

GENESIS HOLDINGS, INC.

GNIS

644 61st Street
West New York, New Jersey 07093

305-300-0407
SIC: 7371

Annual Report

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

3,402,208 as of December 31, 2025 *Current Reporting Period Date or More Recent Date* (adjusted for reverse split)

1,858,472 as of December 31, 2024 *(Most Recent Completed Fiscal Year End)* (adjusted for reverse split)

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

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

Z1⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Liberty International Holding Corporation. On March 23, 2021, the Company amended its articles of incorporation to change its name to Performance Drink Group, Inc. On May 23, 2025, the Company changed its name to Geneses Holdings in

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

The Company was registered in the state of Florida in June 1997, and was re-instated on January 22, 2021. On March 18, 2021, the Company was re-domiciled to the state of Colorado, and is currently in good standing with the state.

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:

On March 18, 2021, the Company was re-domiciled to the state of Colorado, and is currently in good standing with the state.

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

None

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

On May 25, 2025, the Company effectuated a 1:1000 reverse stock split and changed its name from Performance Drink Group, Inc. to Genesis Holdings, Inc.

Address of the issuer's principal executive office:

644 61st Street
West New York, New Jersey 07093

The address(es) of the issuer's principal place of business:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

Address of the issuer's principal place of business:

x Check if principal executive office and principal place of business are the same address:
644 61ST Street,
West New York New Jersey 07093

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Equiniti Trust Company LLC
Phone: 919-744-2722
Email: transferi-d@equiniti.com
Address: 1110 Centre Point Curve, Suite 101, Mendota Heights MN 55120

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>GNIS</u>
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>
CUSIP:	<u>530615103</u>
Par or stated value:	0.001
Total shares authorized:	2,000,000,000 as of date: December 31, 2025
Total shares outstanding:	3,402,208 as of date: December 31, 2025
Total number of shareholders of record:	560 as of date: December 31, 2025,

All additional class(es) of publicly quoted or traded securities (if any):

None

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Preferred, Series A
CUSIP (if applicable):	
Par or stated value:	0.0001
Total shares authorized:	200,000,000 as of December 31, 2025
Total shares outstanding (if applicable):	2,283,781 as of December 31, 2025
Total number of shareholders of record (if applicable):	

Exact title and class of the security:	Preferred, Series B
CUSIP (if applicable):	
Par or stated value:	0.0001
Total shares authorized:	10,000,000 as of December 31, 2025
Total shares outstanding (if applicable):	as of December 31, 2025
Total number of shareholders of record (if applicable):	-

Exact title and class of the security:	Preferred, Series C
CUSIP (if applicable):	
Par or stated value:	0.0001
Total shares authorized:	1,000,000 as of December 31, 2025
Total shares outstanding (if applicable):	1,000,000 as of December 31, 2025
Total number of shareholders of record (if applicable):	-

Security Description:

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

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

Dividends as declared; voting: 1 vote per share; no preemptive rights.

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

For the Convertible Preferred A stock, there are no voting rights; the stock is convertible at a ratio of 1 common share for each Preferred A share; dividend rights are as declared; there are no redemption or sinking fund provisions.

For the Convertible Preferred B stock, each share of Series B stock shall be convertible into one share of common stock. However, the Series B share shares shall have 51% of the voting power

For the Convertible Preferred C stock, each share of Series C stock shall be convertible, at the option of the holder, into 4 times the sum of all shares of Common Stock outstanding and all other preferred shares outstanding, divided by the outstanding number of shares of Series C Stock. Dividend rights as declared; no redemption or sinking fund provisions.

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

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

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

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

3) Issuance History

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/21 Common: 380,966,242 Preferred:2,283,781			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
01/28/22	New Issue	2,500,000	Common	\$20	Yes	Carl Grant	Reg A	Unrestricted	Free Trading
02/23/22	New Issue	10,000,000	Common	\$20	Yes	J. P. Carey Limited Partners LP (Joseph C. Canouse)	Reg A	Unrestricted	Free Trading
04/13/22	New Issue	2,500,000	Common	\$20	Yes	Carl Grant	Reg A	Unrestricted	Free Trading

