

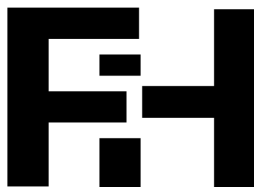
# Frequency Holdings Inc.

Amendment to [Annual Report](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/27/2026

## Explanatory Note:

Amended Beneficial Owners and Convertible Note Holders listed as entities to included the control person. Items 3A, Item 3b, Item 6

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



**FREQUENCY HOLDINGS INC.**

8910 West 192nd St North, Mokena, Illinois 60448

312-288-8000

<https://frequencyhold.com/>

[pr@frequencyhold.com](mailto:pr@frequencyhold.com)

**Amended Annual Report**

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

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

2,088,079,698 as of December 31, 2025

384,088,943 as of December 31, 2024

**Shell Status**

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

Yes:  No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>15</sup> of the company has occurred during this reporting period:

Yes:  No:

<sup>15</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Frequency Holdings Inc. (2025)  
formerly Yuengling's Ice Cream Corporation (2021), Aureus, Inc. (2019), Hohme, Inc. (2017)  
and Aureus Incorporated (2013)

Current State and Date of Incorporation or Registration: State of Nevada, April 19, 2013

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. The issuer has remained a Nevada corporation during the past five years, and is in good standing.

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

No trading suspension.

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

On May 9, 2025, the Company changed its name in Nevada from Yuengling's Ice Cream Corporation to Frequency Holdings Inc. The related FINRA name and ticker symbol change to Frequency Holdings Inc. and FRQN became effective on July 25, 2025. On March 31, 2025, the Company completed a strategic restructuring transaction pursuant to which certain former operating assets and liabilities were transferred to an unrelated third party.

Address of the issuer's principal executive office:

8910 West 192nd St North, Mokena, Illinois 60448

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: Pacific Stock Transfer Company  
Phone: (800) 785-7782  
Email: info@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

### **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:	FRQN	
Exact title and class of securities outstanding:	Common	
CUSIP:	98841L209	
Par or stated value:	\$0.001 par value	
Total shares authorized:	5,400,000,000	as of date: 12/31/2025
Total shares outstanding:	2,088,079,698	as of date: 12/31/2025
Total number of shareholders of record:	12	as of date: 12/31/2025

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

None

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

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

Exact title and class of the security:	Series A Preferred Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	10,000,000	as of date: 12/31/2025
Total shares outstanding:	475,000	as of date: 12/31/2025
Total number of shareholders of record:	1	as of date: 12/31/2025

Exact title and class of the security:	Series C Preferred Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	8,750,000	as of date: 12/31/2025
Total shares outstanding:	8,750,000	as of date: 12/31/2025
Total number of shareholders of record:	27	as of date: 12/31/2025

Exact title and class of the security:	Series D Preferred Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	1,250,000	as of date: 12/31/2025
Total shares outstanding:	1,250,000	as of date: 12/31/2025
Total number of shareholders of record:	2	as of date: 12/31/2025

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

None

**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.**

The Company is authorized to issue common stock, par value \$0.001 per share. Holders of common stock are entitled to one vote per share on all matters submitted to stockholders, subject to any rights of outstanding preferred stock and any class voting rights required by Nevada law or the Company's governing documents. Holders of common stock are entitled to receive dividends when, as, and if declared by the Board of Directors out of legally available funds, are not entitled to preemptive rights, and will share ratably in any assets available for distribution upon liquidation after payment of liabilities and any preferential rights of preferred stockholders.

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

The Company has designated **Series A, Series B, Series C, and Series D Preferred Stock**, the rights of which are set forth in the applicable Certificates of Designation.

Dividend rights vary by series; certain series provide for cumulative dividends on stated value, while others do not provide for dividends. Voting rights also vary by series; Series A has super-voting rights representing 66.666% of the total voting power so long as at least one share remains outstanding, while other series generally vote on an as-converted basis or, in some cases, may be non-voting. Conversion rights vary by series and generally permit conversion into common stock at fixed or formula-based terms, subject in certain cases to holding periods and beneficial ownership limitations. Upon liquidation, holders of preferred stock generally have rights senior to common stock, including payment of stated value and any accrued but unpaid dividends, subject to the terms of the applicable series. Certain series also include redemption rights or event-based redemption protections, and the Company does not maintain any sinking fund for its preferred stock unless specifically provided in the applicable Certificate of Designation.

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

Certain preferred series include anti-dilution or other structural adjustment provisions and beneficial ownership limitations that restrict conversion to the extent a holder would exceed specified ownership thresholds. The Company's preferred stock also includes series-specific protective provisions requiring holder approval for certain corporate actions.

**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.**

The Company did not make any material modifications to the rights of its outstanding equity securities during the reporting period.

**3) Issuance History**

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.***

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)

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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:

None

<b>Shares Outstanding</b>		<b>Opening Balance</b>							
	<b>Common Shares:</b>	349,488,710							
<b>Date:</b> 01/01/2024	<b>Series A Preferred Shares:</b>	475,000							
	<b>Series C &amp; D Preferred Shares:</b>	10,000,000							
<u>Date of Transaction</u>	<u>Transaction Type</u>	<u>Number of Shares Issued</u>	<u>Class of Securities</u>	<u>Value of Shares Issued at Issuance</u>	<u>Were the shares issued at a discount to market price at the time of issuance? (Yes/No)</u>	<u>Individual/ Entity Shares were issued to</u>  ***You must disclose the control person(s) for any entities listed.	<u>Reason for share issuance</u>	<u>Restricted or Unrestricted as of this filing.</u>	<u>Exemption or Registration Type.</u>
5/15/2024	New Issuance	34,600,233	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
3/18/2025	New Issuance	19,766,667	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
4/1/2025	New Issuance	35,250,000	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
4/28/2025	New Issuance	43,450,000	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
5/13/2025	New Issuance	47,766,667	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
5/22/2025	New Issuance	48,416,667	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
6/3/2025	New Issuance	53,166,667	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
6/18/2025	New Issuance	38,133,333	Common Stock	0.00030	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
7/8/2025	New Issuance	33,381,920	Common Stock	0.00025	Yes	Frondeur Partners LLC. / William Goyer	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
7/21/2025	New Issuance	69,600,000	Common Stock	0.00025	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
7/30/2025	New Issuance	45,631,400	Common Stock	0.00025	Yes	Frondeur Partners LLC. / William Goyer	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144
8/12/2025	New Issuance	58,489,560	Common Stock	0.00025	Yes	Trillium Partners, L.P. / Steve Hicks	Note Conversion	Unrestricted	Section 4(a)(2) of the Securities Act and Rule 144

