

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NO. 000-56664

**The Cannaisseur Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**86-1907561**

(IRS Employer  
Identification No.)

**650 Ponce De Leon Ave**

**Suite 300 #2334**

**Atlanta, GA 30308**

(Address of principal executive offices) (Zip Code)

**(404) 254-2100**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
None	N/A	N/A

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting stock held by non-affiliates was approximately \$2,722,465 as of June 30, 2025, based upon a price of \$0.14 per share as determined by the Company’s Board of Directors for the registrant’s common stock on such date.

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the most practicable date:

Class:	Outstanding as of March 18, 2026:
Common Stock, par value \$0.0001	60,459,890

**The Cannaisseur Group, Inc.**

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## PART I

### Item 1. Business

#### Overview

The Cannaiseur Group, Inc. (the “Company” or “TCRG”) was established in December 2020. On January 4, 2021 the Company acquired a fifty-one percent (51%) interest in Atlanta CBD Inc. (d/b/a as Inno Medicinals) (“Atlanta CBD”). Atlanta CBD was formed to engage in hemp cultivation, extraction, manufacturing, distribution, and retail sales through CBD stores. The Company, however, has now transitioned into a health and wellness company, with the aim of promoting and selling health and wellness products, including CBD-related products. Currently, the Company’s only assets and operations consist of the 51% interest it owns in Atlanta CBD, Inc. TCRG manages and operates Atlanta CBD’s business on a day-to-day basis. The Company intends to work in conjunction with Atlanta CBD to grow the business operations.

Atlanta CBD, at its inception, was a hemp products supplier and retailer. It sold its retail hemp products through the trade name, Inno Medicinals, located in Atlanta Georgia. Currently, Atlanta CBD, in order to better reflect the direction of TCRG, intends to sell health and wellness products, through its retail operations. The products offered for sale will also reflect the shift in strategy of TCRG.

#### Corporate History

TCRG is a Delaware corporation. It was formed to engage in the hemp business. In January 2021, it acquired a fifty-one percent (51%) interest in Atlanta CBD, a Georgia company that engaged in the hemp business. TCRG’s 51% interest in Atlanta CBD is its only business operation at this time. However, TCRG’s plan is to build on its current business by expanding into the health and wellness market. Potential assets for acquisition, include CBD cultivation, processing, and distribution equipment, and infrastructure from companies that grow and develop CBD and other health related products for the consumer market. These assets will be used to develop and grow TCRG’s business and will also support and further develop Atlanta CBD’s operations. TCRG plans to use a combination of equity (common stock), and funds raised from private placements to acquire assets to develop and grow its health and wellness business.

Atlanta CBD is a family-owned business, founded in October 2018. It was born from the desire to offer people an alternative approach to good health. Atlanta CBD started out as a CBD boutique, offering many leading brands of hemp extracts. Atlanta CBD began operating a retail hemp store in 2019. Cannabis sativa (hemp) extracts were chosen because the founders believe the extracts have the potential to help people. Knowledge gained since opening a retail location in June of 2019 has given them a greater understanding of the industry and the people that purchase hemp products. Atlanta CBD is committed to increasing public awareness of CBD and helping grow the hemp community statewide, where possible.

TCRG plans to provide cutting-edge, sustainable, and effective health and wellness options, such as focused wellness products and wellness technology.

Atlanta CBD also offers for sale a majority of its products direct to consumers via its website, <https://innomedicinals.com>. Consumer markets served by the INNO Medicinals website are extensive. In terms of geography, the products are only sold wherever legal and INNO Medicinals stipulates to its distribution channels that the products may only be sold to end-user persons eighteen years of age or older and residing in states that allow its products (See “Description of Our Business” – “Government Regulation” for a further explanation of the laws regarding the sale of hemp-derived CBD products).

TCRG owns 51% of Atlanta CBD. Pursuant to the acquisition agreement between TCRG and Atlanta CBD, TCRG is entitled to 51% of the net profits from the operations of Atlanta CBD.

Floretta Gogo and Xavier Carter own the remaining 49% of Atlanta CBD. Ms. Gogo and Mr. Carter each own approximately 18% of the outstanding common stock of TCRG. Ms. Gogo and Mr. Carter are the President and Chief Executive Officer of TCRG and the Chief Financial Officer of TCRG, respectively. They both run the day-to-day operations of Atlanta CBD as well as the day-to-day operations of TCRG.

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Ms. Gogo and Mr. Carter have each signed a Conflict-of-Interest agreement with TCRG and Atlanta CBD to prevent any type of self-dealing by the parties, and to prevent Ms. Gogo and Mr. Carter from exerting undue influence over the operations of Atlanta CBD by virtue of their holdings in TCRG. Ms. Gogo and Mr. Carter has each agreed to recuse themselves for voting their interest in TCRG in connection with the election of nominees to Atlanta CBD's Board of Directors or with any change of control events involving Atlanta CBD. The Conflict-of-Interest agreement is a good faith effort by the parties to balance the involvement of Ms. Gogo and Mr. Carter with both TCRG and Atlanta CBD. While the Conflict-of-Interest agreement does not prevent Ms. Gogo and Mr. Carter from taking actions that prioritize the interests of Atlanta CBD at the expense of the interests of TCRG, TCRG is the culmination of their goal to grow into a vertically integrated company. It is therefore in the best interest of TCRG and Atlanta CBD to work towards the same goal, to ensure the growth and stability of TCRG. Ms. Gogo and Mr. Carter place the utmost importance on the success of TCRG, however, the Conflict-of-Interest agreement cannot guarantee that they will not take actions that prioritize the interests of Atlanta CBD over the interests of TCRG.

Atlanta CBD has 1,518 shares of preferred stock outstanding. The preferred stock has redeemable features that allow the shareholders to request repayment of their investment. The shareholders are also entitled to profit distributions equal to the lesser of (i) 25% interest on their investment, or (ii) the difference between the ownership percentage of management and 50%, which will be distributed to management, until a 35% profit goal achieved. Shareholders are entitled to a return of their investment upon 15 days' notice given to Atlanta CBD after any distribution. Atlanta CBD's stock is not convertible into shares of TCRG's common stock, and to date Atlanta CBD has not made any profit distributions to such preferred shareholders. Shareholders may also receive interest, which is capped at thirty-five percent (35%) of the shareholders' interest.

### **Product Formulation and Production**

TCRG uses its commercial suppliers and contract manufacturers for its product research and development, formulation, quality testing, production and packaging. Through Atlanta CBD, TCRG has access to the suppliers and manufacturers used by Atlanta CBD and TCRG will utilize these relationships as we develop and grow our health and wellness business. These suppliers and manufacturers hold, as required, the necessary regulatory and other licenses/permits specific to each one's activity. Atlanta CBD outsources fulfillment as well. In addition to direct sales, Atlanta CBD has the option to drop ship its products. This allows the third-party supplier to ship the merchandise directly to such customers.

#### *Sales Channels*

The company plans to sell and distribute its products through online distribution channels, along with products sold on the INNO Medicinals website in order to build an audience for its products before entering retail locations.

#### *The Markets for Our Products*

The Company's focus is on products that address consumers' specific wellness goals, aligning with the growing demand for functional nutrition and hydration solutions. Functional food occupies a significant share of the health and wellness foods market, expected to account for 43.7% in 2025 with a CAGR from 2023 to 2035 of 6.3%. The *global digital* health and wellness market size was valued at approximately USD 349.39 billion in 2024 and is expected to reach USD 1663.33 billion by 2033, growing at a compound annual growth rate (CAGR) of about 18.93% from 2025 to 2033 according to Business Research Insights. The *global wellness apps market size* was valued at USD 11.27 billion in 2024 and is projected to grow at a compound annual growth rate (CAGR) of 14.9% from 2025 to 2030.

The integration of technology into health and wellness presents immense opportunities for market growth. Digital platforms enable individuals to monitor and manage their health conveniently. Consumers are driven by the desire for health benefits, improved hydration, natural and clean-label ingredients, and personalized nutrition solutions that fit their lifestyle needs.

### **Competition**

The market for health and wellness goods has strong competition, with numerous major competitors. Businesses are concentrating on quality, innovation, and adapting to shifting customer needs. Some of the key companies manufacturing health and wellness foods include Nestlé S.A., Danone S.A., PepsiCo Inc., General Mills Inc., GlaxoSmithKline PLC, Abbott Laboratories, Herbalife Nutrition Ltd., Archer Daniels Midland Company and others.

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The global functional beverage market is highly competitive. There are continuous new technologies due to ongoing R&D and efforts by value chain participants. Some key players in the beverage market are PepsiCo Inc., Reb Bull GmbH, The Coca-Cola Company, Danone SA, Monster Beverage Corporation, JAB Holdings Company, General Nutrition Centers Inc. The Hain Celestial Group Inc., Fonterra Co-operative Group, and Amway Corporation.

### **Employees**

The Company has 3 full-time employees.

### **Patents and Trademarks**

The Company holds no patents or trademarks, nor, at this time, has any patent or trademarks pending.

### **Government Regulation**

CBD Products are not subject to the Controlled Substances Act.

The Agriculture Improvement Act of 2018 (“AIA” or “the Act”) exempted hemp-derived cannabidiol products (“hemp-derived CBD products”) from the federal Controlled Substances Act (“CSA”). Specifically, the AIA, also known as the Farm Bill of 2018, established a legal definition of “hemp”: the plant *Cannabis sativa* L. and any part of that plant, including the seeds thereof and all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers, whether growing or not, with a delta-9 tetrahydrocannabinol [ $\Delta$ -9 THC] concentration of not more than 0.3% on a dry weight basis.

The Act amends the CSA to exclude “hemp” from the definition of “marihuana.” It also amended the CSA to exclude THC found in “hemp” from the “tetrahydrocannabinols” listed in Schedule I. Therefore, hemp-derived CBD products that contain less than less than 0.3% of  $\Delta$ -9 THC, such as those marketed by the Company, are not controlled substances under the CSA. These amendments to the CSA took immediate effect on December 20, 2018.

By way of background, the CSA establishes five “schedules” into which a substance with abuse potential may be classified. Substances that fall under any one of the five schedules are subject to various requirements and restrictions enforced by the

U.S. Drug Enforcement Administration (“DEA”). The most restrictive is Schedule I, which is reserved for those substances having a high potential for abuse that do not have a currently accepted medical use, and that lack accepted safety for use under medical supervision.

Marijuana has long been classified under Schedule I. Previously, DEA took the position that CBD met the expansive definition of “marijuana”, which made it subject to Schedule I as well. Specifically, DEA created a code number in Schedule I for “marihuana extract,” defined as “an extract containing one or more cannabinoids that has been derived from any plant of the genus *Cannabis*, other than the separated resin (whether crude or purified) obtained from the plant.” DEA made clear that the agency considered CBD to fall within the definition of “x’ extract” (and to therefore be a Schedule I substance) if the CBD came from the part of the cannabis plant that is included within the definition of “marihuana.”

The passage of the AIA confirms that hemp-derived CBD products are now excluded from the CSA. As noted above, the AIA amended the definition of “marihuana” as follows:

- (A) Subject to subparagraph (B), the term ‘marihuana’ means all parts of the plant *Cannabis sativa* L., whether growing or not; the seeds thereof; the resin extracted from any part of such plant; and every compound, manufacture, salt, derivative, mixture, or preparation of such plant, its seeds to resin.
- (B) The term ‘marihuana’ does not include—
  - (i) hemp, as defined in section 297A of the Agricultural Marketing Act of 1946.

#### I. Limits of the AIA

Although the AIA removed “hemp” from the CSA, the Act has limitations.

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- a. Products containing more than 0.3% of 9Δ-THC are still subject to the CSA.

Notably, the AIA’s exclusion of “hemp” from the CSA definition of “marihuana” is limited to those parts, derivatives, or extracts of the plant containing less than 0.3% of 9Δ-THC. Parts, derivatives, and extracts containing levels of 9Δ-THC greater than 0.3% meet the definition of marihuana and are subject to the CSA. Consequently, manufacturers and distributors of CBD products must be prudent with respect to verifying the levels of 9Δ-THC in products.

The passage of the AIA confirms that hemp-derived CBD products are now excluded from the CSA. As noted above, the AIA amended the definition of “marihuana” as follows:

- (C) Subject to subparagraph (B), the term ‘marihuana’ means all parts of the plant *Cannabis sativa* L., whether growing or not; the seeds thereof; the resin extracted from any part of such plant; and every compound, manufacture, salt, derivative, mixture, or preparation of such plant, its seeds to resin.
- (D) The term ‘marihuana’ does not include—
  - (i) hemp, as defined in section 297A of the Agricultural Marketing Act of 1946.

## II. Limits of the AIA

Although the AIA removed “hemp” from the CSA, the Act has limitations.

- a. Products containing more than 0.3% of 9Δ-THC are still subject to the CSA.

Notably, the AIA’s exclusion of “hemp” from the CSA definition of “marihuana” is limited to those parts, derivatives, or extracts of the plant containing less than 0.3% of 9Δ-THC. Parts, derivatives, and extracts containing levels of 9Δ-THC greater than 0.3% meet the definition of marihuana and are subject to the CSA. Consequently, manufacturers and distributors of CBD products must be prudent with respect to verifying the levels of 9Δ-THC in products.

- b. Hemp production and cultivation restrictions

The AIA requires the establishment of a shared Federal-state program to regulate the cultivation and production of hemp. The USDA is actively engaged in rulemaking efforts to implement these requirements and state laws are evolving in response. Our Company is not involved in the cultivation or production of hemp; however, we recognize that new rules will impact the industry as a whole and we are closely monitoring the USDA’s rulemaking efforts.

- c. Hemp-derived CBD remains subject to FDA regulatory authority

Further, The Federal Food, Drug and Cosmetic Act (“FDCA”) and the AIA authorize the FDA to regulate the marketing and distribution of hemp products in interstate commerce that are intended for consumption, including topical use. Pursuant to its jurisdiction, FDA may regulate hemp as a feed, food, dietary supplement, cosmetic or drug depending on the intended use of the hemp and whether the hemp is otherwise a permissible ingredient for a particular intended use. The AIA expressly preserves the FDA’s authority over “hemp” that is intended to be used as a drug, device, cosmetic, food (including animal food), dietary supplement, or tobacco product.

Generally, hemp-derived CBD products that are intended for ingestion and intended to support the normal function/structure of the body or added as an ingredient in food, may be considered a dietary supplement or conventional food under the FDCA. However, FDA has taken the position through advisory Warning Letters that CBD products are precluded from being marketed as dietary supplements or as food because CBD is subject to statutory exclusions designed to protect the integrity of the drug approval process.

Specifically, the statutory definition of a “dietary supplement” excludes an “article” that has been approved as a drug under section 505 of the FDCA. The term “dietary supplement” also excludes “an article” if (1) it has been authorized for investigation as a new drug; (2) substantial clinical investigations have been instituted on the article and their existence made public; and (3) it was not marketed as a food or dietary supplement prior to being authorized for investigation as a new drug. For purposes of this exclusion, the FDA has interpreted “authorized for investigation as a new drug” to mean that an Investigational New Drug application (“IND”) has been submitted for the active ingredient or active moiety.

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FDA has taken the position that hemp-derived CBD cannot be marketed as dietary supplement because a CBD isolate has been approved as a drug, Epidiolex, and prior to approval, was subject to substantial clinical investigations under an IND. Further, FDA has stated that it has not been provided with the evidence needed to overcome this exclusion. The FDA asserts this same position with regard to products marketed as food under a separate, but identical, statutory provision applicable to “food” broadly. As such, FDA takes the position that hemp-derived CBD products intended for ingestion may be adulterated.

