

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BitFrontier Capital Holdings, Inc.
(OTCID: BFCH)
d/b/a UNLOCKD, Inc.

Incorporated in: State of Wyoming
SIC Code: 2086 Manufacture of Bottled Beverages

Address of Principal Executive Offices:
342 N Queen St. Warehouse D
Lancaster, PA 17603

Telephone: +1 813-693-1377

Website: <https://UNLOCKDinc.com/>

Investor Relations Contact: Jordan P. Balencic, D.O., CEO — jbalencic@thinkevermind.com

Annual Report

For the period ending: Dec 31, 2025

Outstanding Shares

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

1,271,241,595 as of Dec 31, 2025 (period end)

482,365,290 as of December 31, 2024 (most recent fiscal year end)

Note: Any changes after December 31, 2025 are disclosed under "Subsequent Events."

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 Control¹ of the company has occurred over this reporting period:

¹ "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.

Yes: No:

A Change in Control occurred **after** the reporting period on July 21, 2025 (see “Subsequent Events”).

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

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

Current name of issuer: BitFrontier Capital Holdings, Inc. (d/b/a UNLOCKD, Inc.)

Previous names (with dates):

Purio, Inc. — name change approved December 20, 2017; effective in the market February 5, 2018.

AOM Minerals, Ltd. — incorporated June 3, 2005; changed name to Purio, Inc. on December 5, 2007.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer’s current standing in its state of incorporation (e.g., active, default, inactive):

The Company was originally incorporated in Nevada on June 3, 2005 and redomiciled to Wyoming on August 14, 2010. The issuer’s standing in Wyoming is Active.

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

None.

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

Currently anticipated:

On October 31, 2025, the Company executed a Letter of Intent with a global consumer-brand partner to develop and commercialize a wellness-oriented beverage line. The LOI establishes a structured framework under which the Company would oversee product development and market introduction through a majority-owned subsidiary. The LOI is non-binding, other than customary confidentiality and exclusivity provisions, and is structured to become binding upon the satisfaction of specified closing conditions. No equity has been issued in connection with this LOI.

On November 5, 2025, the Company’s Board of Directors approved an increase in its previously authorized seed financing round from \$150,000 to \$175,000 under the same fixed-price terms and exemptions previously approved.

On November 9, 2025, the Company’s Board of Directors approved resolutions authorizing the adoption of a Digital-Asset Treasury Policy and permitting the acceptance of cryptocurrency as consideration for equity issuances under applicable securities law exemptions. These actions represent strategic authorizations and do not constitute a recapitalization or equity issuance.

Occurred within the past 12 months:

On July 21, 2025, a Change of Control occurred in which Jordan P. Balencic, D.O. acquired all outstanding Series D Preferred super-voting shares of the Company and assumed the role of Chief Executive Officer. This transfer of control was executed pursuant to a Change of Control Agreement between Dr. Balencic and former CEO Andrew Gilton II.

On December 31, 2025, the Company completed its previously disclosed acquisition of substantially all assets of ERApeutics, LLC (d/b/a EVERMIND™) pursuant to a definitive Asset Purchase Agreement. The transaction was structured as an asset purchase, and the Company did not assume any liabilities of ERApeutics, LLC.

Consideration for the acquisition consisted solely of equity, specifically the issuance of 400,000,000 shares of the Company's restricted common stock. The parties established a contractual benchmark value of \$0.01 per share for purposes of structuring the transaction. No cash consideration was paid.

For financial reporting purposes, the Company expects to record the transaction based on the fair market value of its common stock at the time of closing, which was approximately \$0.0007 per share as of December 31, 2025, resulting in an implied value materially lower than the contractual benchmark. The Company notes that the contractual benchmark was utilized for capital structure alignment and transaction consistency, and should not be interpreted as a reflection of current market valuation at the time of closing.

The shares issued in connection with the transaction were allocated among ERApeutics stakeholders in accordance with a pre-determined allocation schedule. However, the distribution of shares to underlying investors is subject to individual election and administrative processing. The Company expects that a substantial portion of such shares will be distributed in Q2 2026.

All shares issued in connection with the transaction are restricted securities and are not freely tradable.

The address(es) of the issuer's principal executive office:

342 N Queen St. Warehouse D
Lancaster, PA 17603

The address(es) 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: Pacific Stock Transfer Company
Phone: (702) 433-1979
Email: ss@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act? Yes: No:

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>BFCH</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>09174L104</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>5,000,000,000</u>	as of December 31, 2025
Total shares outstanding:	<u>1,271,421,595</u>	as of December 31, 2025
Total number of shareholders of record:	<u>50</u>	as of December 31, 2025

Other classes of authorized or outstanding equity securities:

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). 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:	<u>Preferred D</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>51</u>	as of December 31, 2025
Total shares outstanding (if applicable):	<u>51</u>	as of December 31, 2025
Total number of shareholders of record (if applicable):	<u>1</u>	as of December 31, 2025

Exact title and class of the security:	<u>Preferred C</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>24,750,000</u>	as of December 31, 2025
Total shares outstanding (if applicable):	<u>14,500,000</u>	as of December 31, 2025
Total number of shareholders of record (if applicable):	<u>7</u>	as of December 31, 2025

Notes:

(i) On September 9, 2025, 4,000,000 shares of Series C Preferred Stock previously issued to Bryan Wilkinson were returned to the Company and canceled. No consideration was paid in connection with the cancellation. (ii) Pursuant to the Change of Control Agreement executed on July 21, 2025, 6,250,000 shares of Series C Preferred Stock held by Andrew Gilton II were converted into 12,500,000 shares of Common Stock at a one-for-two (1:2) conversion ratio. These actions reduced the total Series C Preferred shares outstanding from 24,750,000 as of June 30, 2025 to 14,500,000 as of December 31, 2025.