<u>8/29/2025</u>	<u>New Issuance</u>	<u>16,713,750</u>	<u>Common Stock</u>	<u>0.00020</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>8/29/2025</u>	<u>New Issuance</u>	<u>43,195,900</u>	<u>Common Stock</u>	<u>0.00020</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>9/17/2025</u>	<u>New Issuance</u>	<u>80,179,000</u>	<u>Common Stock</u>	<u>0.00015</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>9/26/2025</u>	<u>New Issuance</u>	<u>90,083,533</u>	<u>Common Stock</u>	<u>0.00015</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>10/16/2025</u>	<u>New Issuance</u>	<u>84,308,200</u>	<u>Common Stock</u>	<u>0.00010</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>10/23/2025</u>	<u>New Issuance</u>	<u>81,979,100</u>	<u>Common Stock</u>	<u>0.00010</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>10/20/2025</u>	<u>New Issuance</u>	<u>78,405,900</u>	<u>Common Stock</u>	<u>0.00013</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>10/21/2025</u>	<u>New Issuance</u>	<u>59,423,077</u>	<u>Common Stock</u>	<u>0.00020</u>	<u>Yes</u>	<u>Red Road Holdings Corp /Gregg Solomon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>10/23/2025</u>	<u>New Issuance</u>	<u>62,410,256</u>	<u>Common Stock</u>	<u>0.00020</u>	<u>Yes</u>	<u>Red Road Holdings Corp /Gregg Solomon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>10/24/2025</u>	<u>New Issuance</u>	<u>69,605,128</u>	<u>Common Stock</u>	<u>0.00020</u>	<u>Yes</u>	<u>Red Road Holdings Corp /Gregg Solomon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>10/29/2025</u>	<u>New Issuance</u>	<u>73,076,923</u>	<u>Common Stock</u>	<u>0.00013</u>	<u>Yes</u>	<u>Red Road Holdings Corp /Gregg Solomon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>11/5/2025</u>	<u>New Issuance</u>	<u>76,692,307</u>	<u>Common Stock</u>	<u>0.00019</u>	<u>Yes</u>	<u>Red Road Holdings Corp /Gregg Solomon</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>11/10/2025</u>	<u>New Issuance</u>	<u>113,939,000</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>11/13/2025</u>	<u>New Issuance</u>	<u>120,498,600</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>11/13/2025</u>	<u>New Issuance</u>	<u>50,623,100</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>12/08/2025</u>	<u>New Issuance</u>	<u>99,897,600</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>12/08/2025</u>	<u>New Issuance</u>	<u>88,312,400</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>1/2/2026</u>	<u>New Issuance</u>	<u>206,654,800</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>

<u>1/8/2026</u>	<u>New Issuance</u>	<u>68,576,400</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>1/8/2026</u>	<u>New Issuance</u>	<u>81,721,800</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>1/12/2026</u>	<u>New Issuance</u>	<u>191,223,200</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>3/3/2026</u>	<u>New Issuance</u>	<u>67,057,200</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<u>3/4/2026</u>	<u>New Issuance</u>	<u>193,790,400</u>	<u>Common Stock</u>	<u>0.00005</u>	<u>Yes</u>	<u>Frondeur Partners LLC. /William Goyer</u>	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Section 4(a)(2) of the Securities Act and Rule 144</u>
<b>Shares Outstanding on Date of This Report:</b> <b>Ending Balance</b>  <b>Common Shares:</b> <u>2,897,103,498</u>  <b>Series A Preferred Shares:</b> <u>475,000</u>  <b>Series C &amp; D Preferred Shares:</b> <u>10,000,000</u>									

## 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.

<u>Date of Note Issuance</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Outstanding Balance (\$)</u> <u>(include accrued interest)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)</u>	<u># Shares Converted to Date</u>	<u># of Potential Shares to be Issued Upon Conversion</u>	<u>Name of Noteholder</u>	<u>Reason for Issuance</u>
11/10/2023	470,000.00	484,215.90	5/31/2025	Convertible into common stock at fixed or discounted price.	414,039,561	1,614,053,000	Trillium Partners, L.P./ Steve Hicks	Financing
1/11/2024	539,000.00	666,587.95	5/31/2025	Convertible into common stock at fixed or discounted price.	-	2,221,959,833	Trillium Partners, L.P./ Steve Hicks	Financing
4/3/2024	135,000.00	163,272.33	6/15/2025	Convertible into common stock at fixed or discounted price.	-	544,241,100	Trillium Partners, L.P./ Steve Hicks	Financing
5/31/2024	60,000.00	71,421.37	6/15/2025	Convertible into common stock at fixed or discounted price.	-	238,071,233	Trillium Partners, L.P./ Steve Hicks	Financing
3/27/2025	30,000.00	32,751.78	12/31/2025	Convertible into common stock at fixed or discounted price.	-	655,035,600	Trillium Partners, L.P./ Steve Hicks.	Financing
7/27/2025	55,000.00	57,838.90	6/30/2026	Convertible into common stock at fixed or discounted price.	-	1,156,778,000	Trillium Partners, L.P./ Steve Hicks	Financing
8/27/2025	33,000.00	34,367.01	8/31/2026	Convertible into common stock at fixed or discounted price.	-	687,340,200	Trillium Partners, L.P./ Steve Hicks	Financing
9/26/2025	55,000.00	56,735.89	9/30/2026	Convertible into common stock at fixed or discounted price.	-	1,134,717,800	Trillium Partners, L.P./ Steve Hicks	Financing
10/7/2025	25,000.00	25,698.63	9/30/2026	Convertible into common stock at fixed or discounted price.	-	513,972,600	Trillium Partners, L.P./ Steve Hicks	Financing
11/18/2025	7,000.00	7,098.96	11/30/2026	Convertible into common stock at fixed or discounted price.	-	141,979,200	Trillium Partners, L.P./ Steve Hicks	Financing
12/1/2023	15,000.00	-	8/31/2024	Convertible into common stock at fixed or discounted price.	95,727,070	-	Frondeur Partners LLC./ William Goyer	Services
1/1/2024	15,000.00	-	9/30/2024	Convertible into common stock at fixed or discounted price.	123,374,900	-	Frondeur Partners LLC./ William Goyer	Services
2/1/2024	10,000.00	-	10/31/2024	Convertible into common stock at fixed or discounted price.	90,083,533	-	Frondeur Partners LLC./ William Goyer	Services
3/1/2024	10,000.00	-	11/30/2024	Convertible into common stock at fixed or discounted price.	166,287,300	-	Frondeur Partners LLC./ William Goyer	Services
4/1/2024	10,000.00	-	12/31/2024	Convertible into common stock at fixed or discounted price.	78,405,900	-	Frondeur Partners LLC./ William Goyer	Services
5/1/2024	10,000.00	10,895.84	1/31/2025	Convertible into common stock at fixed or discounted price.	99,897,600	217,916,800	Frondeur Partners LLC./ William Goyer	Services
6/1/2024	10,000.00	2,984.50	2/28/2025	Convertible into common stock at fixed or discounted price.	294,967,200	59,690,000	Frondeur Partners LLC./ William Goyer	Services

7/1/2024	10,000.00	11,968.77	3/31/2025	Convertible into common stock at fixed or discounted price.	-	239,375,400	Frondeur Partners LLC./ William Goyer	Services
8/1/2024	10,000.00	12,116.16	4/30/2025	Convertible into common stock at fixed or discounted price.	-	242,323,200	Frondeur Partners LLC./ William Goyer	Services
9/1/2024	10,000.00	12,014.25	5/31/2025	Convertible into common stock at fixed or discounted price.	-	240,285,000	Frondeur Partners LLC./ William Goyer	Services
10/1/2024	10,000.00	11,915.62	6/30/2025	Convertible into common stock at fixed or discounted price.	-	238,312,400	Frondeur Partners LLC./ William Goyer	Services
11/1/2024	10,000.00	11,816.44	7/31/2025	Convertible into common stock at fixed or discounted price.	-	236,328,800	Frondeur Partners LLC./ William Goyer	Services
12/1/2024	10,000.00	11,632.88	8/31/2025	Convertible into common stock at fixed or discounted price.	-	232,657,600	Frondeur Partners LLC./ William Goyer	Services
1/1/2025	10,000.00	11,452.05	9/30/2025	Convertible into common stock at fixed or discounted price.	-	229,041,000	Frondeur Partners LLC./ William Goyer	Services
2/1/2025	10,000.00	11,367.12	10/31/2025	Convertible into common stock at fixed or discounted price.	-	227,342,400	Frondeur Partners LLC./ William Goyer	Services
3/1/2025	10,000.00	11,284.93	11/30/2025	Convertible into common stock at fixed or discounted price.	-	225,698,600	Frondeur Partners LLC./ William Goyer	Services
4/1/2025	10,000.00	10,900.82	12/31/2025	Convertible into common stock at fixed or discounted price.	-	218,016,400	Frondeur Partners LLC./ William Goyer	Services
5/1/2025	10,000.00	10,802.19	1/31/2026	Convertible into common stock at fixed or discounted price.	-	216,043,800	Frondeur Partners LLC./ William Goyer	Services
6/1/2025	10,000.00	10,700.27	2/28/2026	Convertible into common stock at fixed or discounted price.	-	214,005,400	Frondeur Partners LLC./ William Goyer	Services

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

None

#### 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](http://www.OTCMarkets.com).

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

Frequency Holdings Inc. operates as a technology-focused holding company building and aligning assets across cybersecurity, artificial intelligence, digital infrastructure, and media.