That being said, FDA has yet to take enforcement action against CBD products and has initiated a regulatory process to determine whether there is a regulatory pathway to permit the marketing of these products. Indeed, FDA in recognizing the significant increase in hemp-derived CBD products on the market, the Agency held a public meeting on May 31, 2019 requesting scientific information and data regarding the safety, manufacturing, product quality, marketing, labeling, and sale of products containing hemp-derived CBD. It further requested that comments be filed with the agency by July 2, 2019. This meeting and request for comments signaled FDA’s intent to consider various regulatory options for CBD products, including but not limited to (1) requiring companies to seek approval to market such product; (2) issuing regulations setting forth the conditions which such products may be marketed in food and dietary supplements; or (3) prohibiting the use of hemp-derived CBD in foods and dietary supplements. With that said, there is significant regulatory uncertainty around this category which makes it difficult to predict the likely outcome of this process FDA has initiated.

- d. Hemp-derived CBD products are subject to regulation on the state level.

Although the AIA provided clarity regarding the status of hemp-derived CBD under the federal CSA, the AIA did not address the myriad state laws and regulations governing such products. For example, hemp-derived CBD still meets the definition of a controlled substance under certain laws.

Our health and wellness products are regulated by the Food and Drug Administration (FDA)

We are subject to the rules of the FDA under the Federal Food, Drug, and Cosmetic Act, which regulates the formulation, manufacturing, packaging, labeling, and distribution of food, dietary supplements, drugs, cosmetic, medical devices, biologics, and tobacco products. The FDA regulates the wellness industry by focusing on the safety, efficacy, and security of products like dietary supplements, food, beverages, drugs, medical devices, and cosmetics, ensuring they are safe for consumers and accurately labeled, while also providing information to support healthy choices.

The Cannaisseur Group, Inc., is a Delaware corporation, and the operator of the website, <https://thecannaisseurgroup.com/>.

### **Item 1A. Risk Factors**

An investment in our common stock involves a high degree of risk. An investor should carefully consider the following risk factors and the other information in this registration statement before investing in our common stock. Our business and results of operations could be seriously harmed by any of the following risks.

#### ***A pandemic, epidemic or outbreak of an infectious disease in the markets in which the Company operates or that otherwise impacts its facilities and customers could adversely impact the Company’s business.***

If a pandemic, epidemic, or outbreak of an infectious disease including an outbreak of respiratory illness caused by a novel virus, or other public health crisis, were to affect the Company’s markets or facilities, or its customers, the Company’s business could be adversely affected. If such an infectious disease broke out at the Company’s office, facilities or work sites, its operations may be affected significantly, its productivity may be affected, and the Company may incur increased costs. If the persons and entities with which the Company contracts are affected by an outbreak of infectious disease, its live events may be delayed or cancelled, and the Company may incur increased costs. If the Company’s employees or subcontractors with whom it works were affected by an outbreak of infectious disease, the Company’s labor supply may be affected, and it may incur increased labor costs. In addition, the Company may experience difficulties with certain suppliers or with vendors in its supply chains, and its business could be affected if the Company becomes unable to procure essential equipment, supplies or services in adequate quantities and at acceptable prices. Further, an infectious outbreak may cause disruption to the U.S. economy, or the local economies of the markets in which the Company operates, increase costs associated with its business, affect job growth and consumer confidence, or cause economic changes that the Company cannot anticipate. Overall, the potential impact of a pandemic, epidemic or outbreak of an infectious disease with respect to the Company’s markets or its facilities is difficult to predict and could adversely impact the Company’s business. Given that the type, degree, and length of such restrictions are not known at this time, the Company cannot predict the overall impact of such restrictions on it, its customers, its subcontractors, and others with whom the Company works or the overall economic environment.

***Our industry may become subject to expanded regulation and increased enforcement by the Food and Drug Administration (FDA) and the Federal Trade Commission (FTC)***

The FDA under the Federal Food, Drug, and Cosmetic Act regulates the formulation, manufacturing, packaging, labeling, and distribution of food, dietary supplements, drugs, cosmetic, medical devices, biologics, and tobacco products. Our hemp-derived CBD products are not intended to be drugs. Accordingly, we have not been required to obtain FDA approval for our existing hemp-derived CBD products. Moreover, the regulatory status of hemp-derived CBD products is in a state of flux as FDA attempts to determine the appropriate manner in which to regulate these products. Thus, the regulatory approach is still evolving, and we may be required to seek FDA's approval to market food and dietary supplements containing hemp-derived CBD. It is also possible that the FDA may simply issue a regulation setting forth the conditions in which such products may be marketed, or it may simply prohibit these products. However, because FDA's regulatory process is in its infancy, we cannot predict the likely outcome. (See preceding Section, "Government Regulation".) In addition, the FTC under the Federal Trade Commission Act ("FTC Act") requires that product advertising be truthful, substantiated, and non-misleading. We believe that our advertising meets these requirements. However, the FTC may bring a challenge at any time to evaluate our compliance with the FTC Act.

***Increases in the cost of ingredients, labor and other costs could adversely affect our operating results.***

Our CBD products contain hemp-derived CBD oil. Increases in the cost of ingredients in our products could have a material adverse effect on our operating results. Significant price increases, market conditions, weather, acts of God and other disasters could materially affect our operating results. An increase in our operating costs could adversely affect our profitability. Factors such as inflation, increased labor and employee benefit costs and increased energy costs may adversely affect our operating costs. Many of the factors affecting costs are beyond our control and we may not be able to pass along these increased costs to our customers.

***We do not have long-term contracts with many of our suppliers, and as a result they could seek to increase prices or fail to deliver.***

We typically do not rely on written contracts or long-term arrangements with our suppliers. Although we have not experienced significant problems with our suppliers, our suppliers may implement significant price increases or may not meet our requirements in a timely fashion, if at all. The occurrence of any of the foregoing could have a material adverse effect on our operating results.

**Risks Related to Our Dependence on Third Parties**

We rely on partners, vendors, and other service providers to provide some of the material and products that we sell. If such partners, vendors, and other service providers fail to fulfill our requests, our business could be adversely affected. From time to time we may in the future have disputes with certain of our partners, vendors, and other service providers. If, in connection with such a dispute, a partner, vendor, or service provider terminates its relationship with us or otherwise limits the provision of their products to us, the availability of certain of our products could be disrupted. If the partners, vendors, and other service providers we rely upon cease to provide access to the products that we and our customers and consumers use, whether in connection with disputes or otherwise, do not provide access to such products on terms that we believe to be attractive or reasonable, we may be required to seek comparable products and supplies from other sources, which may be more expensive or inferior, or may not be available at all, any of which would adversely affect our business.

***Any prolonged disruption in the operations of any of our packaging facilities could harm our business.***

Any prolonged disruption in the operations of any facilities that perform our packaging, whether due to technical or labor difficulties, destruction or damage to the facility, real estate issues or other reasons, could result in increased costs and reduced revenues and our profitability and business results could be harmed.

***Loss of key personnel or our inability to attract and retain new qualified personnel could hurt our business and inhibit our ability to operate and grow successfully.***

Our ability to successfully grow our brand depends on our ability to attract and retain professionals with talent, integrity, enthusiasm, and loyalty to our corporate team. If we are unable to attract or retain key personnel, our profitability and growth potential could be harmed.

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***We may not be able to adequately protect our intellectual property, which could harm the value of our brand and branded products and adversely affect our business.***

We depend on the reputation of INNO Medicinals as the vendor of high quality and unique products. Atlanta CBD's branded products consist of bath bombs, bath salts and soaps with our unique proprietary blend of essential oils and cannabidiols. These branded products help attract customers. Atlanta CBD's name, reputation and unique branded products promote a positive shopping experience. We rely on a combination of trademarks, copyrights, trade secrets and similar intellectual property rights to protect our brand and branded products. The success of our business depends on our continued ability to use our existing and future trademarks to increase brand awareness and further develop our branded products in both domestic and international markets. We have registered, or will register, certain trademarks in the United States and may elsewhere. We may not be able to adequately protect our trademarks and our use of these trademarks may result in liability for trademark infringement, trademark dilution or unfair competition. We may from time to time be required to institute litigation to enforce our trademarks or other intellectual property rights, or to protect our trade secrets. Such litigation could result in substantial costs and diversion of resources and could negatively affect our sales, profitability and business results regardless of whether we are able to successfully enforce our rights.

***Pandemics, natural disasters and geo-political events could adversely affect the Company's business.***

Pandemics, natural disasters, including hurricanes, cyclones, typhoons, tropical storms, floods, earthquakes and tsunamis, weather conditions, including winter storms, droughts and tornadoes, whether as a result of climate change or otherwise, and geo-political events, including civil unrest or terrorist attacks, that affect the Company, or other service providers, could adversely affect the Company's business.

***We do not have any outside Board of Directors which could create a conflict of interests and pose a risk from a corporate governance perspective.***

Our Board of Directors consists of five directors, which means that we have no outside or independent directors. The lack of independent directors may prevent the Board from being independent from management in its judgments and decisions and its ability to pursue the Board responsibilities without undue influence. For example, an independent Board can serve as a check on management, which can limit management taking unnecessary risks. Furthermore, the lack of independent directors creates the potential for conflicts between management and the diligent independent decision-making process of the Board. Furthermore, our lack of outside directors deprives our company of the benefits of various viewpoints and experience when confronting the challenges we face. With no independent director sitting on the Board of Directors, it will be difficult for the Board to fulfill its traditional role as overseeing management.

***Cyber security risks and the failure to maintain the integrity of internal, partner, and consumer data could result in damages to our reputation, the disruption of operations and/or subject us to costs, fines or lawsuits.***

We have and will continue to collect and retain large volumes of internal, partner and consumer data, including credit card numbers and other personally identifiable information, for business purposes, including for transactional or target marketing and promotional purposes, and our various information technology systems enter, process, summarize and report such data. We also maintain personally identifiable information about our employees. The integrity and protection of our customer, employee, and company data is critical to our business and our customers and employees are likely to have a high expectation that we will adequately protect their personal information. The regulatory environment, as well as the requirements imposed on us by the credit card industry, governing information, security and privacy laws is increasingly demanding and continues to evolve. Maintaining compliance with applicable security and privacy regulations may increase our operating costs and/or adversely impact our ability to market our products and services.

We also rely on accounting, financial and operational management information technology systems to conduct our operations. If these information technology systems suffer severe damage, disruption or shutdown and our business continuity plans do not effectively resolve the issues in a timely manner, our business, financial condition and results of operations could be materially adversely affected.

We may face various security threats, including cyber security attacks on our data (including our vendors' and customers' data) and/or information technology infrastructure. Although we utilize various procedures and controls to monitor and mitigate these threats, there can be no assurance that these procedures and controls will be sufficient to prevent penetrations or disruptions to our systems. Furthermore, a penetrated or compromised data system or the intentional, inadvertent or negligent release or disclosure of data could result in theft, loss, fraudulent or unlawful use of customer, employee, or company data which could harm our reputation or result in remedial and other costs, fines or lawsuits and require significant management attention and resources to be spent. In addition, our insurance coverage and indemnification arrangements that we enter into, if any, may not be adequate to cover all the costs related to cyber security attacks or disruptions resulting from such events.

**Risks Relating to Our Financial Condition**

***All businesses are affected by an unstable economy.***

Even though there may be downturns in the economy, consumers will always need essential goods and services regardless of the economy. However, economic downturns almost inevitably signal cutbacks in overall spending, which would translate specifically to us as decreased revenue, if any, as we expect that part of our income stream will be commissions on customer purchases and interest on customers' balances.

***We have a limited operating history and operate in a new industry, and we may not succeed.***

The consumer products business is a highly competitive and risky business, and such competition from companies much bigger than us could adversely affect our operating results.

We compete with many national, regional, and local businesses. We could experience increased competition from existing or new companies in our channel, which could create increasing pressures to grow ours. If we are unable to maintain our competitive position, we could experience downward pressure on prices, lower demand for our products, reduced margins, the inability to take advantage of new business opportunities and the loss of channel share, which would have an adverse effect on our operating results. Other factors that could affect our business are:

- Consumer tastes
- National, regional, or local economic conditions
- Disposable purchasing power
- Demographic trends; and
- The price of special ingredients that go into our products.

***Our financial statements may not be comparable to those of other companies.***

Pursuant to Section 107(b) of the JOBS Act, we have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(2) of The JOBS Act. This election allows us to delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies. As a result, our financial statements may not be comparable to companies that comply with public company effective dates, and our stockholders and potential investors may have difficulty in analyzing our operating results if comparing us to such companies.

***The success of our new and existing products and services is uncertain.***

We have committed, and expect to continue to commit, significant resources and capital to develop and market existing product enhancements and new products. We cannot assure that we will achieve market acceptance for all of our products, or of new products that we may offer in the future. Moreover, these new products may be subject to significant competition with offerings by new and existing competitors. In addition, new products and enhancements may pose a variety of challenges and require us to attract additional qualified employees. The failure to successfully develop and market these new products or enhancements could seriously harm our business, financial condition and results of operations.

***We cannot predict our future capital needs, and we may not be able to secure additional financing.***

We will need to raise additional funds in the future to fund our working capital needs and to fund further expansion of our business. We may require additional equity or debt financings, collaborative arrangements with corporate partners or funds from other sources for these purposes. No assurance can be given that necessary funds will be available for us to finance our development on acceptable terms, if at all. Furthermore, such additional financings may involve substantial dilution of our stockholders or may require that we relinquish rights to certain of our technologies or products. In addition, we may experience operational difficulties and delays due to working capital restrictions. If adequate funds are not available from operations or additional sources of financing, we may have to delay or scale back our growth plans.

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***Our annual and quarterly financial results are subject to significant fluctuations depending on various factors, many of which are beyond our control, which could adversely affect our ability to satisfy our debt obligations as they become due.***

Our sales and operating results can vary significantly from quarter to quarter and year to year depending on various factors, many of which are beyond our control. These factors include:

- Variations in the timing and volume of our sales
- The timing of expenditures in anticipation of future sales
- Sales promotions by us and our competitors
- Changes in competitive and economic conditions generally
- Foreign currency exposure

Consequently, our results of operations may decline quickly and significantly in response to changes in order patterns or rapid decreases in demand for our products. We anticipate that fluctuations in operating results will continue in the future. The Company's operating results may vary. We may incur net losses. The Company expects to experience variability in its revenues and net profit. While we intend to fully implement our business plan, we may experience net losses. Factors expected to contribute to this variability include, among other things:

- The general economy
- The regulatory environment pertaining to our products
- Climate, seasonality and environmental factors
- Consumer demand
- Transportation costs
- Competition in products

You should further consider, among other factors, our prospects for success in light of the risks and uncertainties encountered by companies that, like us, are in their early stages. For example, unanticipated expenses, problems, and technical difficulties may occur and they may result in material delays in the operation of our business, in particular with respect to our new products. We may not successfully address these risks and uncertainties or successfully implement our operating strategies. If we fail to do so, it could materially harm our business to the point of having to cease operations and could impair the value of our common stock to the point investors may lose their entire investment.

***As we expand our operations, we may be unable to successfully manage our future growth.***

Since inception, our business has grown. This growth has placed substantial strain on our management, operational, financial and other resources. If we are able to continue expanding our operations in the United States and in other countries where we believe our products will be successful, as planned, we may experience periods of rapid growth, which will require additional resources. Any such growth could place increased strain on our management, operational, financial and other resources, and we will need to train, motivate, and manage employees, as well as attract management, sales, finance and accounting, international, technical, and other professionals. In addition, we will need to expand the scope of our infrastructure and our physical resources. Any failure to expand these areas and implement appropriate procedures and controls in an efficient manner and at a pace consistent with our business objectives could have a material adverse effect on our business and results of operations.

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***Any future litigation could have a material adverse impact on our results of operations, financial condition and liquidity, particularly since we do not currently have director and officer (“D&O”) insurance. Our lack of insurance may also make it difficult for us to retain and attract talented and skilled directors and officers. While we intend to apply for D&O insurance, we cannot guarantee that such application will be accepted.***

Despite our significant efforts in product quality control, we face risks of litigation from customers and others in the ordinary course of business, which may divert our financial and management resources. Any adverse litigation or publicity may negatively impact our financial condition and results of operations.