Exact title and class of the security:	<u>Preferred F</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>20,000,000</u>	as of December 31, 2025
Total shares outstanding (if applicable):	<u>0</u>	as of December 31, 2025
Total number of shareholders of record (if applicable):	<u>0</u>	as of December 31, 2025

Notes:

Pursuant to the Change of Control Agreement executed on July 21, 2025, 20,000,000 shares of Series F Preferred Stock held by Andrew Gilton II were converted into 40,000,000 shares of Common Stock at a one-for-two (1:2) conversion ratio. Following the conversion, there were no Series F Preferred shares outstanding as of December 31, 2025.

Security Description:

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

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

Dividend Rights: Eligible when and if declared by the Board.
Voting Rights: 1:1 (one vote per share).
Preemptive Rights: None.

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

Series D Preferred Stock: 51 super-voting shares, representing 51% of total voting power. *Not convertible into common stock.*

Series C Preferred Stock: Convertible into common stock at a rate of 1:2.

Series F Preferred Stock: All 20,000,000 shares previously outstanding were converted to common stock on September 30 2025 pursuant to the Change of Control Agreement; no Series F shares remain outstanding.

3. Describe any other material rights of common or preferred stockholders.

N/A

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 other than the retirement of the Series F Preferred Stock class through conversion as noted above.

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

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>1/1/2024</u> Common: <u>457,830,708</u> Preferred: <u>44,750,051</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>07/02/2024</u>	<u>New Issuance</u>	<u>23,026,666</u>	<u>Common</u>	<u>.00135</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>12/23/2024</u>	<u>New Issuance</u>	<u>70,760,666</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>02/15/2025</u>	<u>New Issuance</u>	<u>44,535,555</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>06/30/2025</u>	<u>New Issuance</u>	<u>51,282,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>04/17/2025</u>	<u>New Issuance</u>	<u>56,616,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>04/23/2025</u>	<u>New Issuance</u>	<u>58,324,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/02/2025</u>	<u>New Issuance</u>	<u>68,565,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/07/2025</u>	<u>New Issuance</u>	<u>74,500,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/08/2025</u>	<u>New Issuance</u>	<u>65,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Andrew Gilton III</u>	<u>Mgt Comp</u>	<u>Restricted</u>	<u>Restricted</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>86,700,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/15/2025</u>	<u>New Issuance</u>	<u>97,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/18/2025</u>	<u>New Issuance</u>	<u>107,101,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>09/30/2025</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Douglas Vaughn</u>	<u>Services; Corporate Filings</u>	<u>Restricted</u>	<u>Restricted</u>
<u>09/30/2025</u>	<u>New Issuance</u>	<u>10,323,750</u>	<u>Common</u>		<u>Yes</u>	<u>Jordan Balencic D.O.</u>	<u>Cash Contribution</u>	<u>Restricted</u>	<u>Restricted</u>

09/30/2025	New Issuance	6,250,000	Common		Yes	William Cheek	Cash Contribution	Restricted	Restricted
09/30/2025	Cancellation	(4,000,000)	Preferred Class C			Bryan Wilkison			
09/30/2025	Pref F Conversion	40,000,000 (20,000,000)	Common Pref F		Yes	Andrew Gilton II	Mgt Comp Pref F	Restricted	Restricted
09/30/2025	Pref C Conversion	12,500,000 (6,250,000)	Common Pref C		Yes	Andrew Gilton II	Mgt Comp Pref C	Restricted	Restricted
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date 12/31/2025									
Common: <u>1,271,421,595</u>									
Preferred: <u>14,500,051</u>									

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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

Shares Vested, Reserved, or Earned but Unissued (as of report date)

The following represents shares that are vested, reserved, or contractually earned but have not been issued as of the report date. Such shares are not included in the Company's issued and outstanding share count and will only be issued upon satisfaction of applicable conditions, including holder election, contractual terms, or administrative processing:

1. BGT Direct – 10,000,000 shares (vested November 26, 2018; Reg A stock purchase)
2. Traveling Caregivers – 7,500,000 shares (vested March 14, 2019; Reg A stock purchase)
3. Jeffrey Mutual – Up to 200,000,000 shares issuable pursuant to amended convertible note agreement (see below)
4. EVERMIND (ERApeutics, LLC stakeholders) – 400,000,000 shares issued at the transaction level but subject to individual investor election and distribution, as further described below
5. Executive Compensation (Employment Agreement) – shares issuable pursuant to the Company's Employment Agreement with its Chief Executive Officer, as described below

The Company notes that shares described as "vested," "earned," "reserved," or "allocated" have not been issued as of the report date and are therefore not included in the Company's issued and outstanding share count. Any such shares would only be issued upon satisfaction of applicable conditions and in compliance with relevant corporate approvals and securities laws.

Legacy Share Issuances – Status Update

On December 9, 2025, the Company entered into a Rescission and Mutual Release Agreement with Who Are You Holdings, Inc., pursuant to which the previously vested 2,500,000 shares associated with that entity were formally rescinded and are no longer issuable.

With respect to BGT Direct and Traveling Caregivers, the Company has made multiple attempts to contact the respective parties regarding their previously vested share positions. As of the date of this report, no response has been received.