The Company's current operations are centered on deploying cybersecurity-first systems and integrating artificial intelligence directly into business environments. This includes the use of agentic AI that interacts with data, workflows, and users in real time, shifting technology from passive support into active operational infrastructure.

Frequency is not positioned as a traditional managed service provider. The Company operates with a cybersecurity-first approach and incorporates IT management as a required component of delivering protection, control, and continuity across client environments.

In parallel with its operating activities, the Company is actively pursuing strategic acquisitions. This includes both smaller platform integrations and larger leveraged opportunities, with a focus on acquiring businesses and assets that can be restructured, optimized, and scaled within Frequency's broader system.

The Company is also building a media layer designed to extend reach, influence market perception, and accelerate both customer acquisition and industry positioning. This includes owned platforms and leadership-driven content that connects directly with business operators and decision-makers.

Frequency's model is designed to combine operations, acquisitions, and media into a unified system that drives growth, expands capability, and builds long-term enterprise value.

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

ReachOut Digital Intelligence ("RDI") is an operating subsidiary within Frequency's broader platform, delivering cybersecurity, compliance, and AI-integrated infrastructure within active business environments.

During the year ended December 31, 2025, the Company initiated the transition of certain customer relationships from a related party into RDI pursuant to negotiated arrangements. These relationships now contribute to the Company's operating base and support ongoing revenue generation.

Yuengling's Ice Cream Corporation ("YIC"), a legacy subsidiary, no longer maintains active business operations. Substantially all related assets were previously assigned in satisfaction of outstanding obligations. YIC has remained in existence for corporate and accounting purposes, and management intends to dissolve this entity.

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

The Company delivers its capabilities through an integrated model of cybersecurity, artificial intelligence, and digital infrastructure.

Rather than offering standalone services, Frequency focuses on deploying systems that operate inside business environments and directly impact operations.

These capabilities include:

- Cybersecurity-first infrastructure designed to reduce risk, enforce control, and maintain operational continuity
- Artificial intelligence deployment, including agentic systems that automate workflows, analyze data, and interact with users in real time
- Compliance and regulatory alignment embedded within systems rather than layered on after implementation
- Digital environment management across cloud, endpoint, and network layers as part of delivering protection and operational performance
- Operational intelligence systems that provide visibility into business activity, user behavior, and system performance
- Integration of communication, data, and workflow systems into a unified operating environment

## 5) Issuer's Facilities

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

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

The Company utilizes operating and administrative facilities in the Chicago metropolitan area, which serve as its principal base for management, operations, service delivery, and administrative support. These facilities are used in the ordinary course of business and are adequate for the Company's current needs.

The Company also utilizes co-working office space in Manhattan, New York for sales support, client meetings, business development, and local market coverage. This location supports the Company's visibility and activities in the New York market, where the Company has developed customer relationships.

The Company's facilities are utilized under flexible occupancy arrangements rather than long-term owned real estate holdings. Management believes its current facilities are suitable for its present operations.

## 6) All Officers, Directors, and 5% Beneficial Owners 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% beneficial owner)	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)
Richard Jordan	Chairman, Chief Executive Officer, President, Secretary and Treasurer	Mokena, IL	475,000	Preferred Series A	100%
Richard Jordan	Chairman, Chief Executive Officer, President, Secretary and Treasurer	Mokena, IL	7,750,000	Preferred Series C	83%
Kevin Harrington	Independent Director	Plainview, NY	373,000	Preferred Series C	4%
Kingsley Charles	Independent Director	Tampa, FL	76,116	Preferred Series C	0.82%
David Meltzer	Independent Director	Newport Beach, CA	25,000	Preferred Series C	0.27%
Robert Bohorad	Chief Financial Officer	Allentown, PA	-	-	-
Trillium Partners, L.P. / Steve Hicks	Beneficial Owner	Ridgefield, CT	1,000,000	Preferred Series D	80%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

## Securities Counsel

Name: Capital Markets Law Group, LLP  
Address 1: 14 Wall Street, 20th Floor  
Address 2: New York, NY 1005  
Phone: (631) 515-7857

## Accountant

Name: Integritat Audit, Accounting & Advisory, LLC  
Address 1: 1825 NW Corporate Blvd, STE 110  
Address 2: Boca Raton, FL 33431  
Phone: (561) 210-7284

## *All other means of Investor Communication:*

X (Twitter): @FrequencyHub/ @ReachOutIT/ @mrrickjordan  
LinkedIn: linkedin.com/in/mrrickjordan / linkedin.com/company/reachoutit

## Other Service Providers

Provide the name of any other service provider(s) 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.

None

## 9) Disclosure & Financial Information

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

Name: Fredelene Magdaug  
Title: Accountant  
Relationship to Issuer: Internal Staff

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: Fredelene Magdaug  
Title: Accountant  
Relationship to Issuer: Internal Staff

Describe the qualifications of the person or persons who prepared the financial statements:<sup>27</sup> US CMA, PH CPA

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);

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<sup>27</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- 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, Richard Jordan certify that:

1. I have reviewed this Disclosure Statement for Frequency Holdings 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.

4/2/26 [Date]

/s/ Richard Jordan [CEO's Signature]

*Principal Financial Officer:*

I, Robert Bohorad certify that:

1. I have reviewed this Disclosure Statement for Frequency Holdings 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.

4/2/26 [Date]

/s/ Robert Bohorad [CFO's Signature]

**FREQUENCY HOLDINGS INC.**  
**(formerly Yuengling's Ice Cream Corporation)**  
**CONSOLIDATED BALANCE SHEETS**

	December 31, 2025 (Unaudited)	December 31, 2024
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 234,787	\$ 275,292
Accounts receivable, net	73,563	164,549
Prepaid expenses	3,690	60,487
<b>Total Current Assets</b>	<b>312,040</b>	<b>500,328</b>
Other Assets:		
Furniture and fixed assets, net	-	7,500
Right of use asset	-	31,730
<b>Total Non-Current Assets</b>	<b>-</b>	<b>39,230</b>
<b>TOTAL ASSETS</b>	<b>\$ 312,040</b>	<b>\$ 539,558</b>
<b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 335,576	\$ 2,062,746
Accrued interest	214,390	935,699
Due to officer	250,102	-
Due to financial institutions	-	917,405
Seller notes and loans payable, related parties current	-	465,618
Term note payable, related parties	-	1,175,000
Other loans and notes payable	25,160	240,160
Officer life insurance liability, current portion	-	900,000
Convertible notes payable, net of debt discount	1,417,012	954,907
Derivative liability	2,829,109	5,786,478
Lease liability, current portion	-	33,242
<b>Total Current Liabilities</b>	<b>5,071,349</b>	<b>13,471,255</b>
Non-Current Liabilities:		
Officer life insurance premium, non-current portion	-	1,800,000
Dividend payable, preferred stock Series C & D	1,175,345	625,344
<b>Total Non-Current Liabilities</b>	<b>1,175,345</b>	<b>2,425,344</b>
<b>Total Liabilities</b>	<b>\$ 6,246,694</b>	<b>\$ 15,896,599</b>
Commitments and contingencies	-	-
Temporary Equity - Preferred Series A stock to be issued	357,022	357,022
Stockholders' Deficit:		
Common stock to be issued	37,088	65,000
Preferred stock to be issued	2,440,950	2,448,038
Preferred stock, Series A; par value \$0.0001; 10,000,000 shares authorized, 475,000 shares issued and outstanding at December 31, 2025 and December 31, 2024	48	48
Preferred stock, Series C and D, par value \$0.0001, 10,000,000 shares authorized, 10,000,000 shares issued and outstanding at December 31, 2025 and December 31, 2024	1,000	1,000
Common stock: \$0.001 par value; 5,400,000,000 shares authorized; 2,088,079,698 and 384,088,943 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively	2,088,080	384,089
Additional paid in capital	1,513,511	2,247,549
Accumulated deficit	(12,372,353)	(20,859,786)
<b>Total Stockholders' Deficit</b>	<b>(6,291,676)</b>	<b>(15,714,062)</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>	<b>\$ 312,040</b>	<b>\$ 539,558</b>