Claims of illness or injury relating to product quality or handling are common in the consumer products industry. While we believe our processes and high standards of quality control will minimize these instances, there is always a risk of occurrence, and so despite our best efforts to regulate quality control, litigation may occur. In that event, our financial condition, operating results and cash flows could be harmed.

From time to time we may be subject to litigation, including potential stockholder derivative actions. Risks associated with legal liability are difficult to assess and quantify, and their existence and magnitude can remain unknown for significant periods of time. To date we have no directors and officers liability (“D&O”) insurance to cover such risk exposure for our directors and officers. Such insurance generally pays the expenses (including amounts paid to plaintiffs, fines, and expenses including attorneys’ fees) of officers and directors who are the subject of a lawsuit as a result of their service to the Company. While we intend to attempt to obtain such insurance, there can be no assurance that we will be able to do so at reasonable rates or at all, or in amounts adequate to cover such expenses should such a lawsuit occur. While neither Delaware law nor our articles of incorporation or bylaws require us to indemnify or advance expenses to our officers and directors involved in such a legal action, we expect that we would do so to the extent permitted by Delaware law. Without D&O insurance, the amounts we would pay to indemnify our officers and directors should they be subject to legal action based on their service to the Company could have a material adverse effect on our financial condition, results of operations and liquidity. Further, our lack of D&O insurance may make it difficult for us to retain and attract talented and skilled directors and officers, which could adversely affect our business.

***The Company may be unable to manage growth, which may impact its potential profitability.***

Successful implementation of the Company’s business strategy requires it to manage its growth. Growth could place an increasing strain on the Company’s management and financial resources. To manage growth effectively, the Company will need to:

- Establish definitive business strategies, goals and objectives;
- Maintain a system of management controls; and
- Attract and retain qualified personnel, as well as develop, train, and manage management-level and other employees.

If the Company fails to manage its growth effectively, its business, financial condition, or operating results could be materially harmed, and the Company’s stock price may decline.

***The Company operates in a highly competitive environment, and if it is unable to compete with its competitors, its business, financial condition, results of operations, cash flows and prospects could be materially adversely affected.***

The Company operates in a highly competitive environment. The Company’s competition includes all other companies that are in the business of hemp cultivation and sales or other related companies. A highly competitive environment could materially adversely affect the Company’s business, financial condition, results of operations, cash flows and prospects.

***The Company may not be able to compete successfully with other established companies offering the same or similar services and, as a result, the Company may not achieve its projected revenue and user targets.***

If the Company is unable to compete successfully with other businesses in its existing markets, it may not achieve its projected revenue and/or customer targets. The Company competes with both start-up and established companies. Compared to the Company’s business, some of its competitors may have greater financial and other resources, have been in business longer, have greater name recognition and be better established.

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***Our prior operating results may not be indicative of our future results.***

You should not consider prior operating results with respect to revenues, net income or any other measure to be indicative of our future operating results. The timing and amount of future revenues will depend almost entirely on our ability to sell our products to new customers. Our future operating results will depend upon many other factors, including:

- The level of product and price competition;
- Our success in expanding our distribution network and managing our growth;
- Our ability to develop and market product enhancements and new products;

The timing of product enhancements, activities of and acquisitions by competitors

***The Company does not expect to pay dividends in the future; any return on investment may be limited to the value of the Company's common stock.***

The Company does not currently anticipate paying cash dividends in the foreseeable future. The payment of dividends on the Company's common stock will depend on earnings, financial condition and other business and economic factors affecting it at such time as the board of directors may consider relevant. The Company's current intention is to apply net earnings, if any, in the foreseeable future to increase the Company's capital base and development and marketing efforts. There can be no assurance that the Company will ever have sufficient earnings to declare and pay dividends to the holders of its common stock, and in any event, a decision to declare and pay dividends is at the sole discretion of the Company's board of directors. If the Company does not pay dividends, its common stock may be less valuable because a return on investment will only occur if its stock price appreciates.

**Risks Related to Investment**

***Our stock is quoted on the OTC Market. The common stock price is likely to be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond the Company's control or unrelated to its operating performance.***

Our common stock is quoted on the OTC Markets Group, Inc. and traded under the symbol "TCRG". The OTC Markets is a network of security dealers that buy and sell stock.

The Company's common stock will be thinly traded so the Company's stockholders may be unable to sell at or near ask prices or at all if they need to sell their shares to raise money or otherwise desire to liquidate their shares.

***An active and visible public trading market for our common stock may not develop.***

We do not currently have an active or visible trading market. We cannot predict whether an active market for our common stock will ever develop in the future. In the absence of an active trading market:

- Investors may have difficulty buying and selling or obtaining market quotations;
- Market visibility for shares of our common stock may be limited; and
- A lack of visibility for shares of our common stock may have a depressive effect on the market price for shares of our common stock.

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***The market price of our common stock may be volatile.***

The market price for our common stock may be volatile and subject to wide fluctuations in response to factors including the following:

- Actual or anticipated fluctuations in our quarterly or annual operating results
- Changes in financial or operational estimates or projections
- Conditions in markets generally
- Changes in the economic performance or market valuations of companies similar to ours
- Announcements by us or our competitors of new products, acquisitions, strategic partnerships, joint ventures, or capital commitments
- Our intellectual property position; and general economic or political conditions in the United States or elsewhere.

In addition, the securities market has from time-to-time experienced significant price and volume fluctuations that are not related to the operating performance of companies. These market fluctuations may also materially and adversely affect the market price of shares of our common stock.

***Our issuance of additional common stock or preferred stock may cause our common stock price to decline, which may negatively impact your investment.***

Issuances of a substantial number of additional shares of our common or preferred stock, or the perception that such issuances could occur, may cause prevailing market prices for our common stock to decline. In addition, our board of directors is authorized to issue additional series of shares of preferred stock without any action on the part of our stockholders. Our board of directors also has the power, without stockholder approval, to set the terms of any such series of shares of preferred stock that may be issued, including voting rights, conversion rights, dividend rights, preferences over our common stock with respect to dividends or if we liquidate, dissolve, or wind up our business and other terms. If we issue cumulative preferred stock in the future that has preference over our common stock with respect to the payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the market price of our common stock could decrease.

***Our common stock is subject to the SEC's penny stock rules and accordingly, broker-dealers may have trouble in completing customer transactions and trading activity in our securities may be adversely affected.***

The SEC has adopted regulations, which generally define "penny stock" to be an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions. The market price of our common stock is less than \$5.00 per share and therefore would be a "penny stock" according to SEC rules, unless we are listed on a national securities exchange. Under these rules, broker-dealers who recommend such securities to persons other than institutional accredited investors must:

- Make a special written suitability determination for the purchaser;
- Receive the purchaser's prior written agreement to the transaction;
- Provide the purchaser with risk disclosure documents which identify certain risks associated with investing in "penny stocks" and which describe the market for these "penny stocks" as well as a purchaser's legal remedies;
- Obtain a signed and dated acknowledgment from the purchaser demonstrating that the purchaser has received the required risk disclosure document before a transaction in a "penny stock" can be completed.

As our common stock is subject to these rules, broker-dealers may find it difficult to effectuate customer transactions and trading activity in our securities may be adversely affected. As a result, the market price of our securities may be depressed, and you may find it more difficult to sell your securities.

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***The market for penny stocks has experienced numerous frauds and abuses, which could adversely impact investors in our stock.***

OTC Market securities are frequent targets of fraud or market manipulation, both because of their generally low prices and because reporting requirements are less stringent than those of the stock exchanges such as NASDAQ. Patterns of fraud and abuse include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- “Boiler room” practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;
- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers;
- Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

Our management is aware of the abuses that have occurred historically in the penny stock market.

Among the factors that could affect our stock price are:

- Industry trends and the business situation of our suppliers
- Actual or anticipated fluctuations in our quarterly financial and operating results and operating results that vary from the expectations of our management or of securities analysts and investors
- our failure to meet the expectations of the investment community and changes in investment community recommendations or estimates of our future operating results
- Announcements of strategic developments, acquisitions, dispositions, financings, product developments and other materials events by us or our competitors
- Regulatory and legislative developments
- Litigation
- General market conditions
- Other domestic and international macroeconomic factors unrelated to our performance
- Changes in key personnel

***Sales by our stockholders of a substantial number of shares of our common stock in the public market could adversely affect the market price of our common stock.***

A substantial portion of our total outstanding shares of common stock may be sold into the market at any time, or a substantial portion of our total outstanding shares of preferred stock may be converted to common stock and sold into the market at any time. Some of these shares are owned by the management of the Company, and we believe that such holders have no current intention to either convert their preferred stock into common stock or to sell a significant number of shares of their common stock into the market. If all of the major stockholders were to decide to sell large amounts of stock over a short period of time such sales could cause the market price of our common stock to drop significantly, even if our business is performing well.

***Our business is dependent upon continued market acceptance by consumers.***

We are substantially dependent on continued market acceptance of our products by consumers. Although we believe that our products in the United States are gaining increasing consumer acceptance, we cannot predict that this trend will continue in the future.

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***The ability to hire additional qualified employees, and the timing of such hiring and our ability to control costs. We may require additional capital to finance our operations in the future, but that capital may not be available when it is needed and could be dilutive to existing stockholders.***

We may require additional capital for future operations. We plan to finance anticipated ongoing expenses and capital requirements with funds generated from the following sources:

- Cash provided by operating activities
- Available cash and cash investments
- Capital raised through debt and equity offerings

Current conditions in the capital markets are such that traditional sources of capital may not be available to us when needed or may be available only on unfavorable terms. Our ability to raise additional capital, if needed, will depend on conditions in the capital markets, economic conditions and a number of other factors, many of which are outside our control. Accordingly, we cannot assure you that we will be able to successfully raise additional capital at all or on terms that are acceptable to us. If we cannot raise additional capital when needed, it may have a material adverse effect on our liquidity, financial condition, results of operations and prospects. Further, if we raise capital by issuing stock, the holdings of our existing stockholders will be diluted.

If we raise capital by issuing debt securities, such debt securities would rank senior to our common stock upon our bankruptcy or liquidation. In addition, we may raise capital by issuing equity securities that may be senior to our common stock for the purposes of dividend and liquidating distributions, which may adversely affect the market price of our common stock. Finally, upon bankruptcy or liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Additional equity offerings may dilute the holdings of our existing stockholders or reduce the market price of our common stock, or both.

***Requirements associated with being a reporting public company will require significant company resources and management attention.***

We have filed a Form S-1 registration statement with the U.S. Securities and Exchange Commission (“SEC”). We are subject to the reporting requirements of the Exchange Act and the other rules and regulations of the SEC relating to public companies. We are working with independent legal, accounting and financial advisors to identify those areas in which changes should be made to our financial and management control systems to manage our growth and our obligations as an SEC reporting company. These areas include corporate governance, internal control, internal audit, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal control over financial reporting. However, we cannot provide assurances that these and other measures we may take will be sufficient to allow us to satisfy our obligations as an SEC reporting company on a timely basis.

In addition, compliance with reporting and other requirements applicable to SEC reporting companies will create additional costs for the Company and will require the time and attention of management and may require the hiring of additional personnel and legal, audit and other professionals. We cannot predict or estimate the amount of additional costs we may incur, the timing of such costs or the impact that our management’s attention to these matters will have on our business.

***We are an emerging growth company and, as a result of the reduced disclosure and governance requirements applicable to emerging growth companies, our common stock may be less attractive to investors.***

We are an emerging growth company, as defined in the JOBS Act, and we are eligible to take advantage of certain exemptions from various reporting requirements applicable to other public companies, but not to emerging growth companies, including, but not limited to, a requirement to present only two years of audited financial statements, an exemption from the auditor attestation requirement of Section 404 of the Sarbanes-Oxley Act, reduced disclosure about executive compensation arrangements pursuant to the rules applicable to smaller reporting companies and no requirement to seek non-binding advisory votes on executive compensation or golden parachute arrangements, although some of these exemptions are available to us as a smaller reporting company (i.e. a company with less than \$75 million of its voting equity held by affiliates). We have elected to adopt these reduced disclosure requirements. We cannot predict if investors will find our common stock less attractive as a result of our taking advantage of these exemptions. If some investors find our common stock less attractive as a result of our choices, there may be a less active trading market for our common stock and our stock price may be more volatile.

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***We do not expect to pay any cash dividends in the foreseeable future.***

We intend to retain our future earnings, if any, in order to reinvest in the development and growth of our business and, therefore, do not intend to pay dividends on our common stock for the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, and such other factors as our board of directors deems relevant. Accordingly, investors may need to sell their shares of our common stock to realize a return on their investment, and they may not be able to sell such shares at or above the price paid for them.

***We can sell additional shares of common stock without consulting stockholders and without offering shares to existing stockholders, which would result in dilution of existing stockholders' interests in the Company and could depress our stock price.***

Our Articles of Incorporation authorize 500,000,000 shares of common stock, par value \$0.0001 per share, of which 60,459,890 were outstanding as of December 31, 2025. Moreover, our Board of Directors is authorized to issue additional shares of our common stock and preferred stock. Although our Board of Directors intends to utilize its reasonable business judgment to fulfill its fiduciary obligations to our then existing stockholders in connection with any future issuance of our capital stock, the future issuance of additional shares of our common stock or preferred stock convertible into common stock would cause immediate, and potentially substantial, dilution to our existing stockholders, which could also have a material effect on the market value of the shares.

***Because we will be subject to "penny stock" rules, the level of trading activity in our stock may be reduced.***

Broker-dealer practices in connection with transactions in "penny stocks" are regulated by penny stock rules adopted by the Securities and Exchange Commission. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on some national securities exchanges). The penny stock rules require a broker-dealer to deliver to its customers a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market prior to carrying out a transaction in a penny stock not otherwise exempt from the rules. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, broker-dealers who sell these securities to persons other than established customers and "accredited investors" must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. Consequently, these requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security subject to the penny stock rules.

***Financial Industry Regulatory Authority (FINRA) sales practice requirements may also limit your ability to buy and sell our stock, which could depress our share price.***

FINRA rules require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares, depressing our share price.

**Item 1B. Unresolved Staff Comments**

None.

## **Item 1C. Cybersecurity**

### **Cyber Risk Management and Strategy**

We recognize the importance of assessing, identifying, and managing risks from cybersecurity threats. Our approach to cybersecurity risk management is aligned with our risk profile and business.

We intend to leverage the support of third-party information technology and security providers, including to perform a risk assessment designed to identify, assess, and manage cybersecurity risks. Further, we will develop a formal, documented process to assess the data protection practices of certain third-party vendors that may handle sensitive information on our behalf.

Although risks from cybersecurity threats have to date not materially affected, and we do not believe they are reasonably likely to materially affect us or our business strategy, results of operations or financial condition, we could, from time to time, experience threats and security incidents relating to our and our third-party vendors' information systems. For more information, please see the section entitled "Risk Factors" in this Annual Report on Form 10-K.

### **Governance Related to Cybersecurity Risks**

Our Board of Directors is responsible for the strategic leadership and direction of our cybersecurity program. Our Board has oversight over cybersecurity risks. Our management provides periodic presentations to the Board on our cybersecurity program, including updates on cybersecurity risks and related cybersecurity strategy, as applicable.

## **Item 2. Properties**

The Company has its principal offices located at 650 Ponce De Leon Ave, Suite 300 #2334, Atlanta, GA 30308.

## **Item 3. Legal Proceedings**

We are not currently involved in any litigation nor to our knowledge, is any litigation threatened against us, the outcome of which would, in our judgment based on information currently available to us, have a material adverse effect on our financial position or results of operations.

## **Item 4. Mine Safety Disclosures**

Not Applicable.

## PART II

### Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

Our common stock began trading on the OTC Pink Markets under the symbol “TCRG”. The OTC Markets is a network of security dealers that buy and sell stock.

The common stock price is likely to be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond the Company’s control or unrelated to its operating performance. The Company’s common stock will likely be thinly traded so the Company’s stockholders may be unable to sell at or near ask prices or at all if they need to sell their shares to raise money or otherwise desire to liquidate their shares.