04/22/22	New Issue	10,000,000	Common	\$20	Yes	J. P. Carey Limited Partners LP (Joseph C. Canouse)	Reg A	Unrestricted	Free Trading
04/28/22	New Issue	2,500,000	Common	\$20	Yes	Elliot Polatoff	Reg A	Unrestricted	Free Trading
05/03/22	New Issue	3,750,000	Common	\$20	Yes	Elliot Polatoff	Reg A	Unrestricted	Free Trading
05/05/22	New Issue	2,500,000	Common	\$20	Yes	Carl Grant	Reg A	Unrestricted	Free Trading
11/4/22	Cancellation	(150,000,000)	Common	N/A	N/A	David Lovatt	N/A	N/A	N/A
11/4/22	Cancellation	(150,000,000)	Common	N/A	N/A	Leonard Armenta	N/A	N/A	N/A
11/29/22	Cancellation	7,716,219	Pref A	N/A	N/A	Supplement Group (Europe) Ltd. 9David Lovatt/ Leonard Armenta)	N/A	N/A	N/A
1/17/23	New Issue	10,937,500	Common	\$16	Yes	Trillium Partners LP/Stephen M Hicks	Reg A	Unrestricted	Free Trading
8/2/23	New issue	12,428,000	Common	\$14	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
8/18/23	New issue	12,439,000	Common	\$.57	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
8/31/23	New issue	8,231,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
9/25/23	New issue	6,000,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading

9/26/23	New issue	9,716,000	Common	\$.36	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
9/29/23	New issue	6,017,000	Common	\$.36	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/6/23	New issue	11,255,000	Common	\$.31	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/16/23	New issue	17,867,000	Common	\$.32	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/19/23	New issue	17,914,000	Common	\$.42	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/30/23	New issue	18,980,000	Common	\$.36	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/7/23	New issue	19,012,000	Common	\$.99	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/10/23	New issue	24,442,000	Common	\$1.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/17/23	New issue	28,705,000	Common	\$1.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
11/28/23	New issue	28,751,000	Common	\$.80	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading

12/7/23	New issue	34,393,000	Common	\$.80	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/15/23	New issue	19,882,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/18/23	New issue	14,600,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/22/23	New issue	37,798,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
12/31/23	New issue	30,101,000	Common	\$.50	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
1/11/24	New issue	44,954,000	Common	\$.45	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
1/22/24	New issue	45,071,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
2/6/24	New issue	56,841,000	Common	\$.60	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
2/20/24	New issue	50,000,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
2/27/24	New issue	35,816,000	Common	\$.40	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading

3/4/24	New issue	46,651,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
3/21/24	New issue	70,692,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
4/10/24	New issue	82,578,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
4/18/24	New issue	90,752,000	Common	\$.20	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
6/18/24	New issue	78,984,000	Common	\$.30	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
6/28/24	New issue	107,554,000	Common	\$.20	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
7/11/24	New issue	118,213,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
7/30/24	New issue	129,916,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
8/9/24	New issue	142,764,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/1/24	New issue	142,764,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading

11/27/24	New issue	121,876,000	Common	\$.10	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
5/25/25	Reverse split	(1,856,316,270)	Common		Yes	Reverse split 1:1000	Reverse split	Unrestricted	Free-trading
8/21/25	New issue	184,109	Common	\$.06	Yes	Trillium Partners LP/ Stephen M Hicks	Settlement of liabilities	Unrestricted	Free Trading
10/17/25	New issue	202,381	Common	\$.06	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
10/21/25	New issue	1,000,000	Series C preferred stock	N/A	N/A	Oscar Brito	Contribution of MetroSpace assets	Restricted	Non- Free Trading
10/24/25	New issue	202,143	Common	\$.03	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
10/29/25	New issue	202,381	Common	\$.04	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
10/31/25	New issue	203,968	Common	\$.04	Yes	Carpathia LLC/ Joseph Canouse	Conversion of debt	Unrestricted	Free Trading
11/4/25	New issue	242,381	Common	\$.04	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
12/24/25	New issue	306,373	Common	\$.04	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
1/12/26	New issue	337,010	Common	\$.02	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
1/14/26	New issue	337,623	Common	\$.02	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
2/2/26	New issue	403,681	Common	\$.02	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free

