 2025	December 31, 2024
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 373,383	\$ 578,011
Business advances, net	4,940,366	1,542,703
Prepaid expense	7,369	34,710
Employee cash advances	6,000	-
TOTAL CURRENT ASSETS	5,327,118	2,155,424
NON-CURRENT ASSETS		
Property, plant and equipment, net	7,405	-
Right of use assets, net	134,961	192,866
Intangible assets, net	488,293	-
Equity securities	150,000	-
Rent deposit	12,504	12,504
Deferred tax assets, net	348,632	100,799
TOTAL NON-CURRENT ASSETS	1,141,795	306,169
TOTAL ASSETS	\$ 6,468,913	\$ 2,461,593
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 316,589	\$ 110,919
Income tax payable	209,347	-
Lease liabilities, current	65,978	50,773
Convertible notes payable, current	-	447,687
Due to related party	10	-
Convertible notes payable-related party	-	231,395
TOTAL CURRENT LIABILITIES	591,924	840,774
Lease liabilities, noncurrent	76,116	142,093
Convertible notes payable-related party	200,000	-
Convertible notes payable, noncurrent	2,611,050	-
TOTAL NON CURRENT LIABILITIES	2,887,166	142,093
TOTAL LIABILITIES	3,479,090	982,867
COMMITMENTS AND CONTINGENCIES (Note 16)	-	-
STOCKHOLDERS' EQUITY		
Preferred stock: 20,000,000 shares authorized (19,989,600 undesignated):		

Series A convertible preferred stock, 11,000 shares authorized, par value \$0.0001, 10,400 shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively

	\$	1	\$	1
Common stock: par value \$0.0001, 500,000,000 shares authorized 52,093,441 shares issued and outstanding as of December 31, 2025 and 52,093,441 shares issued and outstanding as of December 31, 2024, respectively		5,209		5,209
Additional Paid-in capital		2,748,486		2,300,200
Retained earnings (deficit)		(258,506)		(667,287)
Non-controlling interest		494,633		(159,397)
TOTAL STOCKHOLDERS' EQUITY		<u>2,989,823</u>		<u>1,478,726</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	6,468,913	\$	2,461,593

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

Luminar Media Group, Inc. and Subsidiaries
Consolidated Statements of Operations
(Unaudited)

	For the year ended December 31, 2025	For the year ended December 31, 2024
Revenue	\$ 5,560,574	\$ 865,824
Operating expenses:		
Selling, general and administrative	2,246,031	698,055
Payroll expense	355,735	-
Professional service fees	534,372	68,189
Depreciation and amortization	165,996	-
Bad debt expense	968,732	513,854
Total operating expenses	4,270,866	1,280,098
Income (loss) from operations	1,289,708	(414,274)
Other income (expenses):		
Interest expense, net	(186,381)	(35,312)
Inducement expense-debt settlement	(79,002)	-
Total other income (expenses)	(265,383)	(35,312)
Income (loss) from operations before income taxes	1,024,325	(449,586)
Provision for income taxes	(38,486)	(100,799)
Net income (loss)	1,062,811	(348,787)
Net income (loss) attributed to non-controlling interest	654,030	(159,397)
Net income (loss) attributed to Luminar Media Group	\$ 408,781	\$ (189,390)
Basic net income (loss) per common stock	\$ 0.01	\$ (0.00)
Diluted net income (loss) per common stock	\$ 0.01	\$ (0.00)
Weighted average number of common stock outstanding - Basic	52,657,397	52,093,441
Weighted average number of common stock outstanding - Diluted	52,657,397	52,093,441

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

Luminar Media Group, Inc. and Subsidiaries
Consolidated Statements of Changes in Stockholders' Equity
(Unaudited)

	Preferred Stock A		Common Stock		Additional Paid-in Capital	Retained Earnings (Deficit)	Non-controlling Interest	Total Stockholders' Equity
	Shares*	Amount	Shares*	Amount				
Balance, December 31, 2023	10,400	\$ 1	52,093,441	\$ 5,209	\$ -	\$ (5,210)	\$ -	-
Effect of reverse recapitalization, net of costs	-	-	-	-	-	(472,687)	-	(472,687)
Capital injection	-	-	-	-	2,300,200	-	-	2,300,200
Net loss	-	-	-	-	-	(189,390)	(159,397)	(348,787)
Balance, December 31, 2024	10,400	1	52,093,441	5,209	2,300,200	(667,287)	(159,397)	1,478,726
Capital injection	-	-	-	-	300,000	-	-	300,000
Shares to be issued for debt settlement	-	-	-	-	79,002	-	-	79,002
Shares to be issued for consulting services	-	-	-	-	69,284	-	-	69,284
Net income (loss)	-	-	-	-	-	408,781	654,030	1,062,811
Balance, December 31, 2025	10,400	\$ 1	52,093,441	\$ 5,209	\$ 2,748,486	\$ (258,506)	\$ 494,633	\$ 2,989,823

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

* Outstanding and issued shares retrospectively reflected the effect of recapitalization due to reverse acquisition

Luminar Media Group, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

	For the year ended December 31, 2025	For the year ended December 31, 2024
Cash flows from operating activities:		
Net income (loss)	\$ 1,062,811	\$ (348,787)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Bad debt expense	968,732	513,854
Shares to be issued for consulting services	69,284	-
Inducement expense-debt settlement	79,002	-
Depreciation and amortization	165,996	-
Changes in operating assets and liabilities:		
Employee cash advances	(6,000)	-
Business advances, net	(3,986,684)	(2,056,557)
Prepaid expense	27,341	(34,710)
Rent deposit	-	(12,504)
Deferred tax assets, net	(247,833)	(100,799)
Right of use assets, net	57,905	-
Lease liabilities	(50,772)	-
Accounts payable and accrual liabilities	205,670	110,919
Income tax payable	209,347	-
Due to related party	10	-
Net cash used in operating activities	<u>(1,445,191)</u>	<u>(1,928,584)</u>
Cash flows from investing activities:		
Payment for equity securities	(150,000)	-
Payment of fixed assets purchased	(7,405)	-
Purchase of business advances and intangible assets, net of cash acquired	(68,000)	-
Net cash used in investing activities	<u>(225,405)</u>	<u>-</u>
Cash flows from financing activities:		
Proceeds from convertible notes payable	1,645,050	-
Payment for convertible notes payable	(479,082)	(25,000)
Proceeds from convertible notes payable-related party	-	231,395
Capital injection	300,000	2,300,200
Net cash provided by financing activities	<u>1,465,968</u>	<u>2,506,595</u>
Net change in cash and cash equivalents	(204,628)	578,011
Cash and cash equivalents, beginning of period	<u>578,011</u>	<u>-</u>
Cash and cash equivalents, end of period	<u>\$ 373,383</u>	<u>\$ 578,011</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	<u>\$ 46,037</u>	<u>\$ 3,000</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>

NON-CASH INVESTING AND FINANCING ACTIVITIES

Convertible notes payable issued for the acquisition of business portfolio and intangible assets	\$ 966,000	\$ -
Right of use assets acquired under new operating leases	\$ -	\$ 192,866
Net liabilities acquired in reverse recapitalization	\$ -	\$ (472,687)

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

LUMINAR MEDIA GROUP, INC.

Notes to the Consolidated Financial Statements (Unaudited)

NOTE 1. ORGANIZATION AND NATURE OF BUSINESS

Luminar Media Group, Inc. (the “Company”) was organized under the name Retail Spicy Gourmet, Inc. under the laws of the State of Delaware on December 30, 2010. The name was changed to Golden Edge Entertainment, Inc. on February 26, 2013, and to Luminar Media Group, Inc. on August 26, 2016. The Company was established as part of the Chapter 11 reorganization of Spicy Gourmet Organics, Inc. (“SGO”). Under SGO’s Plan of Reorganization, as confirmed by the U.S. Bankruptcy Court for the Central District of California. The Company was incorporated to: (1) receive and hold any interest which SGO had in the business of retail sales of imported spices; and (2) issue shares of its common stock to SGO's general unsecured creditors, to its administrative creditors, and to its shareholder. Luminar incorporated its 100% owned subsidiary, Big Data Media, LLC., (“BDM”) under the laws of the State of Delaware on June 1, 2016.