#### Holdings

As of March 18, 2026, there were approximately 43 holders of our common stock.

#### Dividends

We have never declared or paid any cash dividends on our common stock, nor do we anticipate paying any in the foreseeable future. We expect to retain any future earnings to finance our operations and expansion. The payment of cash dividends in the future will be at the discretion of our Board of Directors and will depend upon our earnings levels, capital requirements, any restrictive loan covenants and other factors the Board considers relevant.

#### Unregistered Sales of Equity Securities and Use of Proceeds

On January 22, 2025, the Company sold 642,857 shares of common stock at a price of \$0.14 per share for cash proceeds of \$90,000.

On May 8, 2024, the Company sold 21,740 shares of common stock at a price of \$0.23 per share for cash proceeds of \$5,000.

On July 31, 2024, the Company sold 10,000 shares of common stock at a price of \$0.23 per share for cash proceeds of \$2,300.

On November 18, 2024, the Company sold 100,000 shares of common stock at a price of \$0.05 per share for cash proceeds of \$5,000.

On December 27, 2024, the Company sold 8,333 shares of common stock at a price of \$0.12 per share for cash proceeds of \$1,000.

Proceeds were used to cover operating expenses and to pay expenses related to the Company’s registration of its shares and filings with the Securities and Exchange Commission.

#### Item 6. [Reserved]

### Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

#### Cautionary Note Regarding Forward Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding future trends and operating results, the planned expansion of operations into new markets and applications, characteristics and trends and the demand for products and services we offer, the need for and use of proceeds from one or more financings for strategic arrangements and partnerships, our future capital needs and ability to obtain financings and liquidity. All statements other than statements of historical facts contained in this report, including statements regarding our future financial position, liquidity, working capital sources, business strategy and plans and objectives of management for future operations, are forward-looking statements. The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “potential,” “is likely,” “will,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs.

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The results anticipated by any or all of these forward-looking statements might not occur. Important factors, uncertainties and risks that may cause actual results to differ materially from these forward-looking statements include the future impact of the geopolitical conflicts in Israel and Ukraine, inflation and Federal Reserve interest rate increases in response thereto on the economy including the potential for a recession, downturn in economic activity and the capital markets and a resulting reduction in demand for our offerings, declines in expenditures for digital marketing campaigns and a trend towards in-housing those functions, our limited operating history and revenue, our ability to effectively navigate challenges posed by the complex industries we serve including the potential for rapid and unpredictable technological change, regulatory burdens and an intense competitive environment. We undertake no obligation to publicly update or revise any forward-looking statements, whether as the result of new information, future events or otherwise.

### **Background of the Company**

The Cannaisseur Group, Inc. (the “Company” or “TCRG”) was established in December 2020. On January 4, 2021 the Company acquired a fifty-one percent (51%) interest in Atlanta CBD Inc. (d/b/a as Inno Medicinals) (“Atlanta CBD”). Atlanta CBD was formed to engage in hemp cultivation, extraction, manufacturing, distribution, and retail sales through CBD stores. The Company, however, has now transitioned into a health and wellness company, with the aim of promoting and selling health and wellness products, including CBD-related products. Currently, the Company’s only assets and operations consist of the 51% interest it owns in Atlanta CBD, Inc. TCRG manages and operates Atlanta CBD’s business on a day-to-day basis. The Company intends to develop its own hemp cultivation, extraction, and manufacturing business and work in conjunction with Atlanta CBD to grow the Company’s business operations.

Atlanta CBD, at its inception, was a hemp products supplier and retailer. It sold its retail hemp products through trade name, Inno Medicinals, located in Atlanta Georgia. Currently, Atlanta CBD, in order to better reflect the direction of TCRG, intends to sell health and wellness products through its retail operations. The products offered for sale will also reflect the shift in strategy of TCRG.

### **Results of Operations for the Year Ended December 31, 2025 as Compared to the Year Ended December 31, 2024**

#### ***Revenue***

Revenue was \$0 for the twelve months ended December 31, 2025, compared to \$700 for the twelve months ended December 31, 2024, a decrease of \$700, or 100%. The decrease in revenue was due to a decline in retail sales caused by the closing of the Company’s retail store. The Company is in the process of restructuring its website and plans to conduct business online. The Company may reopen a physical store or stores in the future if it is advantageous to its operations.

#### ***Costs of Revenue***

Cost of revenue was \$910 for the twelve months ended December 31, 2025, compared to \$4,275 during the twelve months ended December 31, 2024, a decrease of \$3,365, or 78.7%. The decrease was driven primarily by a lack of sales in the current year and reduced write-off of obsolete inventory.

The Company reported negative gross profit for the years ended December 31, 2025 and 2024. The negative profit margins were the result of reduced sales, due to the closing of the Company’s retail store, and increases in write-offs of obsolete inventory. Continued growth of the consumer market for CBD products and increases in competition are anticipated to continue to create pressure on gross profit margins.

#### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses were \$1,715,535 for the twelve months ended December 31, 2025, an increase of \$452,531, or 35.8%, compared to \$1,263,004 during the twelve months ended December 31, 2024. The increase was driven primarily by an increase in stock-based compensation and salaries.

#### ***Other Expense, Net***

Other expense, net was \$91,934 during the twelve months ended December 31, 2025, compared to other expense, net of \$6,427 during the twelve months ended December 31, 2024, an increase of \$85,507, or 1,330.4%. The increase was the result of a loss on conversion of related party debt and loss on conversion of mezzanine equity during the twelve months ended December 31, 2025.

## **Liquidity and Capital Resources**

As of December 31, 2025, we had \$140 in total assets, including cash and cash equivalents of \$22, compared to \$1,876 in total assets, including cash and cash equivalents of \$563, as of December 31, 2024. The decrease in assets is primarily attributable to a decrease in cash, and the write-off of obsolete inventory.

As of December 31, 2025, we had total liabilities of \$235,431, including accounts payable and accrued expenses of \$192,162, settlement payable of \$9,501, dividends payable of \$1,608, notes payable current of \$7,361, and long-term notes payable of \$24,799. As of December 31, 2024, we had total liabilities of \$305,576, consisting of accounts payable and accrued expenses of \$169,807, settlement payable of \$9,501, notes payable - current of \$46,697, dividends payable of \$1,608, and long-term notes payable of \$76,463. The decrease in liabilities is mainly due to a decrease in convertible notes payable – related parties.

### ***Cash Flows from Operating Activities***

For the twelve months ended December 31, 2025, cash used in operating activities of \$127,451 resulted primarily from a net loss of \$1,808,379 adjusted for non-cash items totaling \$1,308,619 and a net increase of \$46,173 in the components of working capital. The non-cash adjustments to net income are attributable to charges of \$1,292,962 for share-based compensation, gain on settlement of accounts payable of \$3,800, loss on conversion of related party debt of \$23,282, and loss on conversion of mezzanine equity of \$68,175. The change in the components of working capital was due primarily to an increase in accounts payable and accrued expenses of \$299,114, with the remaining change attributable to normal operational fluctuations in current assets and current liabilities.

For the twelve months ended December 31, 2024, cash used in operating activities of \$110,627 resulted from a net loss of \$1,273,006, adjustments for non-cash items totaling and a net increase of \$120,379 in the components of working capital. The non-cash adjustments to net income is attributable to charges of \$1,042,000 for share-based compensation. The change in the components of working capital was due primarily to an increase in accounts payable and accrued expenses of \$121,889 and a decrease in the settlement payable liability of \$5,500, with the remaining change attributable to normal operational fluctuations in current assets and current liabilities.

### ***Cash Flows Provided by Financing Activities***

Our financing activities consisted primarily of the sale of common stock, borrowings and repayments of debt, and contributed capital from related parties.

For the twelve months ended December 31, 2025, cash provided by financing activities of \$126,910 consisted of \$90,000 in proceeds from the sale of common stock, contributed capital by related parties of \$38,410, and repayments of short-term related party debt of \$1,500.

For the twelve months ended December 31, 2024, cash provided by financing activities of \$72,800 consisted of \$13,300 in proceeds from the sale of common stock, contributed capital by related parties of \$7,000, proceeds from convertible note payable of \$51,000, and proceeds from related party debt of \$1,500.

### ***General***

Historically, we have financed the Company through a combination of debt and equity transactions. To meet future capital requirements, we plan to raise additional capital through the sale of equity securities or through equity-linked or debt-financing arrangements, to the extent our operating cash flow is insufficient to fund our operations in future periods.

The sale of additional equity or debt securities may result in additional dilution to our shareholders. If we raise additional funds through the issuance of debt securities or preferred stock, these securities could have rights senior to those of our common stock and could contain covenants that would restrict our operations. Any such required additional capital may not be available on reasonable terms, if at all. If we were unable to obtain additional financing, we may be required to reduce the scope of, delay or eliminate some or all of our planned activities and limit our operations which could have a material adverse effect on our business, financial condition and results of operations.

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TCRG expects to raise funds through private investors and investment firms and is looking to secure a non-recourse loan for work capital and operating expenses. We intend to continue offering smaller investment opportunities. Long term, we plan to seek larger amounts of investment to expand our operations. TCRG will also look to attain a non-recourse loan of \$50,000.

There can be no assurances that we will be able to raise additional capital. The inability to raise capital would adversely affect our ability to achieve our business objectives. In addition, if our operating performance during the next 12 months is below our expectations, our liquidity and ability to operate our business could be adversely affected. We continue to monitor macro-economic factors such as inflationary pressures, continued Federal Reserve interest rate hikes and recessionary fears, as well as trends within our industry, all of which may affect our working capital requirements.

### ***Inflation***

The amounts presented in our consolidated financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

### ***Going Concern***

The accompanying financial statements have been prepared on a going concern basis. For the twelve months ended December 31, 2025, the Company had a net loss of \$1,808,379, net cash used in operating activities of \$127,451, negative working capital of \$210,492, an accumulated deficit of \$3,488,889 and total stockholders' deficit of \$235,291. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### ***Off-Balance Sheet Arrangements***

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

### ***Critical Accounting Policies and Estimates***

This discussion and analysis of our financial condition and results of operations are based on our financial statements that have been prepared under accounting principle generally accepted in the United States of America. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates.

A summary of significant accounting policies is included in Note 2 to the consolidated financial statements included in this Registration Statement. Of these policies, we believe that the following items are the most critical in preparing our financial statements.

#### *Consolidation Policy*

TCRG relied upon the guidance of ASC 250 *Accounting Changes and Error Corrections* ("ASC 250") and ASC 805 *Business Combinations* ("ASC 805") in accounting for and presenting acquisition of Atlanta CBD. Pursuant to ASC 805-50-05-5, the pooling-of-interests method of accounting provides relevant guidance when an exchange of shares between entities under common control results in a change in the reporting entity. Under the pooling-of-interests method, the transferred assets and liabilities are recorded at their historical carrying amounts, and the equity accounts of the separate entities are combined. Pursuant to ASC 805-50-45-2, the transaction should be presented as if it occurred on the first day of the period reported; accordingly, we have reported the Atlanta CBD transaction as if it occurred on January 1, 2020.

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### *Inventory*

Inventories are stated at the lower of cost or market. Atlanta CBD periodically reviews the value of items in inventory and provides write-downs or write-offs of inventory based on its assessment of market conditions. Write-downs and write-offs are charged to cost of goods sold. Inventory is based upon the average cost method of accounting.

### *Revenue Recognition*

TCRG recognizes revenue in accordance with ASC Topic 606, *Revenue From Contracts With Customers*. ASC Topic 606 requires companies to recognize revenue in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the standard requires disclosures of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Atlanta CBD sells CBD related products in a retail location in Atlanta, Georgia and through e-commerce. Revenue is recognized based on the following model:

1. Atlanta CBD sells products at their one retail location and via web site sales. A sale agreement exists when the customer purchases the product at the counter or via an online purchase. The price for and product to be received are known at time of purchase.
2. The performance obligations are to provide the product for the customer at the counter or ship the product to the customer. The product is shipped on the day of sale.
3. The price of the product is located on the label or presented on the web site and therefore is known at the time of purchase.
4. The price of the product is properly allocated to the sole performance of providing the product.
5. Revenue is recognized in the retail location at the point of sale where money is collected and the product is in control of customer and from the web site upon settlement of the credit card transaction, which is effectively at the time of purchase.

### *Use of Estimates*

Management uses estimates and assumptions in preparing these financial statements in accordance with U.S. generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

### *Most Recent accounting pronouncements*

Refer to Note 2 in the accompanying consolidated financial statements.

### *Impact of Most Recent Accounting Pronouncements*

There were no recent accounting pronouncements that have had a material effect on the Company's financial position or results of operations.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

**Item 8. Financial Statements and Supplementary Data**



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and  
Shareholders of The Cannaisseur Group, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of The Cannaisseur Group, Inc. (the Company) as of December 31, 2025 and 2024, and the related consolidated statements of operations, changes stockholders' equity / (deficit), and cash flows for each of the years in the two-year period ended December 31, 2025 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, 2025 and 2024 and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2025 in conformity with accounting principles generally accepted in the United States of America.

**Going Concern**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company suffered a net loss from operations, a decline in overall revenue and had negative cash flows from operations, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters are also described in Note 1. 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 audits 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 Matter**

The critical audit matter communicated below are 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 matter 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 matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which they relate.

As discussed in Note 1 to the financial statements, the Company had a going concern due to a negative working capital and consecutive losses from operations.

Auditing management's evaluation of a going concern can be a significant judgment given the fact that the Company uses management estimates on future revenues and expenses which are not able to be substantiated.

To evaluate the appropriateness of the going concern, we examined and evaluate the financial information that was the initial cause along with managements' plans to mitigate the going concern and managements' disclosure on going concern.

/s/ M&K CPAS, PLLC

We have served as the Company's auditor since 2021.