Accordingly, the Company is evaluating the status of these shares and believes that such shares may ultimately be deemed unissuable and subject to cancellation, subject to further review and compliance with applicable corporate and securities laws.

The Company is actively engaged in reviewing legacy equity issuances as part of its broader capital structure cleanup and intends to take appropriate action, including cancellation where warranted, to ensure the accuracy and integrity of its capitalization.

Executive Compensation – Equity Issuance Mechanics

On January 1, 2026, the Company entered into an Employment Agreement with its Chief Executive Officer, effective retroactively to July 22, 2025.

Under the terms of the agreement, the Executive is entitled to equity-based compensation that vests over a multi-year period. Vested equity represents a contractual right to receive shares but is not automatically issued upon vesting. Issuance of shares occurs only upon the Executive's written election and in compliance with applicable securities laws.

The agreement also permits the deferral of salary, stipends, and other compensation, which may be satisfied in equity at a future date at the election of the Executive.

Equity compensation that is vested or earned under the Employment Agreement is recorded as accrued or earned compensation, as applicable, and does not result in share issuance unless and until such issuance is requested and effected in accordance with applicable law.

The Company believes this structure aligns management with long-term shareholder value while preserving flexibility in managing its capital structure and timing of equity issuances.

Convertible Debt – Jeffrey Mutual (Amended July 24, 2025)

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement, the conversion price was fixed at \$0.01 per share of Common Stock. The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate, as reflected in the Company's transfer agent reserve. A 9.9% beneficial ownership limitation applies at all times. Conversion may be made on demand by written instruction to the Company's transfer agent. The Rule 144 holding period tacks to the original issuance dates of the underlying notes. A full mutual release of all claims related to the prior debt instruments was executed.

As a result of the July 24, 2025 amendment and subsequent conversions, all variable-rate convertible debt obligations were eliminated. The remaining instrument reflects a fixed-price, capped conversion structure and does not contain features commonly associated with variable-rate or "toxic" convertible instruments.

Accordingly, as of December 31, 2025, the Company does not have any variable-rate convertible debt outstanding. Management believes this restructuring materially improves the Company's capital structure and reduces uncertainty associated with legacy conversion features.

Conversions to Date

During the fiscal year ended June 30, 2025, Mr. Mutual converted portions of the legacy notes into an aggregate of approximately 210,000,000 shares of Common Stock.

No conversions occurred during the quarter ended December 31, 2025.

Any remaining balance is convertible solely under the fixed-price and capped terms described above.

EVERMIND Transaction – Share Distribution Mechanics

In connection with the acquisition of EVERMIND™, the Company issued 400,000,000 shares of restricted common stock at the transaction level pursuant to the Asset Purchase Agreement.

However, underlying ERApeutics, LLC stakeholders do not automatically receive issued shares. Instead, individual investors must elect to convert their membership interests into BFCH restricted common stock. Distribution of shares is subject to administrative processing, securities law compliance, and coordination with the Company’s transfer agent. The Company expects that a substantial portion of such distributions will occur in Q2 2026.

All shares associated with the transaction are restricted securities and are not freely tradable. As a result, a significant portion of these shares had not yet been distributed to individual holders as of December 31, 2025.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)

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

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement:

- The conversion price was fixed at \$0.01 per share of Common Stock.
- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the Company’s current reserve schedule with its transfer agent, which shows 200,000,000 shares reserved for potential issuance under the amended agreement.
- A 9.9% beneficial ownership limit applies at any given time.
- Conversion may be made on demand by written instruction to the Company’s transfer agent.
- The agreement tacks Rule 144 holding period to the original note issuance dates.
- A full mutual release of all claims related to the prior debt instruments was included.

As a result of the July 24, 2025 amendment and subsequent conversions, all variable-rate convertible debt instruments previously issued to Mr. Mutual were fully extinguished and no longer meet the definition of a liability under U.S. GAAP. Accordingly, the Company had **no outstanding promissory or convertible notes** as of December 31, 2025.

Mr. Mutual remains a significant historical creditor of the Company and, by virtue of his prior holdings, is deemed a beneficial owner of more than five percent of the Company's Common Stock for purposes of SEC Rule 13d-3. However, because of the contractual 9.9 percent beneficial-ownership limitation and the elimination of all variable-rate features, Mr. Mutual is **not** deemed a control person for purposes of Rule 405 of the Securities Act of 1933 or OTC Markets disclosure.

Management has been advised that Mr. Mutual currently does not intend to request any further conversions unless the market price of the Company's Common Stock is at or above \$0.01 per share, which corresponds to the fixed conversion rate established under the amended agreement. This statement reflects the noteholder's current intention only, is not contractually binding, and may change without notice.

4) Issuer's Business, Products and Services

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

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

The Company has completed a strategic turnaround and repositioning under the name UNLOCKD Inc., and is now operating as a capital-efficient public platform focused on human optimization, functional consumer products, health technologies, and performance infrastructure.

This repositioning expanded the Company's scope beyond its former cryptocurrency-mining activities and established a framework for pursuing consumer-product and technology-driven opportunities.

Legacy mining servers and related hosting equipment remain on the Company's balance sheet as legacy assets. These assets are not part of the Company's principal business focus and are being evaluated for potential disposition, redeployment, or other strategic alternatives.