									Trading
2/11/26	New issue	443,529	Common	\$.02	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
2/23/26	New issue	488,398	Common	\$.02	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
2/26/26	New issue	487,953	Common	\$.01	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
3/9/26	New issue	491,913	Common	\$.01	Yes	Lancaster Partners LLC- Todd Sherman	Conversion of debt	Unrestricted	Free Trading
3/10/26	New issue	589,450	Common	\$.007	Yes	Lancaster Partners LLC- Todd Sherman	Conversion of debt	Unrestricted	Free Trading
3/12/26	New issue	584,429	Common	\$.009	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
3/12/26	New issue	406,998	Common	\$.009	Yes	Carpathia LLC/ Joseph Canouse	Conversion of debt	Unrestricted	Free Trading
3/13/26	New issue	638,592	Common	\$.008	Yes	Lancaster Partners LLC- Todd Sherman	Conversion of debt	Unrestricted	Free Trading
3/18/26	New issue	860,317	Common	\$.007	Yes	Lancaster Partners LLC- Todd Sherman	Conversion of debt	Unrestricted	Free Trading
3/20/26	New issue	632,770	Common	\$.004	Yes	Trillium Partners LP/ Stephen M Hicks	Conversion of debt	Unrestricted	Free Trading
3/24/26	New issue	946,263	Common	\$.007	Yes	Lancaster Partners LLC- Todd Sherman	Conversion of debt	Unrestricted	Free Trading
3/24/26	New issue	1,104,008	Common	\$.007	Yes	Lancaster Partners LLC- Todd Sherman	Conversion of debt	Unrestricted	Free Trading
3/31/26	New issue	1,334,466	Common	\$.004	Yes	Lancaster Partners LLC- Todd Sherman	Conversion of debt	Unrestricted	Free Trading

Shares Outstanding::	All stock prices have been adjusted for the reverse split on May 25, 2025
<u>Ending Balance:</u>	
Date 12/31/2025 Common:3,402,208	
Preferred: 3,283,782	
Shares Outstanding on Date of This Report:	
<u>Ending Balance:</u>	
Date 03/31/2026 Common:13,489,608	
Preferred: 3,283,782	

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

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

B. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

C. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

						Issued Upon Conversion ⁵		
2/16/22	220,000	114,482	2/16/23	60% discount to low 1/20 closing bids	-0-	9,540,137	Trillium Partners LP- Stephen M Hicks	Cash
9/19/22	55,000	77,621	9/19/23	60% discount to low 1/20 closing bids	-0-	7,762,082	Trillium Partners LP- Stephen M Hicks	Cash
10/13/22	55,000	75,649	10/13/23	50% discount to low 1/20 closing bids	-0-	7,762,082	Trillium Partners LP- Stephen M Hicks	Cash
2/16/22	220,000	459,684	2/16/23	50% discount to low 1/20 closing bids	-0-	38,306,982	Carpathia- Joseph Canouse	Cash
9/19/22	110,000	109,591	9/19/23	50% discount to low 1/20 closing bids	-0-	10,959,168	JP Carey Limited Partners- Joseph Canouse	Cash
10/13/22	110,000	154,591	10/13/23	50% discount to low 1/20 closing bids	-0-	15,459,068	Trillium Partners LP- Stephen M Hicks	Cash
8/1/23	\$10,000	\$13,552	5/31/24	50% discount to low 1/20 closing bids	-0-	1,355,233	Frondeur Partners, LP- William Gonyer	Advisory services
9/1/23	\$10,000	\$13,399	6/30/24	50% discount to low 1/20 closing bids	-0-	1,339,945	Frondeur Partners, LP- William Gonyer	Advisory services
10/1/23	\$10,000	\$13,952	7/30/24	50% discount to low 1/20 closing bids	-0-	1,395,178	Frondeur Partners, LP- William Gonyer	Advisory services
11/1/23	\$10,000	\$13,765	8/31/24	50% discount to low 1/20 closing bids	-0-	1,376,493	Frondeur Partners, LP- William Gonyer	Advisory services
12/1/23	\$10,000	\$13,584	9/30/24	50% discount to low 1/20 closing bids	-0-	1,358,411	Frondeur Partners, LP- William Gonyer	Advisory services
1/1/24	\$10,000	\$13,397	10/31/24	50% discount to low 1/20 closing bids	-0-	1,339,726	Frondeur Partners, LP- William Gonyer	Advisory services
2/1/24	\$10,000	\$13,210	11/31/24	50% discount to low 1/20 closing bids	-0-	1,321,041	Frondeur Partners, LP- William Gonyer	Advisory services