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

**FREQUENCY HOLDINGS INC.**  
**(formerly Yuengling's Ice Cream Corporation)**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the Years Ended December 31,	
	2025 (Unaudited)	2024
Revenue	\$ 1,999,242	\$ 4,811,040
Cost of goods sold	417,893	1,835,859
<b>Gross profit</b>	<b>1,581,349</b>	<b>2,975,181</b>
<b>Operating Expenses:</b>		
Impairment loss	3,505,069	3,464,930
General and administrative expenses	588,224	1,170,891
Compensation expense	1,431,838	3,421,052
Professional fees	354,175	576,986
<b>Total operating expenses</b>	<b>5,879,306</b>	<b>8,633,859</b>
<b>Loss from operations</b>	<b>(4,297,957)</b>	<b>(5,658,678)</b>
<b>Other income (expense):</b>		
Gain (loss) on disposal	11,233,944	(156,759)
Derivative: expense, gains and losses from issuance	(421,088)	(20,773,468)
Changes in fair value of derivatives	3,347,417	29,950,707
Gain on debt extinguishment	489,201	2,680,521
Interest expense	(911,493)	(1,753,453)
Loss on conversion of convertible debt	(437,632)	(179,921)
Other gains	41	286,185
<b>Total other income</b>	<b>13,300,390</b>	<b>10,053,812</b>
<b>Income before provision for income tax</b>	<b>9,002,437</b>	<b>4,395,134</b>
Provision for income tax	-	-
<b>Net Income (loss)</b>	<b>\$ 9,002,433</b>	<b>\$ 4,395,134</b>
Basic Income (loss) per share	\$ 0.01	\$ 0.01
Diluted Income (loss) per share	\$ 0.01	\$ 0.01
Basic weighted average shares	878,787,277	375,462,584
Diluted weighted average shares	878,787,277	375,462,584

**FREQUENCY HOLDINGS INC.**  
**(formerly Yuengling's Ice Cream Corporation)**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT**  
**FOR THE YEARS ENDED DECEMBER 31, 2025 (Unaudited) AND DECEMBER 31, 2024**

	Series A		Series C & D		Common Stock		Stock to be	Additional	Accumulated	Total
	Preferred Stock	Preferred Stock	Preferred Stock	Preferred Stock	Common Stock	Common Stock	Issued	Paid – In		
	Shares	Amount	Shares	Amount	Shares	Amount	Amount	Capital	Deficit	
<b>Balance at December 31, 2024</b>	<b>475,000</b>	<b>\$48</b>	<b>10,000,000</b>	<b>\$ 1,000</b>	<b>384,088,943</b>	<b>\$384,089</b>	<b>\$2,513,038</b>	<b>\$2,247,549</b>	<b>\$(20,859,786)</b>	<b>\$(15,714,062)</b>
Sale of ReachOut including obligation to issue shares	-	-	-	-	-	-	(35,000)	-	35,000	-
Loss on Conversion	-	-	-	-	-	-	-	623,164	-	<b>623,164</b>
Conversion of convertible note interest to common stock	-	-	-	-	1,703,990,755	1,703,991	-	(1,419,967)	-	<b>284,024</b>
Warrants issued to investors	-	-	-	-	-	-	-	62,765	-	<b>62,765</b>
Preferred stock dividends Series C & D	-	-	-	-	-	-	-	-	(550,000)	<b>(550,000)</b>
Net Income	-	-	-	-	-	-	-	-	9,002,433	<b>9,002,433</b>
<b>Balance at December 31, 2025 (Unaudited)</b>	<b>475,000</b>	<b>\$ 48</b>	<b>10,000,000</b>	<b>\$ 1,000</b>	<b>2,088,079,698</b>	<b>\$2,088,080</b>	<b>\$2,478,038</b>	<b>\$1,513,511</b>	<b>\$(12,372,353)</b>	<b>\$(6,291,676)</b>

	Series A		Series C & D		Common Stock		To Be Issued Common Stock	Additional	Accumulated	Total
	Preferred Stock Shares	Amount	Preferred Stock Shares	Amount	Shares	Amount	Amount	Paid – In Capital	Deficit	
<b>Balance at December 31, 2023</b>	<b>475,000</b>	<b>\$ 48</b>	<b>10,000,000</b>	<b>\$ 1,000</b>	<b>349,488,710</b>	<b>\$ 349,489</b>	<b>\$ 68,000</b>	<b>\$ 1,616,009</b>	<b>\$ (24,709,424)</b>	<b>\$ (22,674,878)</b>
Value of preferred shares to be issued	-	-	-	-	-	-	2,448,038	-	-	2,448,038
Cancellation of shares to be issued to former officer	-	-	-	-	-	-	(3,000)	-	3,000	-
Conversion of convertible note interest to common stock	-	-	-	-	34,600,233	34,600	-	155,702	-	190,302
Warrants issued to investors	-	-	-	-	-	-	-	475,838	-	475,838
Preferred stock dividends Series C & D	-	-	-	-	-	-	-	-	(548,496)	(548,496)
Net Income	-	-	-	-	-	-	-	-	4,395,134	4,395,134
<b>Balance at December 31, 2024</b>	<b>475,000</b>	<b>\$ 48</b>	<b>10,000,000</b>	<b>\$ 1,000</b>	<b>384,088,943</b>	<b>\$ 384,089</b>	<b>\$ 2,513,038</b>	<b>\$ 2,247,549</b>	<b>\$ (20,859,786)</b>	<b>\$ (15,714,062)</b>

**FREQUENCY HOLDINGS INC.**  
**(formerly Yuengling’s Ice Cream Corporation)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the Years Ended December 31,	
	2025 (Unaudited)	2024
Cash flows from operating activities:		
Net Income (loss)	\$ 9,002,433	\$ 4,395,134
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation	-	155,640
Amortization of debt discounts	580,181	1,164,169
Gain on deconsolidation of accounting acquirer, net	(11,233,944)	-
Investment write-off	3,505,068	-
Derivative expense	421,088	20,773,468
Changes in fair market value of derivatives	(3,347,417)	(29,950,707)
Gain (Loss) on conversion of liability to common stock	437,632	179,921
Gain on extinguishment	(489,201)	(2,680,521)
Bad debt expense	2,325	160,045
Fee notes issued	60,000	125,000
Intangibles impairment	-	3,464,930
Equity issuance cost	36,425	-
Other gains and losses, net	(41)	(129,426)
Changes in assets and liabilities:		
Accounts receivable	(1,699)	(84,769)
Prepays and other assets	(3,691)	215,293
Accounts payable and accrued expenses	592,993	1,250,715
Due to related parties/ affiliates	256,515	-
Right of use asset net of liability	(453)	1,560
Customer deposits	-	(50,706)