During the third quarter of 2025, the Company transitioned its principal business from data-processing activities to the development, manufacturing, and commercialization of functional wellness products and performance technologies. In connection with this transition, the Company updated its Standard Industrial Classification (SIC) code from 7374 (Data Processing and Preparation) to 2086 (Manufacture of Bottled Beverages).

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

As of the filing date, the Company's subsidiaries include:

- ASICs Miners US LLC – in process of administrative dissolution, expected by December 31, 2025.
- Liquid Immersion LLC – in process of administrative dissolution, expected by December 31, 2025.

The Company intends to organize future subsidiaries under the UNLOCKD platform to manage operating assets across its divisions, including consumer brands, technology initiatives, and intellectual property holdings.

C. Describe the issuers' principal products or services.

The Company's legacy operations included the sale of cryptocurrency-mining servers and related hosting services.

The Company has transitioned its focus toward the development of an integrated platform consisting of the following:

UNLOCKD Labs

The Company's consumer brands division, focused on acquiring, developing, and scaling functional consumer packaged goods and wellness products, including those related to cognitive health, performance, and longevity.

On December 31, 2025, the Company completed its acquisition of substantially all assets of ERApeutics, LLC (d/b/a EVERMIND™), including intellectual property, formulations, brand assets, and related goodwill. The transaction was structured as a non-cash, equity-based asset acquisition.

The EVERMIND™ platform represents the Company's initial operating asset within its consumer products strategy. As of the filing date, commercialization activities are in development and no material revenue has yet been recognized.

UNLOCKD Technologies

The Company's technology division, focused on cognitive, biometric, and performance-related tools, including potential applications involving artificial intelligence and digital health. These initiatives remain in development and have not generated revenue as of the filing date.

UNLOCKD Ventures

The Company's strategic investment and incubation arm, focused on identifying and supporting early-stage consumer brands and intellectual property assets.

On October 31, 2025, the Company executed a non-binding Letter of Intent with a global consumer-brand partner to develop a wellness-oriented beverage line through a majority-owned subsidiary. The proposed structure contemplates Company operational control and consolidation of revenues upon satisfaction of closing conditions. No assurance can be given that a definitive agreement will be executed or that the transaction will be completed.

The Company's operating model integrates consumer products, technology development, and strategic investment activities. All initiatives remain subject to applicable approvals, definitive agreements, and resource availability.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer, and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The Company utilizes leased and third-party facilities, as described below. There are no mortgages or liens on any facility used by the Company.

Corporate / Administrative Office

The Company leases office space located at 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603, which serves as its principal location for management, finance, and investor-relations activities. The facility is adequate for current operational requirements and provides sufficient capacity for administrative expansion as the Company scales. The Company may also utilize co-working or short-term office arrangements as needed for project-based initiatives.

Principal Executive Office of Record

The Company's official executive office address of record with regulatory agencies and the transfer agent is 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603. All corporate correspondence and mail may be directed to this address.

Legacy Mining Equipment and Related Infrastructure

The Company continues to own certain cryptocurrency-mining servers and related hosting and cooling equipment, which remain recorded on the balance sheet as legacy assets. Management is evaluating the condition, valuation, and potential future use of these assets, including possible disposition, lease, or repurposing. No definitive agreements regarding disposition have been executed as of the filing date. Retention of these assets allows the Company to maintain operational continuity while completing its transition into consumer-wellness and performance-technology operations.

Manufacturing and Distribution (Consumer-Wellness Platform)

The Company does not own manufacturing or warehousing facilities. As part of its shift to consumer-product operations, the Company expects to utilize contract manufacturing (co-packing), independent laboratories, and third-party logistics providers for production, testing, and distribution. These relationships will be structured on a project or purchase-order basis without long-term lease or ownership obligations. No binding facility commitments exist as of the filing date.

Facilities No Longer Operated

The Company has no current plans to open or maintain a company-owned facility in Wyoming. Prior references to such locations are no longer applicable following the corporate relocation of management and administrative functions to Pennsylvania.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

As of the period ended December 31, 2025, the following individuals are officers, directors, or beneficial holders of more than 5% of any class of the Company's securities. Beneficial ownership determinations are made pursuant to **Exchange Act Rule 13d-3(d)(1)**, which includes the right to acquire securities within 60 days.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Jordan Balenic, D.O.	CEO	PA/USA	<u>51</u>	<u>Preferred D</u>	<u>100%</u>	<u>Individual ownership</u>

Jordan Balencic, D.O.	CEO	PA/USA	10,323,750	Common	<1%	<u>Individual ownership</u>
Jeffrey Mutual	<u>Non-affiliate, beneficial holder >5%</u>	<u>MI/USA</u>	* -	<u>Common (on conversion)</u>	* -	<u>Beneficial owner</u>

Basis of Ownership: Mr. Mutual previously held multiple legacy convertible promissory notes that were consolidated into a single fixed-price Amended and Restated Convertible Note Agreement dated July 24, 2025. The amended note carries a fixed conversion price of \$0.01 per share of Common Stock, is capped at 200,000,000 shares in the aggregate, and is subject to a 9.9 percent beneficial-ownership limitation at any time. During the fiscal year ended June 30, 2025, Mr. Mutual converted approximately 210,000,000 shares of Common Stock pursuant to the prior instruments. As of December 31, 2025, no convertible-debt liability remains on the Company's balance sheet; however, for purposes of Exchange Act Rule 13d-3(d)(1), Mr. Mutual is deemed a beneficial owner of more than 5 percent of the Company's Common Stock based on his contractual right to acquire additional shares within 60 days.