The Woodlands, Texas

March 20, 2026

**THE CANNASSEUR GROUP, INC.  
CONSOLIDATED BALANCE SHEETS**

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 22	\$ 563
Accounts receivable	-	285
Inventory	118	1,028
Total current assets	<u>140</u>	<u>1,876</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 140</u></b>	<b><u>\$ 1,876</u></b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities:		
Accounts payable and accrued expenses	192,162	169,807
Settlement payable	9,501	9,501
Short-term loan payable - related party	-	1,500
Notes payable, current portion	7,361	6,697
Convertible notes payable - related party, current portion	-	40,000
Dividends payable	1,608	1,608
Total current liabilities	<u>210,632</u>	<u>229,113</u>
Long term notes payable, non current portion	24,799	25,463
Convertible notes payable - related party, non current portion	-	51,000
Total long term liabilities	<u>24,799</u>	<u>76,463</u>
<b>TOTAL LIABILITIES</b>	<b>235,431</b>	<b>305,576</b>
Mezzanine Equity	-	37,875
<b>Stockholders' Equity (Deficit)</b>		
Common stock, \$0.0001 par value, 500,000,000 shares authorized, 60,459,890 and 44,337,557 shares issued and outstanding as of December 31, 2025 and 2024, respectively	6,046	4,433
Additional paid in capital	3,389,954	1,476,904
Accumulated deficit	(3,488,889)	(1,714,976)
Minority interest	<u>(142,402)</u>	<u>(107,936)</u>
<b>Total Stockholders' Deficit</b>	<b><u>(235,291)</u></b>	<b><u>(341,575)</u></b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b><u>\$ 140</u></b>	<b><u>\$ 1,876</u></b>

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

**THE CANNAISSEUR GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For the Years Ended December 31, 2025 and 2024**

	<b>Year Ended</b>	
	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
Revenue, net of discounts	\$ -	\$ 700
Cost of revenue	910	4,275
Gross profit	(910)	(3,575)
Operating Expenses		
Selling, general and administrative expenses	1,715,535	1,263,004
Total operating expenses	1,715,535	1,263,004
Operating loss	(1,716,445)	(1,266,579)
Other income (expense)		
Gain on settlement of accounts payable	3,800	-
Loss on conversion of related party debt	(23,282)	-
Loss on settlement of mezzanine equity	(68,175)	-
Interest expense	(4,277)	(6,427)
Total other income (expense)	(91,934)	(6,427)
Net loss before taxes	(1,808,379)	(1,273,006)
Income tax benefit	-	-
Net loss	\$ (1,808,379)	\$ (1,273,006)
Less: Net loss attributable to minority interest	(34,466)	(3,568)
Net loss attributable to TCGI	\$ (1,773,913)	\$ (1,269,438)
Weighted average of common shares outstanding		
Basic	53,899,293	43,812,554
Diluted	53,899,293	43,812,554
Net loss per common share		
Basic	\$ (0.03)	\$ (0.03)
Diluted	\$ (0.03)	\$ (0.03)

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

**THE CANNAISSEUR GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY / (DEFICIT)**  
**For the Years Ended December 31, 2025 and 2024**

	Common Stock		Common Stock To Be Issued		Additional	Accumulated	Accumulated	Total	Mezzanine
	Shares	Amount	Shares	Amount	Paid in	Minority	Deficit	Stockholders'	Equity
					Capital	Interest		Equity	Equity
<b>Balance, December 31, 2023</b>	42,547,484	\$ 4,254	-	\$ -	\$ 414,783	\$ (104,368)	\$ (445,538)	\$ (130,869)	\$ 37,875
Shares issued for compensation	3,500,000	350	-	-	374,650	-	-	375,000	-
Shares issued for services	2,900,000	290	-	-	666,710	-	-	667,000	-
Shares issued for cash	140,073	14	-	-	13,286	-	-	13,300	-
Cancellation of shares	(4,750,000)	(475)	-	-	475	-	-	-	-
Capital contribution	-	-	-	-	7,000	-	-	7,000	-
Net loss	-	-	-	-	-	(3,568)	(1,269,438)	(1,273,006)	-
<b>Balance, December 31, 2024</b>	44,337,557	\$ 4,433	-	\$ -	\$ 1,476,904	\$ (107,936)	\$ (1,714,976)	\$ (341,575)	\$ 37,875
Shares issued for compensation	9,235,444	924	-	-	1,292,038	-	-	1,292,962	-
Shares issued for cash	642,857	64	-	-	89,936	-	-	90,000	-
Shares issued for conversion of notes payable - related party	3,996,532	400	-	-	99,359	-	-	99,759	-
Loss on conversion of related party debt	-	-	-	-	23,282	-	-	23,282	-
Shares issued for conversion of accrued salary - related party	1,410,000	141	-	-	197,259	-	-	197,400	-
Gain on conversion of accrued salary - related party	-	-	-	-	13,600	-	-	13,600	-
Shares issued for conversion of accounts payable	380,000	38	-	-	53,162	-	-	53,200	-
Shares issued for settlement of mezzanine equity	757,500	76	-	-	105,974	-	-	106,050	(37,875)
Capital contribution	-	-	-	-	38,410	-	-	38,410	-
Cancellation of shares	(300,000)	(30)	-	-	30	-	-	-	-
Net loss	-	-	-	-	-	(34,466)	(1,773,913)	(1,808,379)	-
<b>Balance, December 31, 2025</b>	60,459,890	\$ 6,046	-	\$ -	\$ 3,389,954	\$ (142,402)	\$ (3,488,889)	\$ (235,291)	\$ -

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

**THE CANNASSEUR GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Years Ended December 31, 2025 and 2024**

	Year Ended December 31,	
	2025	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Loss	\$ (1,808,379)	\$ (1,273,006)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based compensation	1,292,962	1,042,000
Gain on settlement of accounts payable	(3,800)	-
Loss on conversion of related party debt	23,282	-
Loss on conversion of mezzanine equity	68,175	-
Changes in operating assets and liabilities:		
Accounts receivable	285	(285)
Inventory	910	4,275
Accounts payable and accrued expenses	299,114	121,889
Settlement payable	-	(5,500)
Net Cash Used in Operating Activities	(127,451)	(110,627)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from sale of common stock	90,000	13,300
Contributed capital - related party	38,410	7,000
Proceeds from convertible notes payable - related party	-	51,000
Proceeds from (repayments of) short-term loan - related party	(1,500)	1,500
Net Cash Provided by Financing Activities	126,910	72,800
Net increase (decrease) in cash and cash equivalents	(541)	(37,827)
Cash and cash equivalents, beginning of period	563	38,390
Cash and cash equivalents, end of period	\$ 22	\$ 563
Supplemental cash flow information		
Cash paid for interest	\$ 1,474	\$ 200
Cash paid for taxes	\$ -	\$ -
Non-cash investing and financing activities:		
Shares issued for conversion of convertible notes payable	\$ 99,759	\$ -
Shares issued for conversion of accrued salaries	\$ 211,000	\$ -
Shares issued for settlement of accounts payable	\$ 57,000	\$ -
Shares issued for conversion of mezzanine equity	\$ 37,875	\$ -
Cancellation of shares of common stock	\$ -	\$ 475

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

**THE CANNAISSEUR GROUP, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2025 and 2024**

**1. Organization and Nature of Operations**

***Organization and Combination***

The Cannaisseur Group, Inc. (the Company) was incorporated in the State of Delaware on December 22, 2020.

On January 4, 2021, the Company acquired 51% of the common stock of Atlanta CBD, Inc. (“Atlanta CBD”), (the “Atlanta CBD Acquisition”). Atlanta CBD, Inc. was incorporated in the State of Georgia on October 17, 2018.

***Principles of Consolidation***

The consolidated financial statements include the accounts of the Company and its majority owned subsidiary Atlanta CBD. At the time of the Atlanta CBD Acquisition, Floretta Gogo and Xavier Carter owned the majority of Atlanta CBD and controlled the voting rights. Ms. Gogo and Mr. Carter also controlled 38% of The Cannaisseur Group’s voting rights and were the CEO and COO, respectively, of both Companies both before and after the transaction. Pursuant to the guidance of ASC 250 *Accounting Changes and Error Corrections* (“ASC 250”) the acquisition of Atlanta CBD by The Cannaisseur Group resulted in a change in the reporting entity of the combined companies. The Company relied upon the guidance of ASC 805 *Business Combinations* (“ASC 805”) in the presentation of the combined entities. Pursuant to ASC 805-50-05-5, the pooling-of-interests method of accounting provides relevant guidance when an exchange of shares between entities under common control results in a change in the reporting entity. Under the pooling-of-interests method, the transferred assets and liabilities are recorded at their historical carrying amounts, and the equity accounts of the separate entities are combined. Pursuant to ASC 805-50-45-2, the transaction should be presented as if it occurred on the first day of the period reported; accordingly, we have reported the Atlanta CBD transaction as if it occurred on January 1, 2020.

***Business Operations***

Currently, the Company sells its products online only, and no longer operates a physical retail store. The Company may reopen a physical store or stores in the future if it is advantageous to its operations.

***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. The Company has a cumulative net loss since inception of \$3,488,889, a working capital deficit of \$210,492, and has required additional capital raises to support its operations. These factors raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The Company’s continuation as a going concern is dependent upon its ability to create positive cash flows from operations and its ability to continue receiving capital from shareholders and other related parties and obtain financing from third parties. No assurance can be given that the Company will be successful in these efforts.

As a result, management has concluded that there is substantial doubt about the Company’s ability to continue as a going concern within one year of the date that the accompanying financial statements are issued. The ability of the Company to continue as a going concern is dependent upon the Company’s ability to raise additional funds and implement its business plan, and to ultimately achieve sustainable operating revenues and profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

If cash resources are insufficient to satisfy the Company’s ongoing cash requirements, the Company would be required to obtain funds, if available, although there can be no certainty, from its shareholders or officers.

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**2. Basis of Presentation and Summary of Significant Accounting Policies**

***Basis of Presentation***

The Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) and include the accounts of The Cannaisseur Group, Inc. and Atlanta CBD.

The consolidated financial statements include the accounts of the Company and its majority owned subsidiary Atlanta CBD. At the time of the Atlanta CBD Acquisition, Floretta Gogo and Xavier Carter owned the majority of Atlanta CBD and controlled the voting rights. Ms. Gogo and Mr. Carter also controlled 38% of The Cannaisseur Group’s voting rights and were the CEO and COO, respectively, of both Companies both before and after the transaction. Pursuant to the guidance of ASC 250 *Accounting Changes and Error Corrections* (“ASC 250”) the acquisition of Atlanta CBD by The Cannaisseur Group resulted in a change in the reporting entity of the combined companies. The Company relied upon the guidance of ASC 805 *Business Combinations* (“ASC 805”) in the presentation of the combined entities. Pursuant to ASC 805-50-05-5, the pooling-of-interests method of accounting provides relevant guidance when an exchange of shares between entities under common control results in a change in the reporting entity. Under the pooling-of-interests method, the transferred assets and liabilities are recorded at their historical carrying amounts, and the equity accounts of the separate entities are combined. Pursuant to ASC 805-50-45-2, the transaction should be presented as if it occurred on the first day of the period reported; accordingly, we have reported the Atlanta CBD transaction as if it occurred on January 1, 2020.

***Summary of Significant Accounting Policies***

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates. Significant estimates are expected to include those related to assumptions used in calculating accruals for potential liabilities, valuing equity instruments issued for services, and the realization of deferred tax assets.

Cash

Cash and cash equivalents include short-term investments with original maturities of 90 days or less. The recorded value of our cash and cash equivalents approximates their fair value.

Inventory

Inventories are stated at the lower of cost or market. The Company periodically reviews the value of items in inventory and provides write-downs or write-offs of inventory based on its assessment of market conditions. Write-downs and write-offs are charged to cost of goods sold. Inventory is based upon the average cost method of accounting.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. The Company calculates depreciation expense using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of their useful lives or the initial lease term. Expenditures for major renewals and improvements that extend the useful life of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. The estimated useful lives of property and equipment are as follows:

<u>Classification</u>	<u>Estimated Useful Lives</u>
Equipment	3 to 5 years
Leasehold improvements	3 to 5 years
Furniture and fixtures	3 to 5 years

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### Revenue Recognition

The Company recognizes revenue in accordance with ASC Topic 606, *Revenue From Contracts With Customers*. ASC Topic 606 requires companies to recognize revenue in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the standard requires disclosures of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company sells CBD related products in a retail location in Atlanta, Georgia and through e-commerce. Revenue is recognized based on the following model:

1. The Company sells products at their one retail location and via web site sales. A sale agreement exists when the customer purchases the product at the counter or via an online purchase. The price for and product to be received are known at time of purchase.
2. The performance obligations are to provide the product for the customer at the counter or ship the product to the customer. Product is shipped on the day of sale.
3. The price of the product is located on the label or presented on the web site and therefore is known at the time of purchase.
4. The price of the product is properly allocated to the sole performance of providing the product.
5. Revenue is recognized in the retail location at the point of sale where money is collected and product is in control of customer and from the web site upon settlement of the credit card transaction, which is effective at the time of purchase.

### Concentration of Risk

The Company may periodically contract with consultants and vendors to provide services related to the Company's business development activities. Agreements for these services may be for a specific time period or for a specific project or task. The Company did not have any agreements at December 31, 2025 or 2024.

### Income Taxes

The Company accounts for income taxes under an asset and liability approach for financial accounting and reporting for income taxes. Accordingly, the Company recognizes deferred tax assets and liabilities for the expected impact of differences between the financial statements and the tax basis of assets and liabilities.

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company was to determine that it would be able to realize its deferred tax assets in the future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Alternatively, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

The Company is subject to U.S. federal income taxes and income taxes of the State of Georgia.

As the Company's net operating losses in the respective jurisdictions in which it operates have yet to be utilized, all previous tax years remain open to examination by the taxing authorities in which the Company currently operates. The Company had no unrecognized tax benefits as of December 31, 2025 and 2024 and does not anticipate any material amount of unrecognized tax benefits within the next 12 months.

The Company accounts for uncertainties in income tax law under a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns as prescribed by GAAP. The tax effects of a position are recognized only if it is "more-likely-than-not" to be sustained by the taxing authority as of the reporting date. If the tax position is not considered "more-likely-than-not" to be sustained, then no benefits of the position are recognized. As of December 31, 2025 and 2024, the Company had not recorded any liability for uncertain tax positions. In subsequent periods, any interest and penalties related to uncertain tax positions will be recognized as a component of income tax expense.

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The Tax Reform Act of 1986 limits the annual utilization of net operating loss and tax credit carry forwards, following an ownership change of the Company. Note that as a result of the Company's equity financings in recent years, the Company underwent changes in ownership for purposes of the Tax Reform Act. Pursuant to Sections 382 and 383 of the Internal Revenue Code, annual use of any of the Company's net operating loss carry forwards may be limited if cumulative changes in ownership of more than 50% occur during any three-year period.

### Impairment of Long-Lived Assets

The Company reviews the carrying value of its long-lived assets annually or whenever events or changes in circumstances indicate that the historical cost-carrying value of an asset should no longer be appropriate. The Company assesses recoverability of the carrying value of the asset by estimating the future net undiscounted cash flows expected to result from the asset, including eventual disposition. If the future net undiscounted cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and estimated fair value.

### Stock-Based Compensation

The Company issues common stock and intends to issue stock options to officers, directors and consultants for services rendered. Options will vest and expire according to terms established at the issuance date of each grant. Stock grants, which are generally time vested, will be measured at the grant date fair value and charged to operations ratably over the vesting period.

The fair value of stock options granted as stock-based compensation will be determined utilizing the Black-Scholes option-pricing model, and can be affected by several variables, the most significant of which are the life of the equity award, the exercise price of the stock option as compared to the fair market value of the common stock on the grant date, and the estimated volatility of the common stock. Estimated volatility will be based on the historical volatility of the Company's common stock over an appropriate calculation period, or, if not available, by reference to the volatility of a representative sample of comparable public companies. The risk-free interest rate will be based on the U.S. Treasury yield curve in effect at the time of grant. The fair market value of the common stock will be determined by reference to the quoted market price of the Company's common stock on the grant date, or, if not available, by reference to an appropriate alternative valuation methodology.

The Company will recognize the fair value of stock-based compensation awards in general and administrative costs or in software development costs, as appropriate, in the Company's consolidated statements of operations. The Company will issue new shares of common stock to satisfy stock option exercises.

As of December 31, 2025 and 2024, the Company did not have any outstanding stock options.

### Earnings (Loss) Per Share

The Company's computation of earnings (loss) per share ("EPS") includes basic and diluted EPS. Basic EPS is measured as the income (loss) attributable to common stockholders divided by the weighted average common shares outstanding for the period. Diluted EPS is similar to basic EPS but presents the dilutive effect on a per share basis of potential common shares (e.g., convertible notes payable, convertible preferred stock, warrants and stock options) as if they had been converted at the beginning of the periods presented, or issuance date, if later. Potential common shares that have an anti-dilutive effect (i.e., those that increase income per share or decrease loss per share) are excluded from the calculation of diluted EPS.

As of December 31, 2025 and 2024, the following shares were issuable and excluded from the calculation of diluted loss:

	<b>December 31,</b>	<b>December 31,</b>
	<b>2025</b>	<b>2024</b>
Convertible Notes Payable	-	3,284,436

### Fair Value of Financial Instruments

The authoritative guidance with respect to fair value established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels and requires that assets and liabilities carried at fair value be classified and disclosed in one of three categories, as presented below. Disclosure as to transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements, is also required.

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Level 1. Observable inputs such as quoted prices in active markets for an identical asset or liability that the Company has the ability to access as of the measurement date. Financial assets and liabilities utilizing Level 1 inputs include active-exchange traded securities and exchange-based derivatives.

Level 2. Inputs, other than quoted prices included within Level 1, which are directly observable for the asset or liability or indirectly observable through corroboration with observable market data. Financial assets and liabilities utilizing Level 2 inputs include fixed income securities, non-exchange-based derivatives, mutual funds, and fair-value hedges.