On January 24, 2023, the Company acquired Prestigious Distributors, LLC (“Prestigious”), Brand Vault, LLC (“Brand Vault”), and Attache Wine & Spirits, LLC (“Attache”), in a cash and stock transaction, pursuant to the Agreement and Plan of Merger and Reorganization, which resulted in the issuance of 38,000,000 shares of common stock of the Company and 9,000 preferred shares of Series A Preferred Stock to the members of the companies acquired, resulting in a change in control of the Company. Concurrently, the Company cancelled 38,531,625 shares of its common stock that were returned by Christopher Cook, the Company’s prior President and Chief Executive Officer, in exchange for the ownership of the Company’s Big Data Media subsidiary.

The issuance of shares of our common stock to holders of Prestigious, Brand Vault, and Attache’s member units in connection with the Agreement and Plan of Merger and Reorganization was not registered under the Securities Act of 1933, in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities, which exempts transactions by an issuer not involving any public offering, and Regulation D and/or Regulation S promulgated by the Securities and Exchange Commission (“SEC”) under that section. The common stock issued to Prestigious, Brand Vault, and Attache’s members will be deemed restricted securities under the SEC rules and regulations and will be sellable under the SEC’s Rule 144.

On February 3, 2025, the Company formed two wholly owned subsidiaries, Fortun Funding, LLC and Fortun Online, LLC, to expand its capital funding and digital lending platforms.

Split off

On May 24, 2024, the Company entered into an agreement with the owners of Prestigious, Brand Vault, and Attache (collectively the “Purchasers”) to sell Prestigious, Brand Vault, and Attache in exchange for the return of a total of 38,000,000 shares of the currently issued and outstanding common stock of the Company (see Note 12). The 38,000,000 shares of common stock were returned by the Purchasers to the Company and cancelled. After the split-off, the Company no longer had any operating business activities.

Reverse Recapitalization

On May 24, 2024, the Company was merged with Fortunco, LLC (“Fortunco”) and the merger has been accounted for as a reverse recapitalization (see Note 13). Fortunco was incorporated on May 4, 2024 as a Florida limited liability company. Fortunco is a pioneering fintech company serving underserved communities primarily in Florida, especially Latino and minority-owned enterprises, with tailored financial services solutions. Fortun Advance, LLC (“Fortun Advance”) was incorporated on May 4, 2024. Fortunco holds 51% of Fortun Advance’s capital interests, while another related party investor holds the remaining 49%.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). On May 24, 2024 (the “Closing Date”), the Company completed a business combination with Fortunco pursuant to which the Company issued 38,000,000 common stocks to Fortunco for 100% of Fortunco’s membership interest, with Fortunco and its partially owned subsidiary, Fortun Advance, becoming subsidiaries of the Company (the “Business Combination”). The Business Combination was accounted for as a reverse recapitalization in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 805, *Business Combinations*. Although the Company was considered the legal acquirer, Fortunco was determined to be the accounting acquirer for financial reporting purposes, because the former owners and management of Fortunco obtained effective control of the consolidated entity post-transaction. Accordingly, the historical financial statements presented for periods prior to the Closing Date are the historical financial statements of Fortunco, the shares and net loss per share available to common stockholders prior to the Business Combination have been retroactively restated to reflect the legal capital of the Company (i.e., the number of shares issued in the reverse recapitalization) as required by U.S. GAAP, and the assets, liabilities, and operations of Fortunco are reflected at their historical carrying amounts, and no goodwill or other intangible assets were recorded as a result of the transaction. Following the Closing Date, the consolidated financial statements reflect the consolidated results of operations, financial position, and cash flows of the combined entity. The consolidation of the Company includes the accounts of Luminar Media Group, Inc., its wholly owned subsidiary, Fortunco, and partially owned subsidiary, Fortun Advance. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include but are not limited to the measurement of deferred tax assets and fair values of financial instruments (including measurement of credit or impairment losses). On an ongoing basis, management evaluates these estimates and assumptions; however, actual results could materially differ from these estimates.

Emerging Growth Company Status

The company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended, (the “Securities Act”), as modified by the Jumpstart our Business Startups Act of 2012, (the “JOBS Act”), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The company has elected not to opt out of such extended

transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of utilizing the emerging growth company reduced reporting requirements difficult.

Cash and Cash Equivalents

Cash and cash equivalents include all short-term highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less from the date of purchase. As of December 31, 2025 and 2024, the Company had cash of \$373,383 and \$578,011, respectively, at a single U.S. financial institution. FDIC insurance applies per depositor, per bank, up to \$250,000 in total; therefore, only \$250,000 of the Company's cash balance at December 31, 2025 and 2024 was insured, with the remainder uninsured. There are no cash equivalents at December 31, 2025 and 2024.

Business Advances, Net

The Company issues business advances to eligible merchants. The Company evaluates identified underwriting criteria such as, but not limited to, historical sales data prior to purchasing the eligible merchant's future receivables to help ensure collectability. The Company purchases an agreed-upon amount of future sales and collects a fixed amount (which can be adjusted up or down on a periodic basis based on changes to the merchant's sales volume, on a weekly or daily basis (excluding bank holidays)), from the merchant's bank account via ACH, based on the terms of the individual agreements until the full amount of future receivables purchased has been collected.

Business advances are accounted for in accordance with ASC 310, *Receivables*. Upon funding, the Company records the cash advanced as a business advance receivable and establishes the total contractual receivable amount, which exceeds the cash advanced based on the agreed-upon factor rate. The difference represents the Company's expected yield and is recognized as business advance income as collections are received. Remittances from merchants are recognized as payments are received on a straight-line basis over the expected term of the business advance, which approximates an effective interest method due to the relatively short-term basis of these instruments.

Allowance for Credit Losses

The Company measures its allowance for credit losses using an expected credit loss model that reflects the Company's current estimate of expected credit losses inherent in the business advances balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of the balance, current collection trends, current economic and business conditions, and anticipated future economic events that may impact collectability. Expected losses are estimated collectively across the portfolio using a loss-rate model consistent with current expected credit loss ("CECL") principles. The Company measures expected credit losses on a collective pool basis, as the Company's business advances are short-term, unsecured, and originated to a relatively homogeneous group of small-business borrowers. As of December 31, 2025, the Company reserved an amount equal to approximately 17% of the outstanding business advance balance at year end. The Company reviews its allowance for credit losses periodically and as needed. Amounts are written off when determined to be uncollectible. If any recoveries are made from any accounts previously written off, they will be recognized as an offset to bad debt expense.

As of and for the years ended December 31, 2025 and 2024, \$1,482,586 and \$513,854, respectively, of allowance for credit losses was recognized. The allowance is recorded as a contra-asset reducing business advances on the balance sheets. The related expenses are included in bad debt expense on the accompanying consolidated statements of operations. During the year ended December 31, 2025 and 2024, no business advances were written off.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company places its cash with high quality banking institutions. From time to time, the Company may maintain cash balances at certain institutions in excess of the Federal Deposit Insurance Corporation limit. The Company has not incurred any loss from this risk.

The Company is also exposed to credit risk through its portfolio of business advances, which are concentrated in a single asset class and extended to merchants with similar risk characteristics. Adverse economic conditions affecting these merchants could increase the Company's credit exposure and the potential for losses.

Fair Value of Financial Instruments

The Company follows guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Additionally, the Company adopted guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the consolidated financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

The Company monitors the market conditions and evaluates the fair value hierarchy levels at least quarterly. For any transfers in and out of the levels of the fair value hierarchy, the Company elects to disclose the fair value measurement at the beginning of the reporting period during which the transfer occurred.

The Company's financial instruments consist of cash, business advances, accounts payable, convertible notes and notes payable. The estimated fair values of cash and cash equivalents, business advances, accounts payable, convertible notes and notes payable approximate their carrying amounts due to the short-term nature of these items.

Revenue Recognition

Financing fee income

The Company generates revenue primarily from its business advances and revenue-based financing operations through which it provides upfront funding to small and medium-sized businesses in exchange for a specified percentage of their future receivables. These arrangements are legally structured as purchases and sales of future receivables, and the resulting cash flows generated from subsequent collection of said future receivables, not loans. The total contract value represents the total amount expected to be collected over the duration of the contract and the purchase price represents the amount funded to a merchant. The difference between the contract value and the purchase price ("margin") represents the Company's earnings from the transaction and is recognized as payments are received on a straight-line basis over the expected term of the instrument, which approximates an effective interest method due to the relatively short-term basis of these instruments.