Subsequent Event – Change of Control (July 21, 2025): On July 21, 2025, Andrew Gilton II resigned as Chief Executive Officer and transferred ownership of 51 shares of the Company's Series D Preferred Stock to Dr. Jordan P. Balencic, D.O., pursuant to a duly executed Change of Control Agreement. The Series D Preferred Stock carries super-voting rights representing 51 percent of the total voting power of the Company. Upon completion of the transfer, Dr. Balencic became the Company's sole control person and Chief Executive Officer, effective that date.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. Been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. Been the subject 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, or banking activities;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

To the Company's knowledge, after due inquiry, none of its officers, directors, or control persons have been the subject of the foregoing matters. The absence of any such history was a factor supporting new management's decision to assume leadership of the Company.

- 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 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.

N/A.

The Company is not, and none of its subsidiaries are, parties to any material pending legal proceedings, nor is management aware of any such proceedings contemplated by governmental authorities. The Company is not aware of any threatened litigation or administrative actions that could materially affect its financial condition or operations.

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd. Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name:
Firm:
Address 1:
Address 2:
Phone:
Email:

The Company's quarterly and annual financial statements are prepared internally by management and qualified service providers / accounting professionals and are not audited. No independent accountant or PCAOB-registered audit firm was engaged to review or audit the financial statements included in this report.

Investor Relations

The Company does not currently engage any third-party investor-relations or public-relations firm. All investor communications, shareholder inquiries, and corporate updates are managed internally by executive management.

All other means of investor communication:

Web: www.unlockdinc.com
X (Twitter): <https://x.com/bfchco>
Email: jbalencic@thinkevermind.com
Disclosures and periodic reports: www.otcmarkets.com/stock/BFCH/disclosure

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: Douglas B. Vaughn
Firm: Independent Contractor
Nature of Services: Assisted with subsidiary consolidation, financial data compilation, and report preparation in connection with this Disclosure Statement.
Address 1: Memphis, Tennessee
Phone: -
Email: -

9) Financial Statements

A. This Disclosure Statement was prepared by:

Name: Douglas B. Vaughn
Title: Accountant/Financial Analyst
Relationship to issuer: Served in an interim administrative capacity as Acting Secretary during the reporting period.

B. The following financial statements were prepared in accordance with:

- U.S. GAAP
 IFRS

C. The financial statements for this reporting period were prepared by (see notes to financials)²:

Name: Douglas B. Vaughn
Title: Accountant / Financial Analyst
Relationship to Issuer: Independent contractor; served in an interim administrative capacity as Acting Secretary during the reporting period
Qualifications: Certified Management Accountant (retired); experienced in subsidiary consolidation, financial modeling, and preparation of financial statements under U.S. GAAP.
Scope of Work: Consolidated subsidiary results with the holding company and prepared draft financial statements for management review and certification.

Governance Transition Note: On July 21, 2025, during the period covered by this report, control of the Company transitioned to Jordan P. Balencic, D.O., who assumed the role of Chief Executive Officer. Accordingly, while financial reporting through early Q3 2025 incorporated information prepared with the assistance of Douglas B. Vaughn (Independent Contractor) and under the oversight of former CEO Andrew Gilton II, all financial-reporting responsibilities have since transitioned to Dr. Balencic as the Company's current Chief Executive Officer.

Reliance on Prior Information Note: Following the change of control, current management has relied upon workpapers and supporting information previously prepared by Douglas B. Vaughn and Andrew Gilton in connection with earlier financial reporting. Management believes this information to

²The financial statements requested pursuant to this item have been prepared in accordance with U.S. GAAP or IFRS by individuals with sufficient financial expertise and are believed to be materially accurate and complete. The Company notes that certain clerical or typographical errors were identified in prior filings; however, such errors did not impact the underlying financial results and are being addressed as part of the Company's ongoing reporting improvements and turnaround process.

10) Issuer Certification

Principal Executive/Financial 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, Jordan P. Balencic, D.O., certify that:

1. I have reviewed this Disclosure Statement for BitFrontier Capital Holdings, Inc. d/b/a UNLOCKD, 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.

03/31/2026

/s/ Jordan P. Balencic, D.O. [CEO's Signature]

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

BitFrontier Capital Holdings, Inc.
(OTCID: BFCH)
d/b/a UNLOCKD, Inc.
Consolidated Balance Sheet

	12/31/2025	12/31/2024
Cash	\$ 7,519	\$ 1,105
Prepaid & Other Assets	\$ -	\$ -
Accounts Receivable	<u>\$ -</u>	<u>\$ 24,473</u>
Total Current Assets	\$ 7,519	\$ 25,578
Building & FFE	\$ -	\$ -
Trademarks & Formulas	\$ 280,000	\$ -
Equipment	\$ 421,212	\$ 421,212
Other L/T Assets	<u>\$ -</u>	<u>\$ 120,135</u>
Total Other Assets	\$ 701,212	\$ 541,347
Total assets	\$ 708,731	\$ 566,925
Accounts payable	\$ 7,500	\$ -
Deferred Revenue	\$ -	\$ -
Notes Payable	\$ -	\$ 2,088,995
Other Current Liabilities	<u>\$ -</u>	<u>\$ 29,458</u>
Current Liabilities	\$ 7,500	\$ 2,118,453
Notes Payable	\$ -	\$ -
Accrued Int Payable	\$ -	\$ -
Other Misc Liabilities	<u>\$ -</u>	<u>\$ 180,607</u>
Long term Liabilities	\$ -	\$ 180,607
Total Liabilities	\$ 7,500	\$ 2,415,239
Common Stock	\$ 127,241	\$ 4,826
Preferred Stock	\$ 1,450	\$ 2,475
Paid In Capital	\$ 3,722,637	\$ 3,702,837
Retained Earnings	\$ (5,421,601)	\$ (5,259,360)
Net Income YTD	<u>\$ (108,496)</u>	<u>\$ (48,239)</u>
Equity	\$ 701,231	\$ (1,732,225)
Total Lib & Equity	\$ 708,731	\$ 566,925