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

3/1/24	\$10,000	\$13,038	12/31/24	50% discount to low 1/20 closing bids	-0-	1,303,836	Frondeur Partners, LP- William Gonyer	Advisory services
4/1/24	\$10,000	\$12,852	1/31/25	50% discount to low 1/20 closing bids	-0-	1,285,151	Frondeur Partners, LP- William Gonyer	Advisory services
5/1/24	\$10,000	\$12,671	11/31/25	50% discount to low 1/20 closing bids	-0-	1,267,068	Frondeur Partners, LP- William Gonyer	Advisory services
6/1/24	\$10,000	\$12,484	11/31/24	50% discount to low 1/20 closing bids	-0-	1,248,384	Frondeur Partners, LP- William Gonyer	Advisory services
7/1/24	\$414,500	\$439,438	7/1/25	50% discount to low 1/20 closing bids	-0-	43,943,814	Jeffrey M Canouse	Back salary
7/1/24	\$10,000	\$12,303	11/31/24	50% discount to low 1/20 closing bids	-0-	1,230,301	Frondeur Partners, LP- William Gonyer	Advisory services
8/1/24	\$10,000	\$12,116	12/31/24	50% discount to low 1/20 closing bids	-0-	1,211,616	Frondeur Partners, LP- William Gonyer	Advisory services
9/1/24	\$10,000	\$11,929	1/31/25	50% discount to low 1/20 closing bids	-0-	1,192,932	Frondeur Partners, LP- William Gonyer	Advisory services
10/1/24	\$10,000	\$11,748	2/8/25	50% discount to low 1/20 closing bids	-0-	1,174,849	Frondeur Partners, LP- William Gonyer	Advisory services
11/1/24	\$10,000	\$11,562	3/31/25	50% discount to low 1/20 closing bids	-0-	1,156,164	Frondeur Partners, LP- William Gonyer	Advisory services
12/1/24	\$10,000	\$11,381	4/30/25	50% discount to low 1/20 closing bids	-0-	1,138,082	Frondeur Partners, LP- William Gonyer	Advisory services
1/1/25	\$120,000	\$120,000	1/1/26	Non-convertible until July 1, 2025	-0-	-0-	Jeffrey M Canouse	Back salary
1/1/25	\$10,000	\$11,197	4/30/25	50% discount to low 1/20 closing bids	-0-	1,119,671	Frondeur Partners, LP- William Gonyer	Advisory services
2/1/25	\$10,000	\$10,490	4/30/25	50% discount to low 1/20 closing bids	-0-	1,109,479	Frondeur Partners, LP- William Gonyer	Advisory services
3/1/25	\$10,000	\$10,398	4/30/25	50% discount to low 1/20 closing bids	-0-	1,100,274	Frondeur Partners, LP- William Gonyer	Advisory services
4/1/25	\$10,000	\$10,296	4/30/25	50% discount to low 1/20 closing bids	-0-	1,090,082	Frondeur Partners, LP- William Gonyer	Advisory services

5/1/25	\$10,000	\$10,197	4/30/25	50% discount to low 1/20 closing bids	-0-	1,080,219	Frondeur Partners, LP- William Gonyer	Advisory services
6/1/25	\$10,000	\$10,095	5/31/26	50% discount to low 1/20 closing bids	-0-	1,070,027	Frondeur Partners, LP- William Gonyer	Advisory services
7/1/25	\$10,000	\$10,095	6/30/26	50% discount to low 1/20 closing bids	-0-	1,060,164	Frondeur Partners, LP- William Gonyer	Advisory services
8/1/25	\$10,000	\$10,095	7/31/26	50% discount to low 1/20 closing bids	-0-	1,049,973	Frondeur Partners, LP- William Gonyer	Advisory services
9/1/25	\$10,000	\$10,095	8/31/26	50% discount to low 1/20 closing bids	-0-	1,039,781	Frondeur Partners, LP- William Gonyer	Advisory services
10/1/25	\$10,000	\$10,095	09/30/26	50% discount to low 1/20 closing bids	-0-	1,029,918	Frondeur Partners, LP- William Gonyer	Advisory services
10/21/25	\$57,500	\$125,102	10/21/26	50% discount to low 1/20 closing bids 50% discount to low 1/20 closing bids	-0-	12,510,197	Trillium Partners LP- Stephen M Hicks	Cash loan
10/29/25	\$23,000	\$47,781	10/31/2026	50% discount to low 1/20 closing bids 50% discount to low 1/20 closing bids	-0-	4,778,133	Carpathia LLC- Joseph Canouse	Cash loan
11/1/25	\$10,000	\$10,095	10/31/26	50% discount to low 1/20 closing bids	-0-	1,019,726	Frondeur Partners, LP- William Gonyer	Advisory services
11/13/25	\$20,125	\$42,610	10/15/26	50% discount to low 1/20 closing bids 50% discount to low 1/20 closing bids	-0-	4,260,981	Trillium Partners LP- Stephen M Hicks	Cash loan
11/13/25	\$20,125	\$42,610	10/15/26	50% discount to low 1/20 closing bids 50% discount to low 1/20 closing bids	-0-	4,260,981	Carpathia LLC- Joseph Canouse	Cash loan
12/1/25	\$10,000	\$10,095	11/30/26	50% discount to low 1/20 closing bids	-0-	1,019,863	Frondeur Partners, LP- William Gonyer	Advisory services
12/5/25	\$19,550	\$40,420	12/31/26	50% discount to low 1/20 closing bids	-0-	3,566,449	JP Carey Limited Partners- Joseph Canouse	Cash
12/5/25	\$19,550	\$40,420	12/31/26	50% discount to low 1/20 closing bids	-0-	3,566,449	JP Carey Limited Partners- Joseph Canouse	Cash