Equipment Lease	-	(15,244)
Other current liabilities	-	97,500
<b>Net cash used in operating activities</b>	<b>(181,786)</b>	<b>(927,998)</b>
Cash flows from investing activities:		
Cash paid for Singer asset purchase	-	(121,413)
<b>Net cash used in investing activities</b>	<b>-</b>	<b>(121,413)</b>
Cash flows from financing activities:		
Proceeds from Fox loan	-	287,705
Repayments Fox loan	-	(190,763)
Repayment of Fora loan	-	(316,577)
Repayments seller notes	-	(113,177)
Proceeds from notes issued	126,000	125,000
Repayment of notes payable	(155,506)	(88,374)
Disposal of subsidiary, net of cash disposed	(16,310)	-
Insurance finance loan	32,097	-
New vehicle loan	-	53,896
Repayment of vehicle loans	-	(36,706)
Proceeds from affiliate advances	-	580,526
Proceeds from issuance of convertible notes	155,000	662,500
<b>Net cash provided by financing activities</b>	<b>141,281</b>	<b>964,030</b>
Net change in cash	(40,505)	(85,381)
Cash, beginning of year	275,292	360,673
<b>Cash, end of year</b>	<b>\$ 234,787</b>	<b>\$ 275,292</b>
Cash paid during the period for:		
Interest	\$ 18,809	\$ 62,682
Income taxes	\$ -	\$ -
Supplemental Disclosure of Non-Cash Activity:		
Debt Discounts	\$ 275,440	\$ 799,000
Preferred dividends	\$ 550,000	\$ 548,495
Conversion of accrued interest and conversion expenses	\$ 192,784	\$ 24,677
Convertible preferred shares to be issued	\$ 35,000	\$ 2,448,038

**FREQUENCY HOLDINGS INC.**  
**(formerly Yuengling’s Ice Cream Corporation)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

**NOTE 1 – ORGANIZATION AND BUSINESS**

Frequency Holdings Inc. (“FRQN”, “Frequency”, the “Company”), (f/k/a Yuengling’s Ice Cream Corporation.) was incorporated in Nevada on April 19, 2013, under the name “Aureus Incorporated”.

On May 9, 2025, the Company changed its name to Frequency Holdings, Inc. from Yuengling’s Ice Cream Corporation in the State of Nevada. The name change with FINRA to Frequency Holdings, Inc and symbol change to FRQN was finalized on July 25, 2025. The Company is currently active in the state of Nevada.

Frequency Holdings Inc. (“FRQN”, “Frequency”, the “Company”) is a technology-focused holding company. The Company’s model is designed to compound value through independently managed subsidiaries and strategic investments, drawing from the long-term discipline of Berkshire Hathaway and the multi-brand architecture of Alphabet.

Today, Frequency operates through its wholly owned subsidiary ReachOut Digital Intelligence LLC which serves as the Company’s execution engine. ReachOut is a cybersecurity-first digital infrastructure platform delivering compliance readiness, proactive risk reduction, and operational support for small and mid-sized businesses. The business is built on recurring revenue, high retention, and measurable outcomes, providing a stable foundation of cashflow while continuing to scale.

The Company has entered a new phase focused on operational expansion and modernization. This includes the integration of artificial intelligence into real-world business environments, with a specific emphasis on agentic AI systems that interact with data, workflows, and users to drive efficiency and insight. Frequency, through its subsidiary, is actively deploying AI within client operations, moving beyond theory into applied systems that impact day-to-day business performance.

At the same time, Frequency is expanding its role as a platform company. The Company is actively evaluating strategic acquisitions in the \$500,000 to \$2,000,000 revenue range, targeting businesses that can be integrated, optimized, and scaled within its existing infrastructure. This acquisition strategy is designed to accelerate growth, improve margins, and build long-term enterprise value through disciplined execution rather than speculative expansion.

Frequency is also expanding its media presence as a strategic layer of the business, led by CEO Rick Jordan alongside board members Kevin Harrington and David Meltzer, each of whom brings deep experience in audience development, distribution, and market influence. Rick Jordan’s podcast, recently rebranded as Frequency, has grown into a Top 100 show on Apple Podcasts and serves as a platform for conversations around business, cybersecurity, and the evolving role of technology in modern organizations. The Company views media not as promotion, but as infrastructure — a channel for direct communication, brand authority, and long-term audience ownership. This growing reach is expected to support customer acquisition, partnership opportunities, and broader market visibility, while positioning Frequency to capitalize on additional opportunities as its platform continues to scale.

Looking forward, the Company is focused on simplifying operations, improving market structure, and positioning itself for broader access to capital. This includes ongoing efforts to enhance trading accessibility and maintain the flexibility to resume SEC reporting when aligned with future objectives.

The Company recognizes that public markets and industry holdouts often include a wide range of opinions and commentary. Opinions will vary, often without full context or reflecting reality. Frequency is not guided by opinion. It is guided by what is actively being built and its own convictions to get there.

Frequency is no longer defined by its origin or past transitions. Frequency is focused on what is being built right now. Cybersecurity that actually protects. Agentic AI that is deployed inside real operations. Acquisitions that can be integrated and scaled with discipline. Media that expands reach and creates direct connection to the market. Everything is centered on alignment and capital. No excess. No distractions. Just building a company that works, grows, and compounds through what it does every day.

***ReachOut Digital Intelligence***

ReachOut Digital Intelligence LLC (“RDI”) is a wholly owned subsidiary of Frequency. RDI operates as the Company’s primary operating subsidiary, providing cybersecurity, AI consulting, and IT management solutions to businesses. RDI is headquartered in Chicago, Illinois.

During the year ended December 31, 2025, the Company initiated the transition of certain customer relationships from a related party into RDI, pursuant to negotiated arrangements. These customer relationships are expected to serve as a foundational component of the Company’s ongoing MSP operations.

## ***Reverse Acquisition and Subsequent Strategic Restructuring***

In November 2023, the Company completed a share exchange transaction as part of its acquisition of ReachOut Technology Corp. (“ReachOut Corp”), pursuant to which the Company issued Series C Preferred Stock in exchange for 100% of the outstanding equity interests of ReachOut. As a result of this transaction, ReachOut became a wholly owned subsidiary of the Company.

The transaction was evaluated under ASC 805-40 and was determined to be a reverse acquisition for accounting purposes, with ReachOut Corp identified as the accounting acquirer and the Company as the accounting acquiree. Accordingly, the Company’s consolidated financial statements for periods prior to the transaction reflect the historical operations of ReachOut Corp.

During the year ended December 31, 2025, the Company completed a strategic restructuring of its legacy operating subsidiaries. Effective March 31, 2025, the Company transferred the net assets and associated obligations of ReachOut Corp and its wholly owned subsidiaries to a third party for nominal consideration, resulting in a loss of control.

This transaction was evaluated under ASC 810 and accounted for as a deconsolidation and, as a result, the reverse acquisition under ASC 805-40 was unwound, with FRQN resuming its role as the accounting parent of the Group.

The restructuring was undertaken to streamline the Company’s corporate structure, allowing the Company to focus on its current strategic direction as a modern tech holding company with high-growth and symbiotic subsidiaries.

The Series C Preferred Stock issued in connection with the 2023 transaction remains outstanding in accordance with its terms.

Comparative prior-period financial statements include the historical operations of ReachOut and its subsidiaries through the date of deconsolidation.

## **NOTE 2 – GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

Management has evaluated whether conditions or events, considered in the aggregate, raise substantial doubt about the Company’s ability to continue as a going concern within one year after the issuance of these financial statements.

For the year ended December 31, 2025, the Company reported net income of \$9,002,433, primarily attributable to a non-cash gain on disposal of \$11,233,944. The Company incurred negative cash flows from operations of \$181,786. As of December 31, 2025, the Company had a working capital deficit of \$4,759,309, a stockholders’ deficit of \$6,291,676, and an accumulated deficit of \$12,372,353.