BitFrontier Capital Holdings, Inc.
d/b/a UNLOCKD, Inc.
Consolidated Income Statement

	Year to Date 31-Dec-25	Year to Date 31-Dec-24
Server Sales	\$ -	\$ 1,209,561
Crypto	\$ -	\$ 255,208
IT Services	\$ -	\$ -
<u>other</u>	<u>\$ -</u>	<u>\$ 153,234</u>
Total revenues	\$ -	\$ 1,618,003
Cost of Sales - Servers	\$ -	\$ 1,225,650
Cost of sales - IT Services	\$ -	\$ -
<u>Other Cost of Sales</u>	<u>\$ -</u>	<u>\$ 9,225</u>
Total Cost of Sales	\$ -	\$ 1,234,875
Gross Profit	\$ -	\$ 383,128
Salaries	\$ -	\$ -
Administration	\$ 13,290	\$ 265,614
Marketing	\$ -	\$ -
<u>Interest Expense</u>	<u>\$ 95,206</u>	<u>\$ 165,753</u>
Total Expense	\$ 108,496	\$ 431,367
Net profit	\$ (108,496)	\$ (48,240)

BitFrontier Capital Holdings, Inc.
(OTCID: BFCH)
d/b/a UNLOCKD, Inc.
Consolidated Cash Flow Statement

	Year to Date 31-Dec-25	Year to Date 31-Dec-24
Net Income	\$ (108,496)	\$ (48,240)
Adjustments to reconcile		
Changes in A/R and A/P	\$ -	\$ 6,017
Changes in Other A/L	<u>\$ 6,395</u>	<u>\$ (72,019)</u>
Net Cash From Operations	\$ (102,101)	\$ (66,002)
Investing Activities		
Inter Company	\$ -	\$ -
Hypernova LLC	\$ -	\$ -
Other Investments	<u>\$ -</u>	<u>\$ (7,556)</u>
Net Cash Used Investing	\$ -	\$ (7,556)
Financing Activities		
Inter Company	\$ -	\$ -
Real Estate Loans	\$ -	\$ -
Notes Payable	\$ -	\$ 204,496
Accued Int Pay	\$ 95,206	\$ -
Other Financing	\$ 13,309	\$ -
Equity Contribution/WD	<u>\$ -</u>	<u>\$ (136,767)</u>
Net Cash From Financing	\$ 108,515	\$ 67,729
Net Cash Increase	<u>\$ 6,414</u>	<u>\$ (5,829)</u>
Cash At Beginning of Period	\$ 1,105	\$ 6,934
Cash At End of Period	\$ 7,519	\$ 1,105

UNLOCKD, Inc.
Consolidated Statements of Stockholders Equity

	Preferred Stock		Common Stock		Shares Issuable		Additional	Retained	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Earnings	Stockholders Equity
Balance 12/31/2023	44,750,051	4,475	457,830,708	45,900	-	-	3,553,606	(5,198,650)	(1,307,285)
Net Income YTD 2023								31,615	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (11,578)	(11,578)
preferred stock issued **	-	\$ -	-	\$ -	-	-	\$ -	\$ 102,256	102,256
Common Stock Issued	-	\$ -	93,787,332	\$ 9,379	-	-	\$ 149,231	\$ -	158,610
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ (183,003)	(183,003)
Net Income YTD 2024	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ (48,239)
Balance 12/31/2024	44,750,051	4,475	551,618,040	55,279	-	-	3,702,837	(5,259,360)	(1,289,239)
Net Income YTD 2024								(47,837)	(47,837)
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (114,404)	(114,404)
preferred stock issued **	(30,250,000)	\$ (3,025)	-	\$ -	-	-	\$ -	\$ -	(3,025)
Common Stock Issued	-	\$ -	719,623,555	\$ 71,962	-	-	\$ 19,800	\$ -	91,762
Shares Issuable	-	\$ -	-	\$ -	-	2,380,000	\$ -	\$ -	2,220,709
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Net Income YTD 2025	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ (108,496)
Balance 12/31/2025	14,500,051	1,450	1,271,241,595	127,241	-	2,380,000	3,722,637	(5,421,601)	701,231

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND BUSINESS HISTORY

BitFrontier Capital Holdings, Inc. (the “Company”) was originally incorporated in the State of Nevada on June 3, 2005 as AOM Minerals, Ltd. and later redomiciled to Wyoming in August 2010. The Company has undergone several restructurings and name changes reflecting shifts in business focus, including Purio Inc. (water-clarification technology, 2007–2017) and BitFrontier Capital Holdings, Inc. (cryptocurrency-mining infrastructure, 2017–2024).