Level 3. Unobservable inputs in which there is little or no market data for the asset or liability which requires the reporting entity to develop its own assumptions. Financial assets and liabilities utilizing Level 3 inputs include infrequently-traded non-exchange-based derivatives and commingled investment funds and are measured using present value pricing models.

The Company will determine the level in the fair value hierarchy within which each fair value measurement falls in its entirety, based on the lowest level input that is significant to the fair value measurement in its entirety. In determining the appropriate levels, the Company will perform an analysis of the assets and liabilities at each reporting period end.

The carrying value of financial instruments (consisting of cash and accounts payable and accrued expenses) is considered to be representative of their respective fair values due to the short-term nature of those instruments.

## Leases

Effective January 1, 2019, the Company adopted Accounting Standards Update 2016-02, Leases (Topic 842) (“ASU 2016-02”), which requires a lessee to record a right-of-use asset and a corresponding lease liability at the inception of the lease initially measured at the present value of the lease payments. ASU 2016-02 requires recognition in the statement of operations of a single lease cost that is calculated as a total cost of the lease allocated over the lease term, generally on a straight-line basis.

## Convertible Debt

The Company has adopted Accounting Standards Update (“ASU”) 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20), which removed certain separation models in Subtopic 470-20. Under the amendments in ASU 2020-06, the embedded conversion features no longer are separated from the host contract for convertible instruments with conversion features that are not required to be accounted for as derivatives under Topic 815, Derivatives and Hedging, or that do not result in substantial premiums accounted for as paid-in capital. Consequently, a convertible debt instrument will be accounted for as a single liability measured at its amortized cost.

## Recent Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company adopted this guidance in the fourth quarter of 2024. For additional information, see “Note 11—Segment Information.”

On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”) was enacted in the U.S. The OBBBA includes significant provisions, such as expensing of U.S. research expenditures and eligible capital expenditures, the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The impacts of the OBBBA are reflected in our results for the year ended December 31, 2025, and there was no impact to our income tax expense or effective income tax rate.

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In July 2025, the FASB issued ASU 2025-05, which provides a practical expedient for estimating expected credit losses on short term receivables and contract assets from revenue transactions. The guidance permits a simplified loss rate approach based on historical write off experience and current conditions. The Company is evaluating the standard and its potential effect on the allowance for doubtful accounts and its consolidated financial statements.

### Accounting Standards Issued, Not Adopted

In November 2024, the FASB issued Accounting Standard Update No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses (“ASU 2024-03”). This standard requires additional disclosures over certain expenses, including purchases of inventory, employee compensation, depreciation, intangible asset amortization, and other specific expense categories. This standard also requires disclosure of the total amount of selling expenses and the Company’s definition of selling expenses. This update is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The Company is evaluating the impact this update will have on our annual disclosures; however, we do not anticipate a material impact to our financial statements.

### **3. Short-term Loan Payable - Related Party**

On October 28, 2024, the Company entered into an agreement with Xavier Carter, its Chief Financial Officer, for a short-term loan in the amount of \$1,500. If repaid within 90 days, the loan has an interest rate of 0%. If the loan is not repaid on the due date of January 28, 2025, interest will accrue at a rate of 6.5%. The loan was paid in full on January 23, 2025. As of December 31, 2025 and 2024, the amount due under the short-term loan was \$0 and \$1,500, respectively.

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**4. Convertible Notes Payable - Related Party**

	December 31, 2025	December 31, 2024
<p>Convertible Note Payable in the amount of \$5,000, dated November 18, 2024, payable to Ridolfo R. Brown, a related party (the "Brown Note 3"). The note bears interest at 6.5% and has a maturity date of November 18, 2026. The Brown Note 3 will automatically convert into common stock upon the Company's sale of any equity securities with a value of not less than \$1,000,000 at a conversion price equal to the lesser of 80% of (i) the lowest price per share paid by the investors purchasing equity securities with an aggregate sales price of not less than \$1,000,000 or (ii) the number equal to \$3,500,000 divided by the number of shares of the Company outstanding (calculated on a fully diluted basis). Should the note not convert to common stock at the maturity date, then, at any time from the maturity date to the repayment date, the note may be converted upon the approval of the Company's Administrative Agent and the majority investors of the Company into the number of shares equal to the principal amount of the note divided by the conversion price, such conversion price to be calculated as \$3,500,000 divided by the numbers of shares of the Company outstanding (calculated on a fully diluted basis). During the years ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$124 and \$38, respectively, on this note.</p> <p>On June 2, 2025, the Company and Mr. Brown agreed to convert principal and accrued interest in the amount of \$5,000 and \$162, respectively, due under the Brown Note 3 at a price of \$0.15 per share into 34,415 shares of common stock. The fair value of the stock at the conversion date was \$0.14 per share, and the Company recognized a gain on conversion of debt in the amount of \$5,456 in additional paid-in capital.</p>	\$	- \$ 5,000
<p>Convertible Note Payable in the amount of \$6,000, dated August 15, 2024, payable to Ridolfo R. Brown, a related party (the "Brown Note 2"). The note bears interest at 6.5% and has a maturity date of August 15, 2026. The Brown Note 2 will automatically convert into common stock upon the Company's sale of any equity securities with a value of not less than \$1,000,000 at a conversion price equal to the lesser of 80% of (i) the lowest price per share paid by the investors purchasing equity securities with an aggregate sales price of not less than \$1,000,000 or (ii) the number equal to \$3,500,000 divided by the number of shares of the Company outstanding (calculated on a fully diluted basis). Should the note not convert to common stock at the maturity date, then, at any time from the maturity date to the repayment date, the note may be converted upon the approval of the Company's Administrative Agent and the majority investors of the Company into the number of shares equal to the principal amount of the note divided by the conversion price, such conversion price to be calculated as \$3,500,000 divided by the numbers of shares of the Company outstanding (calculated on a fully diluted basis). During the years ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$145 and \$147, respectively, on this note.</p> <p>On June 2, 2025, the Company and Mr. Brown agreed to convert principal and accrued interest in the amount of \$6,000 and \$292, respectively, due under the Brown Note 2 at a price of \$0.15 per share into 41,950 shares of common stock. The fair value of the stock at the conversion date was \$0.14 per share, and the Company recognized a gain on conversion of debt in the amount of \$6,650 in additional paid-in capital.</p>	-	6,000
<p>Convertible Note Payable in the amount of \$40,000, dated January 3, 2024, payable to Ridolfo R. Brown, a related party (the "Brown Note"). The note bears interest at 6.5% and has a maturity date of January 3, 2026. The Brown Note will automatically convert into common stock upon the Company's sale of any equity securities with a value of not less than \$1,000,000 at a conversion price equal to the lesser of 80% of the lowest price per share paid by the investors purchasing equity securities with an aggregate sales price of not less than \$1,000,000 or (ii) the number equal to \$3,500,000 divided by the number of shares of the Company outstanding (calculated on a fully diluted basis). Should the note not convert to common stock at the maturity date, then, at any time from the maturity date to the repayment date, the note may be converted upon the approval of the Company's Administrative Agent and the majority investors of the Company into the number of shares equal to the principal amount of the note divided by the conversion price, such conversion price to be calculated as \$3,500,000 divided by the numbers of shares of the Company outstanding (calculated on a fully diluted basis). During the years ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$1,510 and \$2,585, respectively, on this note.</p> <p>On July 15, 2025, the Company and Mr. Brown agreed to convert principal and interest in the amount of \$40,000 and \$4,095, respectively, due under the Brown Note at a price of \$.022 per share into 1,987,732 shares of common stock. The fair value of the stock at the conversion date was \$0.14 per share, and the Company recognized a loss on conversion of debt in the amount of \$177,474 in additional paid-in capital.</p>	-	40,000
<p>Convertible Note Payable in the amount of \$40,000, dated December 26, 2023, payable to The National Legacy Foundation, a related party (the "Legacy Foundation Note"). The note bears interest at 6.5% and has a maturity date of December 26, 2025. The Legacy Foundation Note is convertible into common stock at a conversion price of \$0.015, at the option of the holder any time prior to repayment. During the years ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$1,531 and \$2,643, respectively, on this note.</p> <p>On July 31, 2025, the Company and the National Legacy Foundation agreed to convert principal and interest in the amount of \$40,000 and \$4,209, respectively, due under the Brown Note at a price of \$.023 per share into 1,932,435 shares of common stock. The fair value of the stock at the conversion</p>	-	40,000

date was \$0.14 per share, and the Company recognized a gain on conversion of debt in the amount of \$142,086 in additional paid-in capital.

Total	\$	-	\$	91,000
Convertible notes payable – related party, current portion	\$	-	\$	40,000
Convertible notes payable – related party, noncurrent portion	\$	-	\$	51,000

**5. Notes Payable**

	December 31, 2025	December 31, 2024
Loan in the amount of \$4,095, dated January 4, 2023, payable to Lightspeed Capital (the “Lightspeed Loan”). The Lightspeed Loan is payable at the rate of 11% of the Company’s sales receipts. During the year ended December 31, 2023, the Company received additional borrowings of \$5,283, subject to the same repayment terms as the original agreement. During the years ended December 31, 2025 and 2024, the Company made repayments of \$0.	\$ 4,860	\$ 4,860
Economic Injury Disaster Loan (EIDL), dated June 9, 2020. The note bears interest at 3.75% and has a maturity date of June 9, 2050. Payments on the loan were deferred until June 2022, at which point monthly payments of principal and interest totaling \$134 became due. Interest in the amount of \$2,316 has been accrued as of December 31, 2024. During the years ended December 31, 2025 and 2024, the Company made interest payments in the amount of \$1,474 and \$200, respectively.	27,300	27,300
<b>Total</b>	<b>\$ 32,160</b>	<b>\$ 32,160</b>
Notes payable, current portion	\$ 7,361	\$ 6,697
Notes payable, noncurrent portion	\$ 24,799	\$ 25,463

Aggregate maturities of loans payable – related party, convertible notes payable – related parties, and notes payable as of December 31, 2025 are as follows:

For the twelve months ended December 31,

2026	\$ 7,361
2027	690
2028	716
2029	743
Thereafter	21,878
<b>Total</b>	<b>\$ 32,160</b>

**6. Settlement Payable**

The Company leased its retail store in Atlanta, Georgia under a five-year lease executed on January 24, 2019. The monthly cash payment for this operating lease was approximately \$2,000 per month, with the lease term ending on December 24, 2023. The Company recorded right of use assets and liabilities of \$84,994 on January 24, 2019, based on the present value of payments and an incremental borrowing rate of 10.0% per annum.

On October 18, 2023, the Company entered into a Lease Termination and Settlement Agreement (the “Settlement Agreement”) with the Landlord, under which the Company surrendered the leased premises, and settled all outstanding obligations and debts. According to the terms of the Settlement Agreement, the Company forfeited all deposits, totaling \$9,084, and settled the outstanding balance of \$47,511, of past due rent and other charges, for \$18,000, to be paid in monthly installments of \$1,500 for 12 months. The Company derecognized a right of use asset of \$4,185 and lease liability of \$2,726 and recorded a gain on the settlement in the amount of \$18,968.

During the year ended December 31, 2025 and 2024, the Company made payments of \$0 and \$5,500, respectively, on the rental settlement. As of December 31, 2025 and 2024, the amount due under the settlement payable was \$9,501.

**7. Related Party Transactions**

On October 28, 2024, the Company entered into an agreement with Xavier Carter, its Chief Financial Officer, for a short-term loan in the amount of \$1,500. If repaid within 90 days, the loan has an interest rate of 0%. If the loan is not repaid on the due date of January 28, 2025, interest will accrue at a rate of 6.5%. The loan was paid in full on January 23, 2025. As of December 31, 2025 and 2024, the amount due under the short-term loan was \$0 and \$1,500, respectively. See Note 3.

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Convertible Note Payable in the amount of \$5,000, dated November 18, 2024, payable to Ridolfo R. Brown, a related party. The note bears interest at 6.5% and has a maturity date of November 18, 2026. The Brown Note 3 is convertible into common stock at a conversion price equal to the lesser of (i) 80% of the lowest price per share paid by the investors purchasing equity securities with an aggregate sales price of not less than One Million Dollars, or (ii) the number equal to \$3,500,000 divided by the numbers of shares of the Company outstanding (calculated on a fully diluted basis), at the option of the holder any time prior to repayment. During the year ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$124 and \$38, respectively, on this note.

On June 2, 2025, the Company and Mr. Brown agreed to convert principal and accrued interest in the amount of \$5,000 and \$162, respectively, due under the Brown Note 3 at a price of \$0.15 per share into 34,415 shares of common stock. The fair value of the stock at the conversion date was \$0.14 per share, and the Company recognized a gain on conversion of debt in the amount of \$344 in additional paid-in capital.

Convertible Note Payable in the amount of \$6,000, dated August 15, 2024, payable to Ridolfo R. Brown, a related party. The note bears interest at 6.5% and has a maturity date of August 15, 2026. The Brown Note 2 is convertible into common stock at a conversion price equal to the lesser of (i) 80% of the lowest price per share paid by the investors purchasing equity securities with an aggregate sales price of not less than One Million Dollars, or (ii) the number equal to \$3,500,000 divided by the numbers of shares of the Company outstanding (calculated on a fully diluted basis), at the option of the holder any time prior to repayment. During the year ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$145 and \$147, respectively, on this note.

On June 2, 2025, the Company and Mr. Brown agreed to convert principal and accrued interest in the amount of \$6,000 and \$292, respectively, due under the Brown Note 2 at a price of \$0.15 per share into 41,950 shares of common stock. The fair value of the stock at the conversion date was \$0.14 per share, and the Company recognized a gain on conversion of debt in the amount of \$6,650 in additional paid-in capital.

Convertible Note Payable in the amount of \$40,000, dated January 3, 2024, payable to Ridolfo R. Brown, a related party. The note bears interest at 6.5% and has a maturity date of January 3, 2026. The Brown Note is convertible into common stock at a conversion price equal to the lesser of (i) 80% of the lowest price per share paid by the investors purchasing equity securities with an aggregate sales price of not less than One Million Dollars, or (ii) the number equal to \$3,500,000 divided by the numbers of shares of the Company outstanding (calculated on a fully diluted basis), at the option of the holder any time prior to repayment. During the year ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$1,510 and \$2,585, respectively, on this note.

On July 15, 2025, the Company and Mr. Brown agreed to convert principal and interest in the amount of \$40,000 and \$4,095, respectively, due under the Brown Note at a price of \$0.022 per share into 1,987,732 shares of common stock. The fair value of the stock at the conversion date was \$0.14 per share, and the Company recognized a loss on conversion of debt in the amount of \$177,474 in additional paid-in capital.

Convertible Note Payable in the amount of \$40,000, dated December 26, 2023, payable to The National Legacy Foundation, a related party. The note bears interest at 6.5% and has a maturity date of December 26, 2025. The Legacy Foundation Note is convertible into common stock at a conversion price of \$0.015, at the option of the holder any time prior to repayment. During the year ended December 31, 2025 and 2024, the Company accrued interest in the amount of \$1,531 and \$2,643, respectively, on this note.

On July 31, 2025, the Company and the National Legacy Foundation agreed to convert principal and interest in the amount of \$40,000 and \$4,209, respectively, due under the Brown Note at a price of \$0.023 per share into 1,932,435 shares of common stock. The fair value of the stock at the conversion date was \$0.14 per share, and the Company recognized a gain on conversion of debt in the amount of \$142,086 in additional paid-in capital.

On February 4, 2025, the Company issued 2,000,000 shares of common stock with a fair value of \$280,000 to each of its Chief Executive Officer and Chief Financial Officer as compensation for ongoing services.

On February 4, 2025, the Company issued 1,000,000 shares of common stock with a fair value of \$140,000 to its Corporate Secretary as compensation for ongoing services.

On July 14, 2025, the Company issued 766,667 shares of common stock, at a conversion rate of \$0.15 per share, to its Chief Executive Officer for the conversion of accrued salaries in the amount of \$115,000. The Company recognized a gain on conversion in the amount of \$7,667, based on a market price of \$0.14 per share, in additional paid-in capital.