Daily or weekly, merchants remit an agreed-upon percentage of their current sales until the contract amount has been fully collected. As payments are received, a portion of each remittance reduces the outstanding balance of the business advance, and the margin on each payment is recognized as income.

Renewal Pay-Offs

From time to time, the Company enters into renewal transactions with existing merchants, whereby an outstanding business advance is refinanced or restructured through the issuance of a new business advance on terms consistent with those offered to new merchants with similar risk profiles. In connection with a renewal, any remaining outstanding balance of the prior advance, including unamortized margin and deferred fees, is settled through the issuance of the new advance rather than through receipt of cash proceeds. In accordance with ASC 310-20-35-9, when the terms of the renewed advance are at least as favorable to the Company as those of comparable advances and the modifications are considered more than minor, the renewal is accounted for as a new advance. As a result, any unamortized deferred revenue or fees associated with the prior advance are recognized in income at the time the new advance is granted. No additional cash collection is recognized upon renewal, as the transaction represents a continuation and restructuring of the merchant relationship rather than a payoff through cash remittance.

Processing and origination fee income

The Company also earns processing and origination fees at the time of funding for underwriting, administrative, and contract-setup services. These fees are recognized as income when the related services are completed, and the advance is funded. Fees are generally deducted from the funded amount and are non-refundable once disbursed.

Late-payment penalty income

In addition, the Company may assess late-payment penalties when merchants fail to remit payments on time. Such penalties are recognized as income when they are assessed, and collection is deemed probable. Penalty payments are applied first when received, before any portion of the payment is allocated to recover the remaining balance of the advance or to recognize additional factor income.

Commission income

From time to time, the Company also brokers merchant cash advances to third-party funding partners rather than funding the advances directly. In such cases, the Company earns a commission or participation fee based on the amount funded or the revenue share agreed with the funding partner. These commissions are recognized as income when the brokered transaction is completed and the related performance obligation is satisfied, which generally occurs upon the merchant's funding.

The following table disaggregates revenue by the above identified revenue streams for the years ended December 31, 2025 and 2024:

	December 31, 2025	December 31, 2024
Financing fee income	\$ 3,736,302	\$ 484,241
Processing and origination fee income	1,074,552	307,571
Late-payment penalty income	555,275	62,090
Commission income	194,445	11,922
Total	\$ 5,560,574	\$ 865,824

Asset Acquisition

On April 1, 2025, the Company completed the acquisition of a portfolio of assets from an unrelated third party for total consideration of \$1,223,000, consisting of \$257,000 in cash and the assumption of a \$966,000 note payable.

The assets acquired included \$189,000 of cash and cash equivalents, \$379,711 of business-advance receivables, and an identifiable client list intangible asset of \$654,289. No employees, operating workforce, fixtures, equipment, proprietary technology, operating systems, or other substantive processes were transferred as part of the transaction. The seller did not convey any ongoing revenue-generating operations.

Based on an evaluation under ASC 805, *business combinations*, the Company determined that the acquired asset set did not meet the definition of a business, as it did not include inputs and substantive processes capable of producing outputs and substantially all of the value acquired was concentrated in the acquired receivables. Accordingly, the transaction was accounted for as an asset acquisition in accordance with ASC 805-50.

The total purchase consideration was allocated to the identifiable assets acquired based on their relative fair values, resulting in the recognition of the assets described above. No goodwill was recognized in connection with the transaction.

The client list intangible asset represents the premium paid in excess of the fair value of the acquired receivables and is being amortized over its estimated useful life, which corresponds to the expected collection year of the related receivables.

	As of April 1, 2025	
Purchase price	\$	1,223,000
Assets acquired		
Cash and cash equivalents		189,000
Account receivable		379,711
Intangible asset-client list		654,289
Fair value of identifiable net assets acquired	\$	1,223,000

Intangible Asset - Client List

As part of the asset acquisition, the Company recognized an identifiable client list intangible asset of \$654,289, representing the premium paid in excess of the fair value of the acquired receivables. The client list is being amortized on a straight-line basis over its estimated useful life of three years, which reflects the expected period over which the Company will benefit from the acquired client relationships and related receivable collections.

Property, plant and equipment, net

Property, plant and equipment (including construction in progress) are stated at cost less accumulated depreciation and impairment charges. Depreciation is calculated primarily based on the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the assets except the depreciation method for mold and tooling:

	Useful Life
Furniture and fixtures	5 years
Tools, machinery, and equipment	5 years

Construction in progress represents manufacturing facilities and equipment under construction and is stated at cost. The capitalization of these costs ceases when construction in progress is transferred to property, plant and equipment and substantially ready for its intended use. No depreciation is recorded for construction in progress.

When assets are retired or otherwise disposed of, the cost, accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in the combined statements of operations in the period realized. Maintenance and repairs that do not enhance or extend the asset's useful life are charged to operating expense as incurred.

Impairment of Long-Lived Assets

Long-lived assets are evaluated for impairment whenever events or changes in circumstances (such as a significant adverse change to market conditions that will affect the future use of the assets) indicate that the carrying amount may not be fully recoverable or that the useful life is shorter than the Company had originally estimated. When these events occur, the Company evaluates the impairment by comparing carrying value of the assets to an estimate of future undiscounted cash flows expected to be generated from the use of the assets and their eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying value of the assets, the Company recognizes an impairment loss based on the excess of the carrying value of the assets over the fair value of the assets. When an impairment loss is recognized for assets to be held and used, the adjusted carrying amounts of those assets are depreciated over their remaining useful life. For the periods presented, we have not recorded any material impairment.

Embedded Conversion Features

The Company evaluates embedded conversion features within convertible debt under ASC 815, *Derivatives and Hedging* ("ASC 815"), to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument remains part of the host instrument with no separate recognition. As of December 31, 2025 and 2024, the Company had no derivative financial instruments associated with its convertible notes.

Share-based Compensation

The Company applies ASC No. 718, "Compensation-Stock Compensation," which requires that share-based payment transactions with employees and nonemployees upon adoption of ASU 2018-07, be measured based on the grant date fair value of the equity instrument and recognized as compensation expense over the requisite service period, with a corresponding addition to equity. Under this method, compensation cost related to employee share options or similar equity instruments is measured at the grant date based on the fair value of the award and is recognized over the period during which an employee is required to provide service in exchange for the award, which generally is the vesting period. In addition to requisite service period, the Company also evaluates the performance condition and market condition under ASC 718-10-20. For an award which contains both a performance and a market condition, and where both conditions must be satisfied for the award to vest, the market condition is incorporated into the fair value of the award, and that fair value is recognized over the employee's requisite service period or nonemployee's vesting period if it is probable the performance condition will be met. If the performance condition is ultimately not met, compensation cost related to the award should not be recognized (or should be reversed) because the vesting condition in the award has not been satisfied. The expense resulting from share-based payments is recorded in general and administrative expense in the consolidated statements of operations. Please refer to Note 6 for more information.

Equity securities

Equity securities not accounted for using the equity method are carried at fair value with unrealized gains and losses recorded in the consolidated income statements, according to ASC 321 "*Investments — Equity Securities*".

The Company elected to record equity investments in privately held companies using the measurement alternative at cost, less impairment, with subsequent adjustments for observable price changes resulting from orderly transactions for identical or similar investments of the same issuer.

Equity investments in privately held companies accounted for using the measurement alternative are subject to periodic impairment reviews. The Company's impairment analysis considers both qualitative and quantitative factors that may have a significant effect on the fair value of these equity securities.

Earnings Per Share

Basic net income (loss) per common share is computed using the weighted average number of common stocks outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock, including stock options, warrants, and convertible notes.

For periods in which the Company reports a net loss, potentially dilutive securities are excluded from the computation of diluted earnings per share, as their effect would be antidilutive. Accordingly, for the year ended December 31, 2024, all potentially dilutive securities were excluded from diluted earnings per share as their effect was antidilutive.

For the year ended December 31, 2025, the Company reported net income. Potentially dilutive securities, including convertible notes with an aggregate outstanding balance of \$2,841,713. All such convertible notes are subject to contingent conversion provisions, including a potential Nasdaq uplisting, and are therefore not currently convertible as of the reporting date.

For the year ended December 31, 2024, the Company reported a net loss. As a result, convertible notes with an aggregate outstanding principal balance of \$679,082, as well as accrued interest and other potentially dilutive securities, were excluded from diluted earnings per share as their effect would have been antidilutive.