Management is actively executing a plan to address these conditions and improve the Company’s financial position. This plan includes:

- Transitioning from voluntary SEC reporting to OTC Alternative Reporting, reducing audit, legal, and compliance-related costs and improving overall capital efficiency;
- Focusing operations through its current operating subsidiary, which generates positive cash flow and profitability on a standalone basis, while reducing overhead at the parent company level;
- Evaluating capital formation strategies, including potential Regulation A offerings and equity line of credit arrangements, to support growth initiatives and strategic acquisitions;
- Strengthening the Company’s cash flow base through recurring revenue and new offerings in Agentic AI.

There can be no assurance that these efforts will be sufficient to alleviate the conditions that raise substantial doubt about the Company’s ability to continue as a going concern.

However, management believes these actions position the Company to improve liquidity and execute its business strategy.

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

## **NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### ***Basis of Presentation***

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America of (“US. GAAP”) as found in the Accounting Standards Codification (“ASC”), and the Accounting

Standards Update (“ASU”) of the Financial Accounting Standards Board (“FASB”) and are expressed in US Dollars. The financial statements should be read in conjunction with the notes contained herein.

### ***Principles of Consolidation***

The accompanying consolidated financial statements include the accounts of the Company and all subsidiaries over which the Company has a controlling financial interest in accordance with ASC 810, Consolidation, including entities for which control is obtained through voting interests or variable interests. The Company deconsolidates a subsidiary or variable interest entity when it ceases to have a controlling financial interest, consistent with ASC 810-10-40 and relevant guidance in ASU 2015-02 on assessing consolidation of VIEs. Upon deconsolidation, the Company derecognizes the subsidiary’s assets and liabilities and recognizes any resulting gain or loss in earnings.

As of December 31, 2025, the accompanying consolidated financial statements include the accounts of the Company, Frequency Holdings, Inc (f/k/a Yuengling’s Ice Cream Corporation), and its wholly-owned subsidiaries YIC Acquisitions Corp (“YIC”) and ReachOut Digital Intelligence LLC (“RDI”). On March 31, 2025, ReachOut Corp, the accounting acquirer, was deconsolidated from the reporting group.

As of December 31, 2024, the accompanying consolidated financial statements include the accounts of the Company, Frequency Holdings, Inc (f/k/a Yuengling’s Ice Cream Corporation), and its wholly-owned subsidiaries YIC Acquisitions Corp (“YIC”), ReachOut Technology Corp (“ReachOut Corp”).

All material intercompany accounts and transactions have been eliminated in consolidation.

### ***Use of Estimates***

The preparation of the Company’s financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, inventory, revenue recognition and the valuations of common and preferred stock, valuations of derivative liabilities and intangible assets. The Company bases its estimates on historical experience, known trends, analysis and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts, and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.

### ***Cash Equivalents***

The Company considers all highly liquid investments with an original maturity date of three months or less at the time of purchase to be cash equivalents. The Company has cash and cash equivalents of \$234,786 and \$275,292 as of December 31, 2025 and December 31, 2024, respectively.

### ***Accounts Receivable***

Trade receivables are recorded at net realizable value consisting of the carrying amount less the allowance for credit losses. Factors used to establish an allowance include the credit quality of the customer and other factors. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debt expense when an account balance is deemed to be uncollectible. The Company maintains an allowance for credit losses primarily for estimated losses resulting from the inability or failure of individual customers to make required payments. The Company maintains an allowance under Accounting Standards Codification (“ASC”) 326 based on historical losses, changes in payment history, customer-specific information, current economic conditions, and reasonable and supportable forecasts of future economic conditions. The allowance under ASC 326 is updated as additional losses are incurred or information becomes available related to the customer or economic conditions.

### ***Allowance for Credit Losses***

The Company estimates its allowance for credit losses using the Current Expected Credit Loss (CECL) model under ASC 326. The CECL model requires recognition of expected credit losses over the contractual life of financial assets held at the reporting date, considering historical experience, current conditions, and reasonable and supportable forecasts.

### ***Convertible Notes Payable***

The Company issues convertible notes that allow holders to convert outstanding principal and accrued interest into a variable number of common shares, at a conversion rate contingent on the market price of the stock at the time of conversion. Because settlement is in a variable number of shares, the conversion feature does not qualify for equity classification. In accordance with ASC 480 and ASC 815, the convertible notes (or the embedded conversion option, if bifurcated) are recorded as liabilities at fair value, with subsequent changes

in fair value recognized in earnings each reporting period. The debt host, if separated, is carried at amortized cost under the effective interest method.

### ***Derivative Financial Instruments***

The Company evaluates its convertible notes to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date using a binomial model, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses a weighted-average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period.

### ***Fair Value Measurements***

The Company measures fair value in accordance with U.S. GAAP, which establishes a three-level hierarchy for valuation inputs. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable market-based inputs other than quoted prices for identical items. Level 3 inputs are unobservable inputs based on management's assumptions.

The carrying amounts of cash, accounts receivable, accounts payable, accrued expenses, and other short-term financial instruments approximate fair value due to their short-term nature. Non-financial assets are measured at fair value only when required under U.S. GAAP, such as in connection with an impairment analysis, and such measurements generally use Level 3 inputs.

The Company uses available market information and valuation methodologies it believes to be appropriate in estimating fair value; however, such estimates involve judgment and may differ from amounts that would be realized in an actual transaction.

The table below classifies the Company's liabilities measured at fair value on a recurring basis into the fair value hierarchy as of December 31, 2025 and December 31, 2024.

<b>Description</b>	<b>At December 31, 2025</b>			<b>At December 31, 2024</b>		
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Derivative Liability	\$ -	\$ -	\$ 2,829,109	\$ -	\$ -	\$ 5,786,478
Other loans and payable	\$ -	\$ -	\$ 25,160	\$ -	\$ -	\$ 240,160
Convertible notes payable, third parties, net of put premiums	\$ -	\$ -	\$ 1,417,012	\$ -	\$ -	\$ 954,907

A roll-forward of the level 3 valuation financial instruments is as follows

	<b>Derivative Liabilities</b>
Balance at December 31, 2024	\$ 5,786,478
Derivatives recognized on new issuance	390,048
Change in fair value of derivative liabilities	(3,347,417)
<b>Balance at December 31, 2025</b>	<b>\$ 2,829,109</b>

A summary of quantitative information about significant unobservable inputs (Level 3 inputs) used in measuring the Company's derivative liability that are categorized within Level 3 of the fair value hierarchy for the fiscal year ended December 31, 2025 is as follows:

<b>Inputs</b>	<b>December 31, 2025</b>
Stock price	\$ 0.0001
Conversion price	0.00005 -
	\$ 0.00015

Volatility (annual)	190.14 - 448.08%
Risk-free rate	
Dividend rate	-
Years to maturity	.25 to 1

### ***Equity/Shares Capital***

The Company accounts for equity transactions in accordance with ASC 505, Equity. Common stock is recorded at par value, with the excess of proceeds over par value recorded as additional paid-in-capital. Equity issuance costs are charged directly to additional paid-in-capital. Shares issued for services received or non-cash consideration are measured at the fair value of the equity instruments issued on the grant date or the fair value of the service received, whichever is more reliably measurable. The Company is authorized to issue 5,400,000,000 shares of common stock at \$0.001 per share. As of December 31, 2025, and December 31, 2024, 2,088,079,698 and 384,088,943 shares of common stock are issued and outstanding.

### ***Earnings Per Share***

Basic earnings (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share includes the effect of potentially dilutive securities unless such effect is anti-dilutive. Due to the nature of certain convertible instruments and other potentially dilutive securities outstanding, diluted earnings (loss) per share was not separately presented and basic earnings (loss) per share has been presented as the most meaningful measure for the periods shown.

### ***Revenue recognition***

The Company recognizes revenue in accordance with ASC 606 when control of promised goods or services is transferred to customers in an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. The Company's revenue is primarily derived from (i) recurring service agreements and (ii) one-time sales of hardware and software.