On July 21, 2025, control of the Company transferred to Jordan P. Balencic, D.O. pursuant to a Change of Control Agreement. Immediately thereafter, Dr. Balencic assumed the roles of Chairman and Chief Executive Officer and initiated a comprehensive turnaround and repositioning of the Company as UNLOCKD Inc., a platform focused on human optimization, functional consumer products, health technologies, and performance-related assets. The Wyoming Secretary of State accepted the corporate name change to UNLOCKD Inc. on September 29, 2025.

The Company’s legacy subsidiaries, ASICs Miners US LLC and Liquid Immersion LLC, are being administratively dissolved. Related mining equipment remains recorded on the balance sheet and is being evaluated for potential disposition or repurposing.

The Company operates through three divisions:

UNLOCKD Labs – consumer products
UNLOCKD Technologies – performance and digital health tools
UNLOCKD Ventures – strategic investments and incubation

On December 31, 2025, the Company completed the acquisition of substantially all assets of ERApeutics, LLC (d/b/a EVERMIND™), representing its first operating consumer brand platform.

Management believes the Company has continuing operations and is not a shell company as defined under Rule 12b-2 of the Securities Exchange Act of 1934.

NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). All intercompany balances and transactions have been eliminated in consolidation.

As of December 31, 2025, the Company had limited cash resources and has incurred recurring operating losses. These conditions raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date that the financial statements are issued.

Management has implemented, and continues to implement, a plan intended to improve the Company’s liquidity and financial condition. Such plan includes, among other things, the elimination of legacy liabilities, the implementation of fixed-price equity financing, and the acquisition and development of operating assets. However, there can be no assurance that these measures will be successful.

The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 – CONVERTIBLE NOTES PAYABLE

On July 24, 2025, the Company and Jeffrey Mutual executed an Amended and Restated Convertible Note Agreement consolidating prior convertible instruments issued between February 19, 2021 and December 13, 2022.

Key terms of the amended agreement include:

- Fixed conversion price of \$0.01 per share of Common Stock
- Maximum of 200,000,000 shares issuable
- 9.9% beneficial ownership limitation
- Conversion at the holder's election
- Elimination of variable-rate conversion features
- Mutual release of prior claims

As a result of the amendment, all variable-rate conversion features associated with the prior instruments were eliminated.

The remaining instrument is convertible at a fixed price and subject to a capped number of shares. Management evaluated the accounting treatment of the amended instrument in accordance with applicable U.S. GAAP and determined that the features requiring derivative liability treatment were no longer present.

Approximately 210,000,000 shares were issued under legacy agreements prior to June 30, 2025. No conversions occurred during the quarter ended December 31, 2025.

NOTE 4 – DISSOLUTION OF CRYPTO RELATED SUBSIDIARIES

During 2025, the Company initiated the administrative dissolution of its legacy cryptocurrency-related subsidiaries, ASICs Miners US LLC and Liquid Immersion LLC, as part of its strategic transition away from mining-related operations.

The activities of these subsidiaries were not material to the Company's financial statements for the year ended December 31, 2025. Their operations have been discontinued and are no longer part of the Company's primary business focus.

NOTE 5 – EQUITY TRANSACTIONS AND CAPITAL STRUCTURE

During the year ended December 31, 2025, the Company executed a series of equity transactions to simplify its capital structure and address legacy obligations.

Preferred Share Cancellation

On September 9, 2025, the Company accepted the voluntary surrender and cancellation of 4,000,000 shares of Series C Preferred Stock. The shares were returned to authorized but unissued status.

Change of Control Conversion

On September 30, 2025, preferred shares held by prior management were converted into restricted common stock pursuant to the July 21, 2025 Change of Control Agreement. These conversions eliminated legacy preferred stock designations.

Bridge Financing

On September 5, 2025, the Company authorized a fixed-price equity financing of up to \$150,000 at \$0.0008 per share. Limited subscriptions were received during the period.

Capital Structure Review

During 2025, the Company identified and corrected certain historical discrepancies in its capitalization records. Approximately 235,000,000 shares were removed following reconciliation with the transfer agent.

Corporate Name Change

On September 29, 2025, the Company completed a corporate name change to UNLOCKD Inc. with the Wyoming Secretary of State.

NOTE 6 – EVERMIND ASSET PURCHASE

On December 31, 2025, the Company acquired substantially all assets of ERApeutics, LLC (d/b/a EVERMIND™), including intellectual property, formulations, brand assets, and related goodwill.

The transaction was structured as an asset purchase. The Company did not assume any liabilities of ERApeutics, LLC.

Consideration consisted solely of the issuance of 400,000,000 shares of restricted common stock. The parties established a contractual benchmark value of \$0.01 per share for purposes of structuring the transaction.

For financial reporting purposes, the Company expects to record the transaction based on the fair market value of its common stock at the time of closing, which was approximately \$0.0007 per share as of December 31, 2025.

The shares issued are restricted securities and subject to applicable resale limitations.

Distribution of shares to underlying ERApeutics stakeholders is subject to investor election and administrative processing. As of December 31, 2025, a substantial portion of such shares had not yet been distributed to individual holders.

NOTE 7 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these financial statements were issued.

The following material events occurred subsequent to December 31, 2025:

In February 2026, the Company executed a subscription agreement for an equity financing in the aggregate amount of \$160,000. As of the date of this filing, no funds have been received under the subscription agreement. Funding remains subject to the satisfaction of certain conditions, including the execution of a binding strategic transaction. The Company remains in active communication with the investor and may receive partial funding in advance of full closing. Management retains the ability to reopen or expand the financing on similar terms.