In addition, the Company has outstanding Series A Preferred Stock that is convertible into common stock. If converted, the Series A Preferred Stock would result in the issuance of approximately 541,771,786 shares of common stock. The treatment of such shares for diluted earnings per share purposes is subject to ongoing evaluation in connection with the Company's audit and may be impacted by final audit conclusions.

Leases

The Company accounts for leases in accordance with ASC 842, *Leases*, which requires the recognition of right of use ("ROU") assets and corresponding lease liabilities for all operating leases with a term greater than twelve months. At the commencement date of a lease, the Company recognizes an ROU asset representing its right to use the underlying asset during the lease term and a lease liability representing its obligation to make the remaining lease payments.

Lease liabilities are measured at the present value of future fixed lease payments over the lease term. Because our lease agreements do not provide an implicit interest rate, we determine the present value of lease payments using our incremental borrowing rate, which reflects the estimated rate of interest for a collateralized borrowing with a similar term and economic environment at the commencement date. The ROU asset is measured at the amount of the initial lease liability, adjusted for any lease payments made at or before commencement, initial direct costs incurred, and lease incentives received.

The Company evaluates lease terms to include noncancellable periods and any renewal or termination options that the Company is reasonably certain to exercise. Variable lease payments that depend on future performance, usage, or other factors not determinable at commencement are excluded from the initial measurement of the ROU asset and lease liability and are recognized as expense in the period in which the obligation is incurred. The Company's lease agreements do not contain material residual-value guarantees or restrictive covenants.

Lease expense for operating leases is recognized on a straight-line basis over the lease term. The Company has elected the practical expedient to not separate lease and non-lease components for all asset classes, accounting for each lease as a single lease component.

ROU assets are presented separately from other long-term assets on the consolidated balance sheets, and operating lease liabilities are classified as current or non-current based on the timing of the related payments. The Company reassesses lease terms, discount rates, and ROU asset and liability balances when certain triggering events occur, including modifications, changes in expected exercise of renewal options, or other reassessments required under ASC 842.

Segment Reporting

The Company operates as one segment, in which management uses one measure of profitability, and all of the Company's assets are located in the United States of America. The Company does not operate separate lines of business or separate business entities with respect to any of its product candidates. Accordingly, the Company does not have separate reportable segments.

Related Parties

The Company follows subtopic 850-10 of FASB ASC 850, *Related Party Disclosures* for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20, the related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under the guidance of Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement. Material related party transactions have been identified in Note 14 in the notes to consolidated financial statements.

New Accounting Pronouncements

Recently issued accounting pronouncements not yet adopted

In November 2024, the FASB issued Accounting Standard Update ("ASU") No. 2024-03, *Disaggregation of Income Statement Expenses* (Subtopic 220-40). The ASU requires the disaggregated disclosure of specific expense categories, including purchases of inventory, employee compensation, depreciation, and amortization, within relevant income statement captions. This ASU also requires disclosure of the total amount of selling expenses along with the definition of selling expenses. The ASU is effective for annual periods beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Adoption of this ASU can either be applied prospectively to consolidated financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all prior periods presented in the consolidated financial statements. Early adoption is also permitted. This ASU

will likely result in the required additional disclosures being included in our consolidated financial statements once adopted. We are currently evaluating the provisions of this ASU.

In November 2024, the FASB issued ASU No. 2024-04, *Debt—Debt with Conversion and Other Options* (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments, which clarifies the requirements related to accounting for the settlement of a debt instrument as an induced conversion. The amendments in this update are effective for annual reporting periods beginning after December 15, 2025, including interim periods within those fiscal years (first quarter of fiscal 2027 for us). Early adoption is permitted. We are currently evaluating the impact of this guidance on our consolidated financial statements; however, we do not plan to adopt this ASU before fiscal 2027.

From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the effect of recently issued standards that are not yet effective will not have a material effect on its consolidated financial position or results of operations upon adoption.

NOTE 3. LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2025, the Company had positive working capital of \$4,735,194, including cash of \$373,383 and business advances of \$4,940,366, which are expected to be collected within twelve months. During the year ended December 31, 2025, the Company strengthened its liquidity through equity contributions totaling \$300,000 and additional convertible note proceeds of \$1,645,050 and repaid \$479,082 of debt using internally generated cash flows.

The Company has generated sufficient cash flow from operations to meet its obligations as they become due and, based on current projections, expects to continue to do so for at least the next twelve months from the date these financial statements are issued. Accordingly, management has concluded that there are no conditions or events that raise substantial doubt about the Company's ability to continue as a going concern, and the accompanying consolidated financial statements do not include any adjustments related to this matter.

Accordingly, the accompanying financial statements have been prepared on a going-concern basis, and no substantial doubt exists regarding the Company's ability to continue as a going concern.

NOTE 4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As of December 31, 2025 and 2024, the Company's accounts payable and accrued liabilities amount to \$316,589 and \$110,919, respectively, which are primarily comprised of outstanding management fees, rent, back office expenses, and accrued interest payables. These liabilities represent amounts owed for business expenses incurred on Company's accounts payable and credit cards that are due for payment, and accrued interest from outstanding convertible notes payable.

	December 31, 2025	December 31, 2024
Accounts payable	\$ 88,604	\$ 78,607
Accrued liabilities-acrued interest	30,663	32,312
Checks payable*	59,959	-
Customer deposit	137,363	-
Total	\$ 316,589	\$ 110,919

*Outstanding checks issued for the legacy note's payments and settlements undeposited balance as of December 31, 2025.

NOTE 5. CONVERTIBLE NOTES PAYABLE

On May 20, 2024, the Company entered into a Share Pledge Release Agreement with the officers and management of the Company prior to the reverse recapitalization (“Pledgers”) and ADL Investments LLC (“Pledgee”), a Delaware limited liability company. Subject to the legacy convertible notes which were amended and restated on May 20, 2024 to Convertible Notes A and B (as described below), the Pledgers had pledged all 10,400 shares of Series A preferred shares (“Collateral”) as collateral to the legacy note. The Pledgers and Pledgee decided to terminate the Pledge Agreement and release all of the Collateral thereunder.

Convertible Note A

On May 20, 2024, the Company entered into an amended and restated convertible debenture with Dicaprio LLC for a principal amount of \$137,410, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. The conversion rights are subject to adjustments for corporate actions like stock splits and are limited to prevent the Holder from exceeding a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of this debenture. As of December 31, 2025 and 2024, the note has an outstanding balance of \$0 and \$137,410 in amount of principal, with \$0 and \$8,508 in accrued interest, respectively. As of December 31, 2025, the principal and accrued interest was settled and paid in full by the Company.

Convertible Note B

On May 20, 2024, the Company entered into an amended and restated convertible debenture with VS JJJ LLC for a principal amount of \$137,410, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder may convert the principal and any accrued interest into shares of the Company's common stock at any time prior to maturity. The conversion rights are subject to standard anti-dilution adjustments for corporate actions such as stock splits and are limited to prevent the Holder's beneficial ownership from exceeding 4.999% or 9.999%, depending on the Company's public reporting status.

Effective February 1, 2025, \$90,000 of the principal balance was reassigned from VS JJJ LLC to the following parties:

- \$10,000 – AGH Global, LLC c/o Adrian Gonzalez Hernandez
- \$7,500 – Aiva Hernandez
- \$7,500 – Avigail Hernandez
- \$20,000 – Jenessi Marie Garcia
- \$20,000 – KRMR Holdings, LLC c/o Usman Riaz
- \$25,000 – Tectum Investment Group, LLC c/o Carlos R. Rodriguez

The reassignment did not involve any changes to the terms or conditions of the original debenture. In the event of default, including non-payment or breach of covenant terms, any holder may declare their portion of the outstanding balance immediately due and payable. The Company has reserved a sufficient number of authorized shares to cover the full potential conversion of this debenture. As of December 31, 2025 and 2024, the outstanding principal balance was \$0 and \$137,410, with accrued interest of \$0 and \$8,508, respectively. As of December 31, 2025, the principal and accrued interest was settled and paid in full by the Company.

Convertible Note C

On May 20, 2024, the Company entered into an amended and restated convertible debenture with VS JJJ LLC for a principal amount of \$86,460, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. The conversion rights are subject to adjustments for corporate actions like stock splits and are limited to prevent the Holder from exceeding a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved enough shares to cover the full conversion of this debenture. On February 23, 2025, the Company paid off the remaining balance of the note's principal and accrued interests total balance of \$93,186. As of December 31, 2025 and 2024, the note has an outstanding balance of \$0 and \$86,460 in amount of principal, with \$0 and \$5,353 in accrued interest, respectively.