Revenue from recurring service agreements is generally recognized over time as the related services are provided. Revenue from one-time hardware and software sales is generally recognized at a point in time upon transfer of control to the customer. When an arrangement includes multiple goods or services, the Company evaluates the performance obligations and recognizes revenue as each obligation is satisfied.

### ***Operating Segments***

The Company has one operating segment as of December 31, 2025. The Company's Chief Executive Officer serves as the chief operating decision maker.

### ***Disaggregated Revenue Disclosure***

The Company's customers or sources of revenue generation were only in the United States during the period ended December 31, 2025. Below is a table of revenue by type:

	<b>For the fiscal year ended</b>	
	<b>December 31, 2025</b>	<b>December 31, 2024</b>
<b>Revenue Type:</b>		
Subscription Services Revenue	\$ 1,896,777	\$ 4,156,961
Non-Recurring Services Revenue	65,531	339,810
Product Revenue	36,934	314,269
<b>Total revenue</b>	<b>\$ 1,999,242</b>	<b>\$ 4,811,040</b>

### ***Income Taxes***

Income taxes are provided for the tax effects of the transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to tax net operating loss carryforwards. The deferred tax assets and liabilities represent the future tax return consequences of these differences, which will either be taxable or deductible when assets and liabilities are recovered or settled, as well as operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established against deferred tax assets when in the judgment of management, it is more likely than not that such deferred tax assets will not become available. Because the judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond the Company's control, it is at least reasonably possible that management's judgment about the need for a valuation allowance for deferred taxes could change in the near term.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for “unrecognized tax benefits” is recorded for any tax benefits claimed in the Company’s tax returns that do not meet these recognition and measurement standards. As of December 31, 2025 and December 31, 2024, no liability for unrecognized tax benefits was required to be reported.

***Subsequent events***

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company evaluates subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company considers its financial statements issued when they are widely distributed to users.

***Recently Adopted Accounting Pronouncements***

The Company adopted accounting standards that became effective during the periods presented, including ASU 2023-07 and ASU 2020-06. The adoption of these standards did not have a material impact on the Company’s financial statements.

The Company has reviewed other recently issued accounting pronouncements and does not believe that any such pronouncements, if adopted, would have a material effect on its financial statements.

**NOTE 4 – ASSIGNMENT/DECONSOLIDATION OF FORMER OPERATIONS**

On March 31, 2025, the Company transferred certain former operating assets, liabilities, and equity interests to an unrelated third party for nominal consideration as part of its strategic restructuring. As a result, the Company derecognized the related net assets and liabilities and recorded a net gain on disposal of \$11,233,944, primarily due to the elimination of liabilities in excess of the carrying value of the related assets.

Certain debt obligations previously associated with former operating activities were transferred as part of the Company’s 2025 strategic restructuring and deconsolidation transaction. As a result, the Company no longer reports these obligations as liabilities as of December 31, 2025.

In connection with the transaction, the Company also recorded a non-cash impairment charge of \$3,505,069 related to the write-off of its investment in a former subsidiary. This charge is separate from, and not included in, the gain on disposal.

**NOTE 5 – RELATED PARTY TRANSACTIONS**

As of December 31, 2025, the Company owed its Chief Executive Officer \$250,102 for non-interest-bearing advances made on behalf of the Company. The balance is due on demand.

Beginning in July 2025, the Company began using office space owned by an entity controlled by its Chief Executive Officer under a month-to-month arrangement at a monthly rate of \$3,716. Rent expense is recognized as incurred.

**NOTE 6 – THIRD PARTY NOTES PAYABLE**

Notes payable consisted of the following at December 31:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Notes Payable, gross	\$ 25,160	\$ 247,105
Less: unamortized debt discount	-	(6,945)
<b>Notes Payable, net</b>	<b>\$ 25,160</b>	<b>\$ 240,160</b>

The following table presents a reconciliation of notes payable for the year ended December 31, 2025:

	<b>Gross Debt</b>	<b>Unamortized Discount</b>	<b>Net Carrying Amount</b>
December 31, 2024	\$ 247,105	\$ (6,945)	\$ 240,160
Additions	149,500	(23,500)	126,000
Prepaid Interest		(17,940)	(17,940)
Discount amortization	-	48,385	48,385
Principal repayments	(169,239)	-	(169,239)
Write-offs	(202,206)	-	(202,206)
<b>December 31, 2025</b>	<b>\$ 25,160</b>	<b>\$ -</b>	<b>\$ 25,160</b>

During the year ended December 31, 2025, the Company entered into a new financing arrangement with Red Road Holdings Corporation, resulting in gross proceeds of \$126,000.00. The related debt discount of \$23,500.00 was amortized to interest expense over the term of the note using the effective interest method. During 2025, the Company recorded \$48,385 of discount amortization.

Principal repayments during the year totaled \$169,239.00, which included a non-cash settlement of \$57,688, inclusive of accrued interest, through the conversion of debt into equity with Red Road Holdings Corporation. The conversion resulted in the issuance of 341,207,691 shares of the Company's common stock.

In addition, \$202,206.00 of notes representing balances that were substantially past the applicable statutes of limitations were extinguished during the year. As a result, all notes outstanding at December 31, 2024, other than the financing arrangement with Red Road Holdings Corporation, were fully settled during 2025.

The Company evaluates its debt arrangements for modification or extinguishment accounting and records gains or losses upon extinguishment when applicable.

#### NOTE 7 – CONVERTIBLE NOTES PAYABLE

The Company has issued convertible promissory notes to third parties under agreements with varying issuance dates, maturity dates, and conversion terms. The notes generally bear interest at 12% per annum, with higher default rates applicable upon an event of default, and are convertible into shares of the Company's common stock in accordance with their respective terms.

During the year ended December 31, 2025, the Company issued additional convertible notes and converted a portion of the outstanding balances into common stock. No principal repayments were made during the year.

During 2025, convertible notes with an aggregate principal amount of \$71,550 were converted into 1,362,783,064 shares of common stock. Certain notes were fully converted, while others remained outstanding as of December 31, 2025.

#### Convertible Notes Payable Roll-Forward (Principal)

Activity in convertible notes payable for the year ended December 31, 2025 was as follows:

<b>Description</b>	<b>Amount</b>
Balance at December 31, 2024	\$ 1,344,000
Issuance of convertible notes	265,000
Conversion of notes into equity	(71,550)
Repayments	-
<b>Balance at December 31, 2025</b>	<b>\$ 1,537,450</b>

#### Debt Discount and Carrying Value

Certain convertible notes contain features that resulted in the recognition of a debt discount, which is amortized to interest expense over the term of the notes using the effective interest method.

Convertible notes payable consisted of the following as of December 31, 2025:

<b>Description</b>	<b>Amount</b>
Principal Outstanding	\$ 1,537,450
Less: unamortized debt discount	(120,438)
<b>Net carrying amount</b>	<b>\$ 1,417,062</b>

## **NOTE 8 – TEMPORARY EQUITY**

Certain preferred stock obligations are classified as temporary equity because the related instruments are convertible at the option of the holder and the number of shares issuable is not fixed. Accordingly, the Company has determined that such obligations should be presented outside of permanent equity.

As of December 31, 2025 and 2024, the Company had temporary equity of \$357,022 related to preferred stock obligations that remain issuable under prior agreements. These amounts have not yet been issued as of the balance sheet date.

On August 25, 2023, the Company amended prior preferred stock purchase arrangements so that obligations previously associated with Series A were redesignated into Series B Preferred Stock. Series B Preferred Stock is non-voting, carries no dividends, and is convertible into common stock in accordance with its terms.

## **NOTE 9 – PREFERRED STOCK**

### Series A Preferred Stock

The Company has designated 10,000,000 shares of preferred stock as Series A Preferred Stock, par value \$0.0001 per share. The Series A Preferred Stock does not carry dividend rights.