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On July 14, 2025, the Company issued 643,333 shares of common stock, at a conversion rate of \$0.15 per share, to its Chief Financial Officer for the conversion of accrued salaries in the amount of \$96,000. The Company recognized a gain on conversion in the amount of \$5,933, based on a market price of \$0.14 per share, in additional paid-in capital.

On July 25, 2025, the Company issued 1,000,000 shares of common stock with a fair value of \$140,000 to its Chief Executive Officer as compensation.

On July 25, 2025, the Company issued 1,000,000 shares of common stock with a fair value of \$140,000 to its Chief Financial Officer as compensation.

On July 25, 2025, the Company issued 1,500,000 shares of common stock with a fair value of \$210,000 to one of its directors as compensation.

On July 25, 2025, the Company issued 500,000 shares of common stock with a fair value of \$70,000 to one of its directors as compensation.

During the year ended December 31, 2025, the Company received capital contributions from related parties in the amounts of \$38,410.

On February 28, 2024, the Company's Board of Directors approved the issuance of 1,000,000 shares of common stock with a fair value of \$15,000 to each of its Chief Executive Officer and Interim Chief Financial Officer as a bonus.

On May 17, 2024, the Company issued 1,000,000 shares of common stock with a fair value of \$230,000 to one of its directors as compensation.

On June 4, 2024, the Company issued 1,000,000 shares of common stock with a fair value of \$230,000 to each of its Chief Executive Officer and Interim Chief Financial Officer as compensation for ongoing services.

On June 30, 2024, the Company issued 500,000 shares of common stock with a fair value of \$115,000 to its Corporate Secretary as compensation for ongoing services.

On June 30, 2024, the Company issued 500,000 shares of common stock with a fair value of \$115,000 to one of its directors as compensation.

During the year ended December 31, 2024, the Company received capital contributions from related parties in the amounts of \$7,000.

### **8. Mezzanine Equity**

Mezzanine equity, as of December 31, 2025 and 2024, consists of 0 and 1,518 shares, respectively, of preferred stock of Atlanta CBD with redeemable features that allow the investors ("Investors") to request repayment of their investment. The Investors are also entitled to profit distributions equal to the lesser of (i) 25% interest, (ii) the difference between the ownership percentage of management and 50%, which will be distributed to management, until a 35% profit goal achieved. Preferred shareholders are entitled to a return of their investment upon 15 days' notice given to the Company after any distribution. On August 14, 2025, each of the Investors elected to convert their investment at a price of \$0.05 per shares. The Company issued 757,500 shares of common stock and recognized a loss on conversion of the mezzanine equity in the amount of \$68,175. See Note 9.

### **9. Stockholders' Equity**

The Company is authorized to issue up to 500,000,000 shares of common stock, \$0.0001 par value per share. At December 31, 2025 and 2024, the Company had 60,459,890 and 44,337,557 shares of common stock issued and outstanding, respectively.

In January 2021, the Company entered into a Stock Purchase Agreement with the owners of Atlanta CBD, Inc. and acquired 51% of the common stock of Atlanta CBD, Inc. in exchange for 13,600,000 shares of the Company's common stock. This transaction was accounted for using common control accounting; accordingly, the transaction was recorded as if it occurred on January 1, 2020. The amount of \$55,412 was recorded to additional paid-in capital, \$22,350 was charged to minority interest, and \$23,263 was recorded to accumulated deficit.

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Equity transactions during the year ended December 31, 2025:

On January 22, 2025, the Company sold 642,857 shares of common stock at a price of \$0.14 per share for cash proceeds of \$90,000.

On February 4, 2025, the Company issued 2,000,000 shares of common stock with a fair value of \$280,000 to its Chief Executive Officer as compensation for ongoing services.

On February 4, 2025, the Company issued 2,000,000 shares of common stock with a fair value of \$280,000 to its Chief Financial Officer as compensation for ongoing services.

On February 4, 2025, the Company issued 1,000,000 shares of common stock with a fair value of \$140,000 to its Corporate Secretary as compensation for ongoing services.

On June 2, 2025, the Company issued 76,365 shares of common stock, with a fair value of \$10,691, for the conversion of principal and accrued interest on notes payable in the amount of \$11,454. The Company recognized a gain on conversion of debt in the amount of \$12,106 in additional paid-in capital.

On June 2, 2025, the Company cancelled 300,000 shares of common stock held by a former director, who returned the shares to the Company upon his resignation from the Board of Directors. The Company recorded the cancellation of these shares at their par value and charged the amount of \$30 to additional paid-in capital.

On July 14, 2025, the Company issued 766,667 shares of common stock, at a conversion rate of \$0.15 per share, to its Chief Executive Officer for the conversion of accrued salaries in the amount of \$115,000. The Company recognized a gain on conversion in the amount of \$7,667, based on a market price of \$0.14 per share, in additional paid-in capital.

On July 14, 2025, the Company issued 643,333 shares of common stock, at a conversion rate of \$0.15 per share, to its Chief Financial Officer for the conversion of accrued salaries in the amount of \$96,000. The Company recognized a gain on conversion in the amount of \$5,933, based on a market price of \$0.14 per share, in additional paid-in capital.

On July 15, 2025, the Company issued 1,987,732 shares of common stock, with a fair value of \$278,282, for the conversion of principal and accrued interest on notes payable in the amount of \$44,095. The Company recognized a loss on conversion of debt in the amount of \$177,474 in additional paid-in capital.

On July 25, 2025, the Company issued 1,000,000 shares of common stock, with a fair value of \$140,000, to its Chief Executive Officer as compensation.

On July 25, 2025, the Company issued 1,000,000 shares of common stock, with a fair value of \$140,000, to its Chief Financial Officer as compensation.

On July 25, 2025, the Company issued 1,500,000 shares of common stock, with a fair value of \$210,000, to one of its directors as compensation.

On July 25, 2025, the Company issued 500,000 shares of common stock, with a fair value of \$70,000, to one of its directors as compensation.

On July 31, 2025, the Company issued 235,444 shares of common stock, with a fair value of \$32,962, to its former corporate secretary as compensation.

On July 31, 2025, the Company issued 1,932,435 shares of common stock, with a fair value of \$270,541, for the conversion of principal and accrued interest on notes payable in the amount of \$44,209. The Company recognized a gain on conversion of debt in the amount of \$142,086 in additional paid-in capital.

On August 14, 2025, the Company issued 757,500 shares of common stock for the conversion of investments made in Atlanta CBD. An aggregate of six investors converted a total of \$37,875 in investments at a conversion price of \$0.05. The fair value of the shares issued was \$106,050, and the Company recognized a loss on conversion in the amount of \$68,175. See Note 8.

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On August 17, 2025, the Company issued 380,000 shares of common stock, with a fair value of \$53,200, for the settlement of accounts payable in the amount of \$57,000. The Company recorded a gain on settlement of accounts payable in the amount of \$3,800.

During the year ended December 31, 2025, the Company received capital contributions from related parties in the amounts of \$38,410.

Equity transactions during the year ended December 31, 2024:

On January 16, 2024, the Company received capital contributions from a related party in the amount of \$1,000.

On February 28, 2024, the Company's Board of Directors approved the issuance of 1,000,000 shares of common stock with a fair value of \$15,000 to its Chief Executive Officer as a bonus.

On February 28, 2024, the Company's Board of Directors approved the issuance of 1,000,000 shares of common stock with a fair value of \$15,000 to its Interim Chief Financial Officer as a bonus.

On May 8, 2024, the Company sold 21,740 shares of common stock at a price of \$0.23 per share for cash proceeds of \$5,000.

On May 17, 2024, the Company issued 1,000,000 shares of common stock with a fair value of \$230,000 to one of its directors as compensation.

On June 4, 2024, the Company issued 1,000,000 shares of common stock with a fair value of \$230,000 to its Chief Executive Officer as compensation for ongoing services.

On June 4, 2024, the Company issued 1,000,000 shares of common stock with a fair value of \$230,000 to its Interim Chief Financial Officer as compensation for ongoing services.

On June 30, 2024, the Company issued 500,000 shares of common stock with a fair value of \$115,000 to its Corporate Secretary as compensation for ongoing services.

On June 30, 2024, the Company issued 500,000 shares of common stock with a fair value of \$115,000 to one of its directors as compensation.

On June 30, 2024, the Company issued 400,000 shares of common stock with a fair value of \$115,000 for services.

On June 30, 2024, the Company cancelled 4,750,000 shares of common stock which were held by service providers. These service providers returned these shares to the Company as the services were not performed. The Company recorded the cancellation of these shares at their par value and charged the amount of \$475 to additional paid-in capital.

On July 31, 2024, the Company sold 10,000 shares of common stock at a price of \$0.23 per share for cash proceeds of \$2,300.

On November 14, 2024, the Company sold 100,000 shares of common stock at a price of \$0.05 per share for cash proceeds of \$5,000.

On December 27, 2024, the Company sold 8,333 shares of common stock at a price of \$0.12 per share for cash proceeds of \$1,000.

During the year ended December 31, 2024, the Company received capital contributions from related parties in the amounts of \$7,000.

## 10. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets as of December 31, 2025 and 2024 are summarized below.

	December 31, 2025	December 31, 2024
Net operating loss carryforwards	\$ 3,489,000	\$ 1,715,000
	3,489,000	1,715,000
Valuation allowance	(3,489,000)	(1,715,000)
Net deferred tax assets	\$ -	\$ -

In assessing the potential realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the Company attaining future taxable income during the periods in which those temporary differences become deductible. As of December 31, 2025 and 2024, management was unable to determine if it is more likely than not that the Company's deferred tax assets will be realized and has therefore recorded an appropriate valuation allowance against deferred tax assets at such dates.

No U.S. federal tax provision has been provided for the Company for the years ended December 31, 2025 and 2024 due to the losses incurred during the periods.

The reconciliation below presents the difference between the income tax rate computed by applying the U.S. federal statutory rate and the effective tax rate for the years ended December 31, 2025 and 2024.

	December 31, 2025	December 31, 2024
U. S. federal statutory tax rate	(21.0)%	(21.0)%
Change in valuation allowance	21.0%	21.0%
Effective tax rate	0.0%	0.0%

At December 31, 2025 and 2024, the Company has available net operating loss carryforwards for U.S. federal corporate income tax purposes of approximately \$3,489,000 and \$1,715,000, respectively. U.S. federal net operating losses, if not utilized earlier, expire through 2041.

## 11. Segment Information

The Company operates in one reportable segment: CBD hemp products for retail. Through its majority owned subsidiary, Atlanta CBD, the Company offers a variety of CBD wellness products for sale directly to customers via its website. The Company has determined that it operates in one reportable segment, because the chief operating decision maker ("CODM") reviews financial information for our entire consolidated operations when making decisions related to assessing operating performance.

The accounting policies of the single segment are the same as those described in the summary of significant accounting policies. The Company's CODM includes the chief executive officer and chief financial officer. The CODM assesses performance for the single segment based on gross profit, net income (loss) and significant expenses, as shown below. The measure of segment assets is reported on the balance sheet as total consolidated assets.

The Company's CODM decides how to allocate resources based on gross profit, net income (loss) and significant expenses, comparing budgeted amounts to actual expenses. Gross profit is used to determine the most profitable products, and which products the company will make available for sale to customers. Significant expenses and net loss are used to determine resource allocation for maintaining operations and fostering progress.

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	Year Ended December 31,	
	2025	2024
Revenue, net of discounts	-	700
Cost of revenue	910	4,275
Gross profit	(910)	(3,575)
<b>Operating expenses:</b>		
Professional fees	151,831	123,917
Payroll and related costs	257,874	84,165
Office related expenses	3,236	4,813
SEC filing related fees	7,545	5,950
Share-based compensation	1,292,962	1,042,034
Bank fees	869	1,541
Taxes	-	75
Advertising & marketing	-	40
Bad debt	285	-
Other	933	469
Total operating expenses	1,715,535	1,263,004
<b>Other income (expense):</b>		
Gain on settlement of accounts payable	3,800	-
Loss on conversion of related party debt	(23,282)	-
Loss on settlement of mezzanine equity	(68,175)	-
Interest expense	(4,277)	(6,427)
Total other income (expense)	(91,934)	(6,427)
Net loss	(1,808,379)	(1,273,006)
<i>Reconciliation of loss</i>		
Adjustments and reconciling items	-	-
Net loss	(1,808,379)	(1,273,006)

## 12. Commitments and Contingencies

### *Legal Matters*

The Company leased its retail store in Atlanta, Georgia under a five-year lease executed on January 24, 2019. The monthly cash payment for this operating lease was approximately \$2,000 per month, with the lease term ending on December 24, 2023. On August 14, 2023, the Landlord initiated a civil action against the Company and Guarantors styled *AP 1039 Grant St., LLC v. Inno Medicinals LLC, a/k/a InnoMedicals Atlanta CBD, Inc., Xavier Carter, and Floretta Gogo*, State Court of DeKalb County, Georgia, Case No. 23A03681 for failing to pay amounts owed under the lease. The Company and Guarantors filed counterclaims against the Landlord for breach of fiduciary duties, breach of contract, and attorney’s fees.

On October 18, 2023, the Company entered into a Lease Termination and Settlement Agreement (the “Settlement Agreement”) with the Landlord, under which the Company surrendered the leased premises, and settled all outstanding obligations and debts. According to the terms of the Settlement Agreement, the Company forfeited all deposits, totaling \$9,084, and settled the outstanding balance of \$47,511, of past due rent and other charges, for \$18,000, to be paid in monthly installments of \$1,500 for 12 months. The Company recorded a settlement payable in the amount of \$15,001 on its balance sheet at December 31, 2023, and recorded a gain on settlement in the amount of \$18,968 during the year ended December 31, 2023.

During the year ended December 31, 2025 and 2024, the Company made payments of \$0 and \$5,500, respectively, on the rental settlement. As of December 31, 2025 and 2024, the amount due under the settlement payable was \$9,501.

## 13. Subsequent Events

On August 28, 2025, the Company entered into an asset purchase agreement (the “Sense Acquisition Agreement”) with Sense Technologies, Inc. and Richard Bell. Pursuant to the Sense Acquisition Agreement, the Company will acquire (i) real estate, equipment, and IP supporting soy processing, human nutrition, and agricultural manufacturing; (ii) Radar, camera, and vehicle-based sensor systems applicable to agricultural, industrial, and automotive settings; and (iii) IP portfolios, manufacturing systems, and related goodwill. Consideration for the acquired assets consists primarily of (i) a \$965,000 one-year term note at an interest rate of 10%; (ii) 18,017,500 shares of a new issue of Series A convertible preferred stock; (iii) 3,400,000 shares of a new issue of Series B convertible stock; (iv) the assumption of \$500,000 of existing debt; and (v) common stock equal to 93.5% of shares outstanding, on a fully diluted basis. As of the date of this filing, the Sense Acquisition Agreement transaction has not yet closed.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

Not Applicable.

**Item 9A. Controls and Procedures**

**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

We maintain a set of disclosure controls and procedures designed to ensure that information required to be disclosed by us in the reports filed under the Securities Exchange Act, is recorded, processed, summarized and reported within the time periods specified by the Commission's rules and forms. Disclosure controls are also designed with the objective of ensuring that this information is accumulated and communicated to our management, including our chief executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. We evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. As a result of this evaluation, management concluded that our disclosure controls and procedures were not effective as of December 31, 2025 for the same reasons that our internal control over financial reporting was not effective.

**Management's Annual Report on Internal Control Over Financial Reporting**

Management does not expect that its internal controls over financial reporting will prevent all errors and all fraud. Control systems, no matter how well-conceived and managed, can provide only reasonable assurance that the objectives of the control system are met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include those judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes.

Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**Evaluation of Disclosure Controls and Procedures**

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Ms. Floretta Gogo, our Chief Executive Officer, and Mr. Xavier Carter, our Chief Financial Officer, have reviewed the effectiveness of our "disclosure controls and procedures" (as defined in the Exchange Act Rules 13(a)-15(e) and 15(d)-15(e)) as of the end of the period covered by this Annual Report on Form 10-K and have concluded that our disclosure controls and procedures are not effective to ensure that material information relating to the Company is recorded, processed, summarized, and reported in a timely manner.

**Changes in Internal Controls over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 9B. Other Information**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not Applicable.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance****Directors and Executive Officers**

The following table sets forth the names and ages of the members of our Board of Directors and our executive officers and the positions held by each.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Director Since</b>
Floretta Gogo	61	Chief Executive Officer, Director	2021
Xavier Carter	64	Chief Financial Officer, Director	2021
Jamie Brown	43	Chief Operating Officer, Director	2021
Jordan Balencic, D.O.	39	Director	2024

***Floretta Gogo***

Floretta Gogo, 61 years of age, has been the Chief Executive Officer of The Cannaisseur Group since its inception in December 2020. From 2018 to 2020 she was the Chief Executive Officer of Atlanta CBD, LLC. From 2013 to 2017 Ms. Gogo worked for Allnex USA, Inc. as a Corporate Tax and Finance Accountant. Her duties ranged from tax planning and compliance with federal, local, payroll and other applicable taxes to registering and maintaining all federal and state business licensing and annual reporting. With over 35 years of financial and managerial experience, Ms. Gogo currently serves as Chairman and CEO to the Cannaisseur Group providing the Company with strategic financial planning direction.

Early in her career, she gained experience as a Cost Accountant/Accounting Manager with several companies. As a cost manager, Ms. Gogo's duties ranged from preparing monthly financial statements to implementing cost standards from raw materials to finished products. As an Accounting Manager, Ms. Gogo's experience transitioned into a managerial role as she managed, disciplined, and directed the Accounting, Customer Service, Human Resources and Shipping Departments. Ms. Gogo graduated with an accounting degree from Mercer University in Atlanta in 1986.

***Xavier Carter***

Xavier Carter, 64 years of age, has been the Chief Operations Officer of The Cannaisseur Group since its inception in December 2020 and its Interim Chief Financial Officer since April 24, 2023. Mr. Carter graduated from the Atlanta College of Arts (now Savannah College of Arts) in 1992 with a major in Video and Computer graphics. From 1977 – 1986, he acquired a wealth of knowledge working in the food and beverage and shipping industries. In 1995, Mr. Carter established IEC Enterprises, a video and graphics support company that focuses on tradeshow and has been self-employed until he began working for the Company in December 2020. He has worked with many Fortune 500 companies presenting ideas and concepts ranging from customer care to product marketing. Major clients include PRG and Fuse Technologies. With over thirty years of customer service and management experience Carter understands the importance of customer service and superior products.

***Jamie Brown***

Jamie Brown, 43 years of age, currently serves as a board member of The Cannaisseur Group. Mr. Brown graduated with a Bachelor's Degree in Business Marketing from North Carolina A&T in 2002. Mr. Brown worked at the Harlem Medical Hospital in New York City from 2005 – 2018 where he held various executive and management positions overseeing specialty fields such as Neurology, Oncology, Lupus, Renal, Gastroenterology, and Endocrinology. His close interactions with chiefs of specialty services and patient advocating for the patient population has been the driving force behind his passion to do clinical research and creating a more holistic approach to pain management and disease prevention.

Mr. Brown's family history of cancer and diabetes led him towards his calling in the healthcare industry and continues his focus towards creating more effective ways to help other families who are suffering from life impacting illnesses. In his spare time, he enjoys working with non-profits and educating the younger generations on the importance of living a healthier lifestyle.

***Jordan Balencic, D.O.***

Dr. Jordan Balencic, age 39, is a physician entrepreneur with a passion for merging his clinical and business knowledge to improve human health. With over a decade of entrepreneurial experience in health and wellness, he excels in product commercialization, R&D, business development, capital raising, and corporate governance.

Dr. Balencic has served as the Service Chief of a VA Community Clinic (VACC) and Medical Director for Home Based Primary Care (HBPC) at the U.S. Department of Veterans Affairs since October 2016. Since August 2017, he has been CEO of BrainPower Capital, Inc., Lancaster, PA a health and wellness commercialization consultancy that has provided strategic guidance to several startups and public microcap companies since 2017. Since August 2019, he has been CEO / Co-Founder of ERApeutics, LLC d/b/a EVERMIND, Lancaster, PA, a physician-led organization dedicated to commercializing evidence-based, functional food and beverage products for cognitive health.

**Family Relationships**

There are no familial relationships among any of our officers or directors. None of our directors or officers is a director in any other reporting companies except as disclosed. The Company is not aware of any proceedings to which any of the Company, officers or directors, or any associate of any such officer or director, is a party adverse to the Company or any of the Company subsidiaries or has a material interest adverse to it or any of its subsidiaries.

**Significant Employees**

We have no significant employees.

**Involvement in Certain Legal Proceedings**

During the past 10 years, none of our current directors, nominees for directors or current executive officers has been involved in any legal proceeding identified in Item 401(f) of Regulation S-K, including:

1. Any petition under the Federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he or she was a general partner at or within two years before the time of such filing, or any corporation or business association of which he or she was an executive officer at or within two years before the time of such filing;
2. Any conviction in a criminal proceeding or being named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him or her from, or otherwise limiting, the following activities:
  - i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
  - ii. Engaging in any type of business practice; or
  - iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
4. Being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any type of business regulated by the Commodity Futures Trading Commission, securities, investment, insurance or banking activities, or to be associated with persons engaged in any such activity;

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5. Being found by a court of competent jurisdiction in a civil action or by the SEC to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;
6. Being found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
7. Being subject to, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
  - i. Any Federal or State securities or commodities law or regulation; or
  - ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or
  - iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
8. Being subject to, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

### **Audit Committee**

We do not have a separately designated standing audit committee. The entire board of directors performs the functions of an audit committee, but no written charter governs the actions of the board of directors when performing the functions of that would generally be performed by an audit committee. The board of directors approves the selection of our independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the board of directors reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor.

We do not have an audit committee financial expert because of the size of our company and our board of directors at this time. We believe that we do not require an audit committee financial expert at this time because we retain outside consultants who possess these attributes as needed.

For the fiscal year ending December 31, 2025, the board of directors:

1. Reviewed and discussed the audited financial statements with management, and
2. Reviewed and discussed the written disclosures and the letter from our independent auditors on the matters relating to the auditor's independence.

Based upon the board of directors' review and discussion of the matters above, the board of directors authorized inclusion of the audited financial statements for the year ended December 31, 2025, to be included in this Annual Report on Form 10-K and filed with the Securities and Exchange Commission.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent beneficial shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To the best of our knowledge based solely on a review of Forms 3, 4, and 5 (and any amendments thereof) received by us, no persons have failed to file the identified reports required by Section 16(a) of the Exchange Act during fiscal year ended December 31, 2025.

**Code of Ethics**

As of December 31, 2025, we had not adopted a Code of Ethics. We feel that the small size of our board and management did not warrant the adoption of a Code of Ethics.

**Item 11. Executive Compensation**

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by or paid to our chief executive officer for services rendered in all capacities for the periods set forth below.

**Summary Compensation Table**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Bonus</b>	<b>Stock Option Awards</b>	<b>Non-Equity Incentive Plan Compensation</b>	<b>Deferred Compensation Earnings</b>	<b>All Other Compensation</b>	<b>Total</b>
Floretta Gogo, Chief Executive Officer	2025	-	-	-	-	\$ 130,000	\$ 130,000
	2024	-	-	-	-	\$ 32,400	\$ 32,400
Xavier Carter, Chief Financial Officer	2025					\$ 100,000	\$ 100,000
	2024	-	-	-	-	\$ 25,000	\$ 25,000
Valarie Grant, former Corporate Secretary	2025					\$ 26,667	\$ 26,667
	2024					\$ 20,000	\$ 20,000

**Employment Agreements**

The Company has employment agreements with Floretta Gogo, CEO, and Xavier Carter, CFO. The Company does not have any agreements with any other officers or directors, all of whom have performed services on our behalf for no compensation.

**Compensation of Directors**

Our board of directors has not received any compensation to date.

**Compensation Committee Interlocks and Insider Participation**

The Company does not have a compensation committee at this time; however, the Company intends to establish a compensation committee in the near future.

**Compensation Committee Report**

The Company does not have a compensation committee, and therefore no compensation committee report.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth certain information as of March 18, 2026 with respect to the beneficial ownership of our common stock by the following: (i) each stockholder known to be the beneficial owner of five percent (5%) or more of our outstanding shares of common stock, (ii) each named executive officer and director, and (iii) all executive officers and directors as a group. A person is considered to beneficially own any shares: (i) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (ii) of which such person has the right to acquire beneficial ownership at any time within sixty (60) days through an exercise of stock options or warrants or otherwise. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children.

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For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares that such person or persons has the right to acquire within sixty (60) days of the date of this report is deemed to be outstanding but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

<b>Name and Address (1)</b>	<b>Number of Shares Beneficially Owned</b>	<b>Percent of Class</b>
<b>Officers and Directors</b>		
Floretta Gogo – CEO, Director	11,816,667	19.54%
Xavier Carter – CFO, Director	11,743,333	19.42%
Jamie Brown – COO, Director	1,508,333	2.49%
Jordan Balencic – Director	2,500,000	4.13%
Total Officers and Directors (6 individuals)	<u>27,568,333</u>	<u>45.60%</u>
<b>Greater than 5% Share Shareholders</b>		
Real Estate Investment Holdings, LLC (2) 85 Conifer Circle, Augusta, GA 30909	8,152,265	13.48%
Ridolfo Brown 14519 Running Arabian Lane, Houston, TX 77044	5,483,982	9.07%

(1) All officer and director addresses are c/o the Company at 650 Ponce De Leon Ave., Suite 300 #2334, Atlanta, GA 30308.

(2) Real Estate Investment Holdings, LLC beneficially owns 800,000 of these shares indirectly through Eddie R. Cheeks, M.D., P.C., and 2,552,265 through the Cheeks Agency, Inc., each with whom it shares investment control.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

Other than described below or the transactions described under the heading “Executive Compensation” (or with respect to which such information is omitted in accordance with SEC regulations), there have not been, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a participant in which the amount involved exceeded or will exceed the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years, and in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

#### ***Review, Approval or Ratification of Transactions with Related Parties***

We have adopted a related-party transactions policy under which our executive officers, directors, nominees for election as a director, beneficial owners of more than 5% of any class of our Common Stock, and any members of the immediate family of any of the foregoing persons are not permitted to enter into a related-party transaction with us without the consent of our Board of Directors. If the related party is, or is associated with, a member of our Board, the transaction must be reviewed and approved by our Board, with the interested party recused from the decision. Any request for us to enter into a transaction with a related party in which the amount involved exceeds \$120,000 and such party would have a direct or indirect interest must first be presented to our Board for review, consideration and approval. If advance approval of a related-party transaction was not feasible or was not obtained, the related-party transaction must be submitted to the Board as soon as reasonably practicable, at which time the Board shall consider whether to ratify and continue, amend and ratify, or terminate or rescind such related-party transaction. All of the transactions described above were reviewed and considered by, and were entered into with the approval of, or ratification by, our Board of Directors.

During the last two full fiscal years and the current fiscal year or any currently proposed transaction, there are no transactions involving the issuer, in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer’s total assets at year-end for its last three fiscal years, except compensation awarded to executives or as otherwise disclosed herein.

***Disclosure of Conflicts of Interest***

There are no conflicts of interest between the Company and any of its officers or directors.

***Director Independence***

We are not currently subject to listing requirements of any national securities exchange or inter-dealer quotation system which has requirements that a majority of the board of directors be “independent” and, as a result, we are not at this time required to have our Board of Directors comprised of a majority of “independent directors.” Although we have not adopted the independence standards any national securities exchange to determine the independence of directors, the NYSE MKT LLC provides that a person will be considered an independent director if he or she is not an officer of the company and is, in the view of our board of directors, free of any relationship that would interfere with the exercise of independent judgment. Under this standard, our board of directors has determined that Mr. Jordan Balencic would meet this standard, and therefore, would be considered to be independent.

**Item 14. Principal Accountant Fees and Services**

M&K CPAs, PLLC (PCAOB ID: 2738) served as our independent auditors for the fiscal years ended December 31, 2025 and 2024.

The following table shows the fees paid or accrued for the audit and other services provided by our independent auditors for the years ended:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Audit fees	\$ 19,000	\$ 19,000
Tax fees		-
Review fees	14,100	14,100
Total fees paid or accrued to our principal accountant	<u>\$ 33,100</u>	<u>\$ 33,100</u>

**PART IV**

**Item 15. Exhibit and Financial Statement Schedules**

(a) Financial Statements

Our financial statements as set forth in Item 8 commencing on page F-1 are hereby incorporated by reference.

(b) Exhibits

The following exhibits are filed as part of this Annual Report.

Exhibit Number	Exhibit Description	Filed Herewith
3.1*	<a href="#">Articles of Incorporation</a>	
3.2*	<a href="#">Amended Articles of Incorporation</a>	
3.4*****	<a href="#">Amendment to Articles of Incorporation</a>	
3.5*	<a href="#">Bylaws</a>	
10.1*	<a href="#">Purchase Agreement with Atlanta CBD, Inc.</a>	
10.2*	<a href="#">Agreement with Liberty Management, LLC</a>	
10.3*	<a href="#">Atlanta CBD Operating Agreement</a>	
10.4*	<a href="#">Conflict of Interest Agreement</a>	
10.5**	<a href="#">Convertible Promissory Note – The Legacy Foundation</a>	
10.6***	<a href="#">Convertible Promissory Note – Ridolfo R. Brown</a>	
10.7****	<a href="#">Convertible Promissory Note – Ridolfo R. Brown</a>	
10.8*****	<a href="#">Form of Notice of Conversion – Convertible Promissory Note</a>	
10.9*****	<a href="#">Form of Notice of Conversion – Mezzanine Equity</a>	
31.1	<a href="#">Certification of Principal Executive Officer pursuant to Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X
31.2	<a href="#">Certification of Principal Financial Officer pursuant to Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X
32.1	<a href="#">Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	X
101	Pursuant to Rules 405 and 406 of Regulation S-T, the following information is formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as of December 31, 2025 and 2024, (ii) the Consolidated Statements of Operations for the years ended December 31, 2025 and 2024, (iii) the Consolidated Statements of Stockholders' Equity for the years ended December 31, 2025 and 2024, (iv) the Consolidated Statements of Cash Flows for the years ended December 31, 2025 and 2024, (v) the Notes to the Consolidated Financial Statements, and (vi) the cover page.	X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	
*	Incorporated by reference from the Company's Registration Statement on Form S-1, as amended, filed with the Securities and Exchange Commission on February 14, 2022.	
**	Incorporated by reference from the Company's Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission on April 15, 2024.	
***	Incorporated by reference from the Company's Form 10-Q for the quarter ended March 31, 2024, filed with the Securities and Exchange Commission on May 15, 2024.	
****	Incorporated by reference from the Company's Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission on March 21, 2025.	
*****	Incorporated by reference from the Company's Form POS AM, filed with the Securities and Exchange Commission on March 27, 2025.	
*****	Incorporated by reference from the Company's Form 10-Q for the quarter ended September 30, 2025, filed with the Securities and Exchange Commission on November 18, 2025.	

**Item 16. Form 10-K Summary**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**The Cannaisseur Group, Inc.**

Dated: March 20, 2026

By: /s/ Floretta Gogo  
Floretta Gogo, Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Xavier Carter</u> Xavier Carter	Chief Financial Officer/Director (Principal Financial Officer)	March 20, 2026
<u>/s/ Jamie Brown</u> Jamie Brown	Director	March 20, 2026
<u>/s/ Jordan Balencic</u> Jordan Balencic	Director	March 20, 2026