The Company continues to pursue a previously disclosed strategic partnership with a globally recognized fashion and media brand related to the development and commercialization of a “beauty-from-within” functional beverage product. The originally contemplated transaction structure involved a sublicense arrangement through an existing license holder. During the course of diligence, the Company determined that the license holder was not in compliance with certain obligations under its licensing arrangements with the brand owner, and as a result, the originally contemplated structure has not been completed.

The Company has subsequently engaged in direct discussions with the brand owner regarding a potential alternative structure for the commercialization of the product. These discussions are ongoing and are focused on aligning the Company's operating capabilities with the brand owner's global platform and intellectual property. Management is actively engaged in advancing this opportunity and views it as a strategically significant initiative for the Company's consumer product platform. While discussions remain ongoing, no definitive agreement has been executed, and there can be no assurance that a transaction will be completed or that any particular structure will be agreed upon.

The Company is also engaged in ongoing discussions with a revenue-producing, third-party financial technology and marketing platform regarding a potential strategic transaction involving the integration of such platform within the Company's public market structure. These discussions are preliminary and exploratory in nature. No binding agreement has been executed, and any potential transaction would be subject to further negotiation, due diligence, and customary approvals.

Following the closing of the EVERMIND asset acquisition, the Company has commenced integration and development activities related to the acquired assets.

Except as disclosed above, management is not aware of any other material subsequent events that would require recognition or disclosure in the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

Overview

The year ended December 31, 2025 marked the completion of the Company's structural reset and the beginning of its transition toward an operating platform model. Legacy operations generated negligible revenue and nominal expenses, while management executed a series of actions to restructure governance, simplify the capital structure, and reposition the Company as a public platform focused on functional consumer products and performance-related technologies. These actions were designed to establish a foundation for disciplined execution, capital formation, and long-term value creation.

Quarter Highlights

During 2025, management completed a series of actions that materially altered the Company's capital structure and operating direction.

All legacy variable-rate convertible debt instruments were restructured into a single fixed-price, capped conversion arrangement at \$0.01 per share. This eliminated variable conversion features and significantly reduced uncertainty associated with prior financing structures. Management believes these actions represent a fundamental improvement in the Company's capital structure and provide a more stable foundation for future growth.

The Company also identified and corrected historical discrepancies in its capitalization records, resulting in the removal of approximately 235,000,000 unsupported shares and improving alignment between the Company's capitalization and its underlying corporate structure.

The Company authorized a fixed-price common equity financing of up to \$150,000, which was subsequently increased to \$175,000. This financing structure was designed to provide near-term working capital while maintaining discipline around dilution and avoiding the use of variable-rate instruments.

On December 31, 2025, the Company completed the acquisition of substantially all assets of ERApeutics, LLC (d/b/a EVERMIND™), representing the Company's first operating consumer brand platform and a key step in its transition toward revenue-generating activities.

In addition, the Company entered into a non-binding Letter of Intent with a globally recognized fashion and media brand related to the development of a “beauty-from-within” functional beverage product. While this transaction has not yet closed, management continues to actively advance this opportunity as part of the Company’s broader platform strategy.

Outlook and Strategic Priorities

Management’s near-term priorities are focused on transitioning from restructuring to execution and building a scalable operating platform.

The Company intends to integrate the EVERMIND™ platform and advance commercialization efforts, representing its initial step into consumer product operations. In parallel, management is actively evaluating additional acquisition and partnership opportunities that may complement and expand the Company’s portfolio.

The Company also intends to complete its previously authorized equity financing and allocate capital toward operational readiness and product development. While a subscription agreement has been executed, funding has not yet been received and remains subject to closing conditions.

The Company continues to pursue a strategic partnership with a global consumer brand, as described above. Management remains actively engaged in advancing this opportunity and views it as a strategically important component of its consumer platform development; however, no assurance can be provided that a transaction will be completed.

Management is also engaged in preliminary discussions regarding potential strategic transactions involving technology platforms that may complement the Company’s operating model and enhance its capabilities over time.

The Company intends to evaluate potential future capital raises, including a Regulation A offering, to support growth initiatives and expansion of its platform. Any such offering would be subject to market conditions, regulatory requirements, and execution of the Company’s business plan.

In addition, the Company has adopted a digital asset treasury framework and may allocate a portion of future capital to digital assets as part of its broader capital strategy.

Industry Context and Rationale

The functional beverage and wellness consumer product markets continue to experience growth driven by increasing consumer demand for health, performance, and preventative wellness solutions.

The Company’s strategy is to identify and develop consumer brands that can benefit from shared infrastructure across manufacturing, compliance, and distribution. Management believes that a portfolio-based approach may provide operating efficiencies and scalability over time.

While industry participants have achieved a range of valuation outcomes, such outcomes are dependent on successful execution, market conditions, and access to capital.

Long-Term Vision

The Company intends to build a portfolio of consumer product and performance-related brands within a unified public platform structure, providing investors with exposure to multiple operating assets within a single corporate framework.

Management is also evaluating emerging technologies, including tokenization and digital equity frameworks, as potential future enhancements to shareholder participation and capital structure flexibility. These initiatives remain in the exploratory stage.

Summary

The Company exited 2025 with a simplified capital structure, elimination of legacy variable-rate debt, and the completion of its initial asset acquisition. Management believes these actions represent a meaningful transition from restructuring to execution and establish a foundation for future operational development.

The Company's ability to execute its strategy will depend on its ability to secure capital, complete strategic transactions, and successfully commercialize its assets. There can be no assurance that these objectives will be achieved.