The Series A Preferred Stock votes together with the Company's common stock and other voting securities as a single class and, so long as at least one share remains outstanding, represents 66 2/3% of the total voting power of all shares entitled to vote. The Certificate of Designation was amended on September 12, 2023, including a provision requiring a one-year holding period following issuance or reissuance before conversion.

The outstanding shares of Series A Preferred Stock are convertible at the option of the holder into that number of shares of common stock representing two-thirds of the Company's outstanding common stock after conversion, in accordance with the Certificate of Designation.

As of December 31, 2025 and 2024, 475,000 shares of Series A Preferred Stock were issued and outstanding.

### Series C Preferred Stock

The Company has authorized 8,750,000 shares of Series C Preferred Stock, par value \$0.0001 per share, with a stated value of \$3.00 per share. Series C Preferred Stock carries a cumulative dividend of 2% of stated value, payable solely upon redemption, liquidation, or conversion, and has voting rights on an as-converted basis.

Following 180 days from issuance, the Series C Preferred Stock is convertible, in the aggregate, into that number of shares of common stock equal to 87.5% of the Company's outstanding common stock on a fully diluted basis for a period of twenty-four months from the date of issuance, subject to the terms of the Certificate of Designation.

For the year ended December 31, 2025, accrued dividends on the Series C Preferred Stock were \$525,000.

### Series D Preferred Stock

The Company has authorized 1,250,000 shares of Series D Preferred Stock, par value \$0.0001 per share, with a stated value of \$1.00 per share. Series D Preferred Stock carries a cumulative dividend of 2% of stated value, payable solely upon redemption, liquidation, or conversion, and has voting rights on an as-converted basis.

Following 180 days from issuance, the Series D Preferred Stock is convertible, in the aggregate, into that number of shares of common stock equal to 12.5% of the Company's outstanding common stock on a fully diluted basis for a period of twenty-four months from the date of issuance, subject to the terms of the Certificate of Designation.

For the year ended December 31, 2025, accrued dividends on the Series D Preferred Stock were \$25,000.

### Obligations to Issue Newly Designated Series of Preferred Stock

As of December 31, 2025 and 2024, the Company had an aggregate obligation of \$2,440,950 to issue a newly designated series of preferred stock. This amount is presented as stock to be issued.

On December 27, 2024, the Board of Directors approved a Debt Cancellation and Exchange Agreement providing for the issuance of a new series of preferred stock in satisfaction of liabilities totaling \$2,440,950 owed to the Chief Executive Officer and an entity under common control. The authorized recipient of such shares is First Portfolio Management LLC.

The series is expected to have economic terms and conversion rights into common stock in accordance with its designation. The series is also expected to rank senior to the Company's other preferred stock with respect to liquidation rights.

## NOTE 10 – COMMON STOCK

The Company is authorized to issue 5,400,000,000 shares of common stock, par value \$0.001 per share. On December 31, 2025 and December 31, 2024, the Company had 5,400,000,000 and 2,500,000,000 shares of common stock authorized respectively.

During the fiscal year ended December 31, 2025, the Company amended its Certificate of Incorporation to increase the number of authorized shares of common stock from 2,500,000,000 to 5,400,000,000 shares.

As of December 31, 2025 and December 31, 2024, there were 2,088,079,698 and 384,088,943 shares of common stock issued and outstanding, respectively.

### Common Stock Activity

A summary of common stock activity for the year ended December 31, 2025 is as follows:

Description	Shares
Balance at December 31, 2024	384,088,943
Shares issued upon debt conversions – Trillium	414,039,561
Shares issued upon debt conversions – Frondeur	948,743,503
Shares issued upon debt conversions – Red Road	341,207,691
<b>Balance at December 31, 2025</b>	<b>\$ 2,088,079,698</b>

### Debt Conversions

Trillium Partners, L.P.

During the year ended December 31, 2025, the Company issued shares of its common stock to Trillium upon the conversion of outstanding debt. Trillium converted \$105,132 of accrued interest and \$12,675 of fees into 414,039,561 shares of the Company's common stock.

Frondeur Partners LLC.

During the year ended December 31, 2025, the Company issued shares of its common stock to Frondeur upon the conversion of outstanding debt. Frondeur converted approximately \$71,550 of principal, \$13,229 of accrued interest, and \$23,750 of fees into 948,743,503 shares of the Company's common stock.

Red Road Holdings Corporation

During the year ended December 31, 2025, the Company issued shares of its common stock to Red Road upon the conversion of outstanding debt. Red Road converted approximately \$19,690 of principal and \$37,998 of accrued interest into 341,207,691 shares of the Company's common stock. The shares were issued pursuant to the terms of the respective convertible debt agreements.

## NOTE 11 – OPTIONS AND WARRANTS

During the fiscal year ended December 31, 2025, 205,000,000 warrants for common stock were issued, having a seven-year period during which the warrants can be exercised at \$0.0003 per share were issued to investors. The warrants have been valued at \$62,765 and were charged to loss on issuance.

For the fiscal year ended December 31, 2025 and year ended December 31, 2024, a summary of the Company's warrant activity is as follows:

Number of Warrants	Weighted- Average Exercise Price	Weighted- Average Remaining	Weighted- Average	Aggregate Intrinsic Value
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			<b>Contractual Term (Years)</b>	<b>Grant-Date Fair Value</b>	
Outstanding and exercisable at December 31, 2024	333,696,913	\$ 0.0004	5.98	\$ 0.0078	\$491,376
Issued and exercisable during the fiscal year ended December 31, 2025	205,000,000	\$0.0004	6.61	\$0.0003	-
<b>Outstanding and exercisable at December 31, 2025</b>	<b>538,696,913</b>	<b>\$0.0004</b>	<b>5.58</b>	<b>\$0.005</b>	<b>-</b>

### *Stock Options Issued*

For the fiscal year ended December 31, 2025 and the year ended December 31, 2024, a summary of the Company's stock options activity is as follows:

	<b>Number of Options</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term (Years)</b>	<b>Weighted- Average Grant-Date Fair Value</b>	<b>Aggregate Intrinsic Value</b>
Outstanding and exercisable at December 31, 2024	611,214	\$ 1.00	8.75	\$ 0.004	\$2,750
Issued and exercisable during the fiscal year ended December 31, 2025	-	-	-	-	-
<b>Outstanding and exercisable at December 31, 2025</b>	<b>611,214</b>	<b>\$1.00</b>	<b>7.75</b>	<b>\$0.004</b>	<b>-</b>

### **NOTE 12 – INCOME TAX**

As of December 31, 2025, the Company had deferred tax asset carryforwards of approximately \$18,948,905 available to offset future taxable income, subject to applicable limitations. A full valuation allowance has been recorded against the related deferred tax assets as of December 31, 2025 and 2024.

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax bases of assets and liabilities. A valuation allowance is recorded when it is more likely than not that deferred tax assets will not be realized.

The Company is not currently under any international or any United States federal, state and local income tax examinations for any taxable years. All of the Company's net operating losses are subject to tax authority adjustment upon examination.

### **NOTE 13 – SUBSEQUENT EVENTS**

In accordance with ASC 855-10 management has performed an evaluation of subsequent events through the date that the financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements other than the following.

Subsequent to December 31, 2025, Frondeur Partners LLC, converted a total of \$40,451 of principal, interest and fees into 802,023,800 shares of common stock.

On January 12, 2026, the Company elected to resume the Alternative Reporting Standard with OTC Markets by filing form 15 with the SEC.

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Yuengling's Ice Cream Corporation

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Yuengling's Ice Cream Corporation and subsidiaries ("the Company") as of December 31, 2024 and 2023, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2024, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023 and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has not generated profits since inception, has sustained operating losses, and has incurred negative cash flows from operations. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters.

*Fruci & Associates II, PLLC*

Fruci & Associates II, PLLC – PCAOB ID #05525  
We have served as the Company's auditor since 2019.

Spokane, Washington

April 15, 2025