Convertible Note D

On May 20, 2024, the Company entered into an amended and restated convertible debenture with VS JJJ LLC for a principal amount of \$30,147, maturing on September 30, 2024. The debenture carries an annual interest rate of 10%, with interest payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. The conversion rights are subject to adjustments for corporate actions like stock splits and are limited to prevent the Holder from exceeding a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of this debenture. Effective February 1, 2025, \$20,000 of the principal amount was assigned from VS JJJ LLC to Ana Cecilia Nicoletti. The remaining balance continues to be held by VS JJJ LLC. The assignment did not result in any changes to the terms or conditions of the debenture. In the event of default, including non-payment or breach of covenant terms, the holders may declare the outstanding balance immediately due and payable. The Company has reserved a sufficient number of authorized shares to cover the full potential conversion of this debenture. As of December 31, 2025, and 2024, the outstanding principal balance was \$0 and \$30,147, with accrued interest of \$0 and \$1,867, respectively. As of December 31, 2025, the principal and accrued interest was settled and paid in full by the Company.

Convertible Note E

On May 21, 2024, the Company entered into an amended and restated convertible debenture with NAS Investing Ltd for a principal amount of \$56,260, maturing on September 30, 2024. The debenture accrues interest at 10% per annum, payable either in cash or, at the Holder's option, in shares of the Company's common stock at a conversion price of \$0.01 per share. The debenture provides the Holder with the right to convert the outstanding principal and accrued interest into common stock of the Company at any time before maturity. Conversion rights are subject to adjustment in case of corporate actions such as mergers or stock splits. Additionally, the conversion is limited to prevent the Holder from exceeding 4.999% or 9.999% ownership of the Company's outstanding shares, depending on the Company's reporting status. In case of default, including non-payment or breach of covenants, the Holder may demand immediate payment of the outstanding amounts. The Company has reserved sufficient shares to cover the full conversion of this debenture. As of December 31, 2025 and 2024, the note has an outstanding balance of \$0 and \$56,260 in amount of principal, with \$0 and \$3,468 in accrued interest, respectively. As of December 31, 2025, the principal and accrued interest was settled and paid in full by the Company.

Convertible Note F

On November 15, 2024, Luminar Media Group Inc. ("Company") entered into a Convertible Debenture Agreement with Alejandro Sese and Gina Sese ("Holder") for a principal amount of \$200,000, maturing on November 15, 2025.

The debenture carries an annual interest rate of 12%, with interest payable monthly in cash. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 90 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture.

On December 1, 2025, the Company entered into a Note Satisfaction and Final Release agreement with the Holder, pursuant to which the original debenture was fully satisfied and extinguished. In connection with this settlement, the Company issued a new promissory note to Makro20 Management, LLC, which replaced the original obligation. As of December 31, 2025 and 2024, the note has an outstanding balance of \$0 and \$200,000, respectively, with accrued interest of \$0 and \$3,025.

Convertible Note G

On June 30, 2024, the Company entered into a convertible debenture with Prada Law Firm, PLLC, a related party, for a principal amount of \$31,395, maturing on June 30, 2025. The debenture accrues interest at an annual rate of 10%, with interest payable either in cash or, at the Holder's discretion, in shares of the Company's common stock at a conversion price of \$0.01 per share. The Holder, Prada Law Firm, PLLC, has the right to convert the principal and any accrued interest into the Company's common stock at any time before maturity. These conversion rights are subject to adjustment in the event of corporate actions, such as stock splits, and are limited to ensure that the Holder does not exceed a 4.999% or 9.999% ownership threshold, depending on the Company's reporting status. In the event of default, including non-payment or breach of covenants, the Holder may demand immediate repayment. The Company has reserved a sufficient number of shares to cover the full conversion of this debenture. As of December 31, 2025 and 2024, the note has an outstanding balance of \$0 and \$31,395 in amount of principal, with \$0 and \$1,583 in accrued interest, respectively. As of December 31, 2025, the principal and accrued interest was settled and paid in full by the Company.

Convertible Note H

On April 1, 2025, the Company entered into a convertible promissory note with Saluda Group, LLC for a principal amount of \$118,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$118,000 and accrued interest was \$991.

Convertible Note I

On April 1, 2025, the Company entered into a convertible promissory note with 4Isabella, LLC for a principal amount of \$53,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert

the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$53,000 and accrued interest was \$445.

Convertible Note J

On April 1, 2025, the Company entered into a convertible promissory note with Daniel Peoples for a principal amount of \$20,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$20,000 and accrued interest was \$168.

Convertible Note K

On April 1, 2025, the Company entered into a convertible promissory note with Shaheen Baig for a principal amount of \$10,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$10,000 and accrued interest was \$84.

Convertible Note L

On April 1, 2025, the Company entered into a convertible promissory note with Gerard Burns for a principal amount of \$25,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999%

of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$25,000 and accrued interest was \$210.

Convertible Note M

On April 1, 2025, the Company entered into a convertible promissory note with Carlos Nicoletti Bonelli for a principal amount of \$20,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$20,000 and accrued interest was \$168.

Convertible Note N

On April 1, 2025, the Company entered into a convertible promissory note with Renzos Legacy, LLC for a principal amount of \$33,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$33,000 and accrued interest was \$277.

Convertible Note O

On June 18, 2025, the Company entered into a convertible promissory note with Kantor Family Investment for a principal amount of \$200,000, maturing on June 18, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$200,000 and all accrued interest had been paid.

Convertible Note P

On April 1, 2025, the Company entered into a convertible promissory note with Saluda Group, LLC for a principal amount of \$82,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$82,000 and accrued interest was \$689.

Convertible Note Q

On April 1, 2025, the Company entered into a convertible promissory note with 4Isabella, LLC for a principal amount of \$82,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$82,000 and accrued interest was \$689.

Convertible Note R

On April 1, 2025, the Company entered into a convertible promissory note with Renzos Legacy, LLC for a principal amount of \$82,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$82,000 and accrued interest was \$689.

Convertible Note S

On April 1, 2025, the Company entered into a convertible promissory note with Olivio Blanco & Maggie Fernandez for a principal amount of \$100,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days

immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$100,000 and accrued interest was \$840.

Convertible Note T

On April 1, 2025, the Company entered into a convertible promissory note with HA & LB Investment, LLC for a principal amount of \$540,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$540,000 and accrued interest was \$4,537.

Convertible Note U

On April 1, 2025, the Company entered into a convertible promissory note with 4Isabella, LLC for a principal amount of \$30,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$30,000 and accrued interest was \$502.

Convertible Note V

On April 1, 2025, the Company entered into a convertible promissory note with Multiplication Investments, LLC for a principal amount of \$50,000, maturing on April 01, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may

demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$50,000 and accrued interest was \$837.

Convertible Note W

On July 17, 2025, the Company entered into a convertible promissory note with Multiplication Investments, LLC for a principal amount of \$100,000, maturing on July 17, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$100,000 and all accrued interest had been paid.

Convertible Note X

On August 5, 2025, the Company entered into a convertible promissory note with F&F Group 2025, LLC for a principal amount of \$170,000, maturing on August 5, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$170,000 and accrued interest was \$2,872.

Convertible Note Y

On August 11, 2025, the Company entered into a convertible promissory note with FJFM Investments, LLC for a principal amount of \$100,000, maturing on August 11, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$100,000 and accrued interest was \$1,686.

Convertible Note Z

On September 2, 2025, the Company entered into a convertible promissory note with Tectum Engineering, LLC for a principal amount of \$200,050, maturing on September 2, 2027. The note bears interest at 10% per annum. The Holder has the right to convert the principal and any accrued interest into the Company's common stock at a conversion price equal to 50% of the average closing price of the Company's common stock during the 10 consecutive trading days immediately preceding the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, and reorganizations. Pursuant to the terms of the agreement, no conversion may occur unless and until the Company's common stock is listed on a major U.S. securities exchange, such as Nasdaq or the New York Stock Exchange. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, or bankruptcy events, the Holder may demand immediate repayment. The Company has agreed to reserve sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal was \$200,050 and accrued interest was \$6,577.

Convertible Note AA

On December 12, 2025, the Company entered into an amended and restated convertible debenture with AA Holdings of South Florida, LLC for a principal amount of \$48,000, maturing on December 12, 2027. The debenture carries an annual interest rate of 10%, with interest payable monthly in cash. The Holder has the right to convert the principal and any accrued interest into the Company's common stock upon the occurrence of an Exchange Listing. The conversion price shall be equal to 50% of the price paid by investors in the last public or private offering or other financing transaction conducted within sixty (60) days prior to or contemporaneous with an Exchange Listing. If no such transaction occurred during that period, the conversion price shall be equal to 50% of the initial public offering price at the time of the Exchange Listing. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, reorganizations, and other fundamental changes. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, bankruptcy events, or failure to reserve sufficient shares, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal balance was \$48,000, with accrued interest of \$250.

Convertible Note BB

On December 12, 2025, the Company entered into a convertible debenture with Gonzalez Zapata, LLC for a principal amount of \$48,000, maturing on December 12, 2027. The debenture carries an annual interest rate of 10%, with interest payable monthly in cash. The Holder has the right to convert the principal and any accrued interest into the Company's common stock upon the occurrence of an Exchange Listing. The conversion price shall be equal to 50% of the price paid by investors in the last public or private offering or other financing transaction conducted within sixty (60) days prior to or contemporaneous with an Exchange Listing. If no such transaction occurred during that period, the conversion price shall be equal to 50% of the initial public offering price at the time of the Exchange Listing. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, reorganizations, and other fundamental changes. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, bankruptcy events, or failure to reserve sufficient shares, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal balance was \$48,000, with accrued interest of \$250.

Convertible Note CC

On December 10, 2025, the Company entered into a convertible debenture with NAS Investing, LTD for a principal amount of \$500,000, maturing on December 10, 2027. The debenture carries an annual interest rate of 10%, with interest payable monthly in cash. The Holder has the right to convert the principal and any accrued interest into the Company's common stock upon the occurrence of an Exchange Listing. In the case of an Exchange Listing, the conversion price shall be equal to 50% of the price paid by investors in the last public or private offering or other financing transaction conducted within sixty (60) days prior to or contemporaneous with an Exchange Listing. If no such transaction occurred during that period, the conversion price shall be equal to 50% of the initial public offering price at the time of the Exchange Listing. If there has not been an Exchange Listing prior to the Maturity Date, the Holder has the right, at its election, to convert the outstanding principal and accrued interest at a conversion price equal to 50% of the average end of day volume weighted average price on the Company's principal trading market for the ten trading days prior to the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, reorganizations, and other fundamental changes. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, bankruptcy events, failure to reserve sufficient shares, or failure to timely deliver conversion shares, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal balance was \$500,000, with accrued interest of \$2,877.

Convertible Note DD

On December 1, 2025, the Company entered into a convertible debenture with Makro20 Management, LLC for a principal amount of \$200,000, maturing on December 1, 2027. The debenture carries an annual interest rate of 10%, with interest payable monthly in cash. The Holder has the right to convert the principal and any accrued interest into the Company's common stock upon the occurrence of an Exchange Listing. In the case of an Exchange Listing, the conversion price shall be equal to 50% of the price paid by investors in the last public or private offering or other financing transaction conducted within sixty (60) days prior to or contemporaneous with an Exchange Listing. If no such transaction occurred during that period, the conversion price shall be equal to 50% of the initial public offering price at the time of the Exchange Listing. If there has not been an Exchange Listing prior to the Maturity Date, the Holder has the right, at its election, to convert the outstanding principal and accrued interest at a conversion price equal to 50% of the average end of day volume weighted average price on the Company's principal trading market for the ten trading days prior to the conversion date. The conversion rights are subject to adjustments for corporate actions such as stock splits, mergers, reorganizations, and other fundamental changes. Additionally, the agreement contains a maximum conversion clause, restricting ownership to either 4.999% or 9.999% of the outstanding shares, depending on the Company's reporting status. In the event of default, including non-payment, breach of covenants, delisting from a principal market, bankruptcy events, failure to reserve sufficient shares, or failure to timely deliver conversion shares, the Holder may demand immediate repayment. The Company has reserved sufficient shares to cover the full conversion of the debenture. As of December 31, 2025, the outstanding principal balance was \$200,000, with accrued interest of \$1,644.

As of December 31, 2025 and 2024, the Company had sufficient authorized and unissued shares of common stock to settle the conversion of its outstanding convertible debt instruments.

Convertible Debt Summary

Debt Type	Debt Classification	Non-Current	Interest Rate	Due Date	December 31, 2025		December 31, 2024	
A	Convertible	X	10.0%	9/30/2024	\$	-	\$	137,410
B	Convertible	X	10.0%	9/30/2024		-		137,410
C	Convertible	X	10.0%	9/30/2024		-		86,460
D	Convertible	X	10.0%	9/30/2024		-		30,147
E	Convertible	X	10.0%	9/30/2024		-		56,260
F*	Convertible	X	12.0%	11/15/2025		-		200,000
G*	Convertible	X	10.0%	6/30/2025		-		31,395
H	Convertible		X	10.0%	4/1/2027	118,000		-
I	Convertible		X	10.0%	4/1/2027	53,000		-
J	Convertible		X	10.0%	4/1/2027	20,000		-
K	Convertible		X	10.0%	4/1/2027	10,000		-
L	Convertible		X	10.0%	4/1/2027	25,000		-
M	Convertible		X	10.0%	4/1/2027	20,000		-
N	Convertible		X	10.0%	4/1/2027	33,000		-
O	Convertible		X	10.0%	6/18/2027	200,000		-
P	Convertible		X	10.0%	4/1/2027	82,000		-
Q	Convertible		X	10.0%	4/1/2027	82,000		-
R	Convertible		X	10.0%	4/1/2027	82,000		-
S	Convertible		X	10.0%	4/1/2027	100,000		-
T	Convertible		X	10.0%	4/1/2027	540,000		-
U	Convertible		X	10.0%	4/1/2027	30,000		-
V	Convertible		X	10.0%	4/1/2027	50,000		-
W	Convertible		X	10.0%	7/17/2027	100,000		-
X	Convertible		X	10.0%	8/5/2027	170,000		-
Y	Convertible		X	10.0%	8/11/2027	100,000		-
Z	Convertible		X	10.0%	9/2/2027	200,050		-
AA	Convertible		X	10.0%	12/12/2027	48,000		-
BB	Convertible		X	10.0%	12/12/2027	48,000		-
CC	Convertible		X	10.0%	12/10/2027	500,000		-
DD*	Convertible		X	10.0%	12/1/2027	200,000		-
Total Convertible Debt						2,811,050		679,082
Less: Discount						-		-
Convertible Debt, Net of Discounts						2,811,050		679,082
Convertible Debt, Net of Discounts, Current						-		679,082
Convertible Debt, Net of Discounts, Long-term					\$	2,811,050	\$	-

* - Related party

NOTE 6 – STOCK-BASED CONSULTING SERVICE EXPENSE

On August 20, 2025, the Company entered into a ten-month consulting and advisory agreement with Greentree Financial Group, Inc. to provide professional services related to financial reporting, corporate governance, and uplisting support in connection with the Company's planned public offering. The agreement covers the period from August 20, 2025 through June 30, 2026.

As consideration for the services, the Company agreed to compensate Greentree as follows:

(i) Cash fees totaling \$30,000, payable in three equal installments upon (a) execution of the agreement, (b) filing of a registration statement, and (c) effectiveness of such registration statement. As of December 31, 2025, the first milestone payment of \$10,000 was due and accrued as accounts payable, while the remaining \$20,000 will become payable upon completion of the subsequent milestones.

(ii) 1 % of the Company's outstanding common stock to be issued upon execution of the agreement, equal to 520,934 shares, valued at the quoted market price of \$0.133 per share on the agreement date, for a total fair value of \$69,284. The value of these shares was recognized as consulting expense during the year ended December 31, 2025, with a corresponding credit to common stock to be issued within stockholders' equity.

(iii) Upon successful uplisting of the Company's common stock to a national securities exchange, Greentree will be entitled to an additional 3% of the Company's fully diluted equity, to be issued within thirty days following the uplisting, subject to final negotiation and confirmation of terms.

(iv) The Company and Greentree are also negotiating the issuance of a five-year warrant to purchase 400,000 shares of common stock at an exercise price of \$2.00 per share, anticipated to expire on August 20, 2030, contingent upon final agreement and the successful uplisting of the Company's common stock.

As of December 31, 2025, the aggregate compensation recognized under this agreement totaled \$79,284, consisting of \$10,000 accrued cash payment and \$69,284 in non-cash stock-based consulting expenses. The additional 3% equity and warrant components remain contingent and subject to negotiation, and no fair-value measurement or expense has been recognized for those elements as of the reporting date.

NOTE 7. STOCKHOLDERS' EQUITY COMMON STOCK

Preferred Stock – Undesignated and Series A Convertible

The authorized share capital of the Company includes 19,989,600 shares of undesignated preferred stock, and 10,400 shares of Series A convertible preferred stock ("Series A"), both of which have a \$0.0001 par value. Holders of the Series A shares are entitled to any dividends that are payable to the holders of the Company's common stock. In addition, the holders of the Series A shares shall first receive, or simultaneously receive, a dividend on each outstanding Series A shares in an amount equal to the product of (i) the dividend payable of each common stock equivalent upon conversion and (ii) the number of common stock issuable upon conversion of a share of Series A. Each Series A share is convertible at the option of the holder at any time into common stock equal to 0.1% of the total number of shares of common stock outstanding at the time of conversion. Series A holders shall vote based on the common stock equivalent of the Series A shares held. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company or any type of liquidation event, each Series A share shall automatically convert to common stock. As of December 31, 2025 and 2024, 10,400 shares of Series A convertible preferred stock were issued and outstanding.

Common Stock

The authorized share capital of the Company consists of 500,000,000 shares of common stock with \$0.0001 par value.

During the year ended December 31, 2025, the Company entered into several note settlement agreements with certain holders of its outstanding convertible promissory notes. Pursuant to these agreements, portions of the outstanding principal and accrued interest were either repaid in cash or converted into shares of the Company's common stock in accordance with the applicable note terms. On December 12, 2025, the Company agreed to convert an aggregate amount of outstanding convertible notes and related accrued interest into 70,900,209 shares of common stock pursuant to the respective agreements. As of December 31, 2025, such shares had not yet been physically issued; however, the conversion was considered effective, and the shares are issuable to the noteholders.

The Company accounted for the conversions by derecognizing the related carrying value of the notes and accrued interest on the date of conversion. Any difference between the carrying amount of the debt extinguished and the fair value of the shares issuable was recognized in the statement of operations as a gain or loss on debt extinguishment.

The shares are expected to be issued subsequent to year-end. As of December 31, 2025 and 2024, there were 52,093,441 and 52,093,441 shares of common stock issued and outstanding, respectively.

Shares to be Issued

On August 20, 2025, the Company entered into a consulting agreement with Greentree Financial Group, Inc., under which the Company agreed to issue 1% of its outstanding common stock, or 520,934 shares, as part of the consideration for services. The shares were valued at \$0.133 per share, for a total of \$69,284, based on the market price on the agreement date. As of December 31, 2025, the shares had not yet been issued and are recorded within Additional Paid-in capital as Shares to be issued, with a corresponding amount included in consulting expense during the year ended December 31, 2025.

During the year ended December 31, 2025, the Company entered into settlement agreements with certain holders of its convertible promissory notes, pursuant to which portions of outstanding principal and accrued interest were either repaid in cash or converted into shares of common stock in accordance with the respective terms. On December 12, 2025, the Company agreed to convert an aggregate amount of such balances into 70,900,209 shares of common stock. As of December 31, 2025, the shares had not yet been issued; however, the conversions were effective, and the shares are considered issuable.

NOTE 8. INCOME (LOSS) PER SHARE

The computation of income (loss) per share for the years ended December 31, 2025 and 2024 is as follows:

For the year ended December 31, 2025, the net income was \$408,781 and the weighted number of shares outstanding was 52,657,397 for a basic income per share of \$0.01. For the year ended December 31, 2024, the net loss was \$189,390.

Due to the anti-dilutive effect, the computation of basic and diluted EPS did not include the shares below as the Company had a net loss for the year ended December 31, 2024:

NUMERATOR:	For the Years Ended December 31,	
	2025	2024
Net income (loss) attributable to common stockholders	\$ 408,781	\$ (189,390)
Net income (loss) attributable to common stockholders (diluted)	\$ 408,781	\$ (189,390)
DENOMINATOR:		
Weighted average number of common shares outstanding - Basic	52,657,397	52,093,441
<u>Effect of dilutive securities:</u>		
Outstanding convertible notes payable principal and accrued interest	-	-
Weighted average number of common shares outstanding - Basic and Diluted	52,657,397	52,093,441
INCOME (LOSSES) PER SHARE:		
Basic net income (loss) per common share	\$ 0.008	\$ (0.004)

	Diluted net income (loss) per common share	\$	0.008	\$	(0.004)
SUMMARY OF POTENTIALL Y DILUTIVE SECURITIES:					
	Outstanding convertible notes payable principal and accrued interest		-		70,423,657
	Total potentially dilutive securities		-		70,423,657

NOTE 9. INTANGIBLE ASSETS

The Company's intangible assets consist of a client list acquired in connection with an asset acquisition completed on April 1, 2025. The client list represents the premium paid in excess of the fair value of the acquired business advance receivables and reflects the expected future economic benefits from the acquired client relationships.

The client list intangible asset was initially recognized at a cost of \$654,289 and is amortized on a straight-line basis over an estimated useful life of three years, which corresponds to the expected collection period of the related receivables.

As of December 31, 2025, accumulated amortization related to the client list totaled \$165,996, resulting in a net carrying amount of \$488,293. Amortization expense for the year ended December 31, 2025 was \$165,996. No amortization expense was recorded during the year ended December 31, 2024.

Management evaluates intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. No impairment indicators were identified during the period.

Intangible assets consisted of the following at each balance sheet date:

	December 31, 2025	December 31, 2024
Intangible asset-client list	\$ 654,289	\$ -
Accumulated amortization	(165,996)	-
Net book value	\$ 488,293	\$ -

The future amortization of the intangible asset is as follow:

Calendar Year	Amount
2026	218,096
2027	218,096
2028	52,101
Total Intangible Asset Amortization	488,293

NOTE 10. EQUITY SECURITIES

On April 17, 2025, the Company entered into a Subscription Agreement with Baby Ark Ltd., a privately held company, to purchase 11,455 ordinary shares for a total subscription price of \$150,000. The investment represents less than 20% of Baby Ark's outstanding equity, and the Company does not have significant influence over Baby Ark's operations.

The investment is accounted for in accordance with ASC 321, *Investments – Equity Securities*, at cost, adjusted for observable price changes in orderly transactions for the identical or a similar investment of the same issuer, and for impairment. As of December 31, 2025, the carrying amount of the investment was \$150,000. No adjustments for observable price changes or impairments were recorded during the year ended December 31, 2025.

NOTE 11. RIGHT OF USE ASSETS AND LEASE LIABILITIES

The Company accounts for its operating leases in accordance with *ASC 842, Leases*. At lease commencement, the Company recognizes a right of use (“ROU”) asset and a corresponding lease liability based on the present value of lease payments over the lease term. Lease payments consist primarily of fixed rent obligations. Variable lease payments that depend on usage or performance are recognized in the period in which the obligation for those payments is incurred. The Company’s lease agreements do not contain any material residual value guarantees or restrictive covenants.

The Company’s ROU assets and lease liabilities are presented separately on the consolidated balance sheets. Lease expense is recognized on a straight-line basis over the lease term and is included in general and administrative expenses in the consolidated statements of operations.

On December 15, 2024, the Company entered into a non-cancellable office lease agreement for its principal office located in Miami, Florida. The lease commenced in January 2025 and has a term of 36 months, expiring in December 2027. The lease requires monthly fixed payments and provides for a one-month rent-free period at commencement, with two months of security deposit.

The ROU asset and corresponding lease liability were initially recognized as of December 31, 2024, based on the present value of remaining lease payments. The discount rate used to measure the present value of lease payments was based on the Company’s estimated incremental borrowing rate at lease inception.

The following table presents the balances of operating lease ROU assets and liabilities as of December 31, 2025 and 2024:

<u>Operating leases</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Right of use assets, net	\$ 134,961	\$ 192,866
Lease liabilities, current	\$ 65,978	\$ 50,773
Lease liabilities, non-current	76,116	142,093
Total operating lease liabilities	\$ 142,094	\$ 192,866
	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Lease liabilities beginning balance	\$ 192,866	\$ -
Additional	-	192,866
Accretion interest expense	17,288	-
Lease payment	(68,060)	-
Lease liabilities ending balance	\$ 142,094	\$ 192,866
Weighted average remaining lease term (in years)	2.25	3.00
Weighted average discount rate (%)	10.00%	10.00%

The components of lease expenses for the years ended December 31, 2025 and 2024 were as follows:

	<u>For the year ended December 31, 2025</u>	<u>For the year ended December 31, 2024</u>
Operating lease cost	75,193	-

Total lease cost	75,193	-
Cash paid for amounts included in the measurement of lease liabilities:	For the year ended December 31, 2025	For the year ended December 31, 2024
Operating cash flows from operating lease	68,060	-
Supplemental noncash information:		
Right of use assets obtained in exchange for lease obligation:	-	-

Future minimum lease payments under non-cancelable operating leases as of December 31, 2025 is as follows:

	December 31, 2025
2026	77,217
2027 and thereafter	80,302
Total lease payments	157,519
Less: Imputed interest	(15,425)
Present value of lease liabilities	142,094
Less: current portion	65,978
Lease obligations, noncurrent	\$ 76,116

NOTE 12. DIVESTITURES

The Company may divest certain businesses from time to time based upon review of the Company's portfolio considering, among other items, factors relative to the extent of strategic and technological alignment and optimization of capital deployment, in addition to considering if selling the businesses results in the greatest value creation for the Company and for stockholders.

On May 24, 2023, the Company entered a share exchange agreement with Prestigious, Attache and Brand Vault, (collectively, the "Subsidiaries"), and Dan Boiangin ("Boiangin"), Conrad Alfonso ("Alfonso") and CMMK Investments LLC ("CMKK" and together with Boiangin and Alfonso, the "Purchaser"). The Purchaser transferred to the Company, 38,000,000 (Thirty-Eight Million) shares of the Company's common stock, in exchange for one hundred percent (100%) of the outstanding membership interests of the Subsidiaries. In accordance with the terms of the underlying agreements, this was an equity transaction, and the Company did not recognize any gain or loss. As of December 31, 2024, the 38,000,000 shares of common stock transferred to the Company have been cancelled.

NOTE 13. REVERSE RECAPITALIZATION

On May 24, 2024 (the "Closing Date"), the Company completed a business combination with Fortunco pursuant to which the Company issued 38,000,000 shares of common stock, representing an approximate 73% ownership interest in the Company, in exchange for 100% of the outstanding membership interest of Fortunco (the "Transaction"). Although the Company is the legal acquirer, the Transaction is accounted for as a reverse recapitalization under U.S. GAAP (ASC 805-10-55 through 55-15 and ASC 805-40). Fortunco is considered the accounting acquirer for financial reporting purposes because its former members obtained control of the combined entity. Accordingly:

- The consolidated financial statements of the Company for periods prior to the Closing Date represent the historical financial statements of Fortunco;
- The assets and liabilities of Fortunco are carried forward at historical cost;
- The net monetary assets (liabilities) of the Company are recorded as of the Closing Date;

- Transaction costs incurred by Fortunco are expensed as incurred;
- Transaction costs incurred by the Company are treated as a reduction of equity (additional paid-in capital, specifically);
- The difference between (i) the fair value of the equity interests deemed issued by Fortunco to the former stockholders of the Company and (ii) the net monetary value of the Company's monetary net assets is recorded as a reduction to equity.
- No goodwill or bargain purchase gain is recognized in the transaction;

The following table summarizes the consideration deemed transferred to the former stockholders of the Company and the fair value of the net assets acquired at the Closing Date:

Consideration deemed transferred	
Fair value of Company's common stock issued to former stockholders (1)	\$ 763,800
Total consideration transferred	<u>\$ 763,800</u>
(1) Determined based on the number of common stock issued (38,000,000) multiplied by the per share closing price of the Company's common stock on the Closing Date (\$0.0201)	
Net assets (liabilities) acquired and reconciliation of effect of recapitalization:	
Total assets acquired	\$ -
Total liabilities assumed	<u>(472,687)</u>
Net assets (liabilities) acquired	<u>\$ (472,687)</u>
Increase in equity for fair value of consideration transferred	\$ 763,800
Reduction of equity for excess of fair value of consideration	
Transferred over net assets acquired	<u>(1,236,487)</u>
Net equity effect of recapitalization	<u>\$ (472,687)</u>

NOTE 14. RELATED PARTY TRANSACTIONS

The Company enters into transactions with related parties in the ordinary course of business. Related parties include entities controlled by, or under common control with, the Company's officers and directors. The Company discloses related party transactions in accordance with ASC 850, *Related Party Disclosures*.

Management Fees and Compensation to Related Parties

The Company incurs compensation and incentive payments to entities controlled by certain officers of the Company pursuant to management and consulting arrangements. For the year ended December 31, 2025, the Company incurred incentive-based management fees to related parties in the amount of \$920,928. These amounts were recorded within management fees in the accompanying statements of operations.

Convertible Notes with Related Parties

On November 15, 2024, the Company entered into a convertible debenture agreement with Alejandro Sese and Gina Sese, related parties, for principal of \$200,000. On December 1, 2025, the Company entered into a Note Satisfaction and Final Release agreement with the Holder, pursuant to which the original debenture was fully satisfied and extinguished. In connection with this settlement, the Company issued a new promissory note to Makro20 Management, LLC, a related party, which replaced the original obligation (see Note 5). As of December 31, 2025, the new convertible note outstanding principal balance was \$200,000 with accrued interest of \$1,644.

On June 30, 2024, the Company entered into a convertible debenture with Prada Law Firm, PLLC, a related party, for principal of \$31,395. As of December 31, 2025 and 2024, the outstanding principal balance was \$0 and \$31,395 with accrued interest of \$0 and \$1,583, respectively. As of December 31, 2025, the principal and accrued interest was settled and paid in full by the Company.

The material terms and conditions of these convertible debentures are described in Note 5 - Convertible Notes Payable.

Equity Contributions from Related Parties

Fortun Advance, LLC is a consolidated subsidiary of the Company, in which the Company holds a 51% controlling interest and Indalo MCA holds a 49% noncontrolling interest. Indalo MCA is a related party as it is controlled by an officer of the Company.

During the year ended December 31, 2024, Indalo MCA made capital contributions totaling \$2,300,000 in exchange for a 49% equity interest in Fortun Advance. During the three months ended March 31, 2025, Indalo MCA made additional capital contributions of \$300,000 pursuant to the same ownership arrangement.

These contributions were recorded as equity contributions attributable to noncontrolling interest.

NOTE 15. SEGMENT REPORT

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (“CODM”), or decision-making group, in deciding how to allocate resources and in assessing performance. The Company concluded that the Company’s CODM is the chief executive officer.

In accordance with ASC 280, *Segment Reporting*, the CODM reviews the consolidated results of operations when making decisions about allocating resources and assessing the performance of the group as a whole; hence, the Company has only one operating segment. Substantially all of the Company’s assets and operations are located in and conducted within the United States.

The following table presents segment revenue, segment profit or loss, and significant segment expense for the year ended December 31:

	2025	2024
Revenue	\$ 5,560,574	\$ 865,824
Less:		
Selling, general and administrative	2,073,875	569,739
Payroll expense	355,735	-
Contract labor	172,156	128,316
Depreciation expense	165,996	-
Bad debt expense	968,732	513,854
Interest expense	186,381	35,312
Professional service fees	534,372	68,189
Inducement expense-debt settlement	79,002	-
Income taxes provision	(38,486)	(100,799)
Segment net income (loss)	\$ 1,062,811	\$ (348,787)
Reconciliation of profit or loss	\$ -	\$ -
Adjustments and reconciling items	-	-
Consolidated net income (loss)	\$ 1,062,811	\$ (348,787)

NOTE 16. COMMITMENTS AND CONTINGENCIES

The Company is not currently a party to any material legal proceedings, investigation or claims. As the Company may, from time to time, be involved in legal matters arising in the ordinary course of its business, there can be no assurance that such matters will not arise in the future or that any such matters in which the Company is involved, or which may arise in the ordinary course of the Company's business, will not at some point proceed to litigation or that such litigation will not have a material adverse effect on the business, financial condition or results of operations of the Company.

NOTE 17. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date the financial statements were issued and has determined that there were no subsequent events that require adjustment to or disclosure in the accompanying financial statements.