1/1/26	\$10,000	N/A	12/31/26	50% discount to low 1/20 closing bids	N/A	N/A	Frondeur Partners, LP- William Gonyer	Advisory services
1/14/26	\$31,050	N/A	1/15/27	50% discount to low 1/20 closing bids	N/A	N/A	JP Carey Limited Partners- Joseph Canouse	Cash loan
1/14/26	\$31,050	N/A	1/15/27	50% discount to low 1/20 closing bids	N/A	N/A	Trillium Partners LP- Stephen M Hicks	Cash loan
2/1/26	\$10,000	N/A	1/31/27	50% discount to low 1/20 closing bids	N/A	N/A	Frondeur Partners, LP- William Gonyer	Advisory services
2/19/26	\$25,300	N/A	1/15/27	50% discount to low 1/20 closing bids	N/A	N/A	Trillium Partners LP- Stephen M Hicks	Cash loan
3/1/26	\$10,000	N/A	2/28/27	50% discount to low 1/20 closing bids	N/A	N/A	Frondeur Partners, LP- William Gonyer	Advisory services
3/18/26	\$21,450	N/A	3/31/27	50% discount to low 1/20 closing bids	N/A	N/A	Trillium Partners LP- Stephen M Hicks	Cash loan
3/18/26	\$21,450	N/A	3/31/27	50% discount to low 1/20 closing bids	N/A	N/A	JP Carey Limited Partners- Joseph Canouse	Cash loan
4/1/26	\$10,000	N/A	3/31/27	50% discount to low 1/20 closing bids	N/A	N/A	Frondeur Partners, LP- William Gonyer	Advisory services

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

Accrued interest and shares convertible have only been calculated as of December 31, 2025

4) Issuer's Business, Products and Services

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

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

The Company is currently not revenue generating

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

MetroSpaces, Inc.

C. Describe the issuers' principal products or services.

- **MetroHouse** – a co-living platform designed to manage, operate, and market co-living residential spaces. The platform is initially focused on properties located in Indianapolis, with potential expansion into additional markets.

- **MetroCrowd** – a digital platform intended for the tokenization and crowdfunding of real estate projects, enabling fractionalized investment structures.

5) Issuer’s Facilities

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

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

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

The Company operates out of its corporate headquarters

6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Oscar Brito	CEO, Director	West New York, New Jersey	1	Preferred, Series B	100%	
Raymond Anastas	Shareholder 5%	Parkland, FL	430,024	Pref A	19%	
Irvin Kanaski	Shareholder 5%	Kinde, MI	717,000	Pref A	31%	
<u>Oscar Brito</u>	<u>CEO, Director</u>	West New York, New Jersey	1,000,000	<u>Pref B</u>	<u>100%</u>	_____

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

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

No

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

No

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

No

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

No

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

No

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

No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.
Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): @regnisnyc
Discord: _____
LinkedIn: linkedin.com/company/travaleo/
Facebook: https://www.facebook.com/travaleo
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: Lawrence J Ditkoff
Title: Consultant
Relationship to Issuer: Contractor

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

IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Lawrence J Ditkoff
Title: Consultant
Relationship to Issuer: Contractor

Describe the qualifications of the person or persons who prepared the financial statements:

The Preparer is a CPA in the State of New York (Status- Inactive)

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Oscar Brito, certify that:

1. I have reviewed this annual Disclosure Statement for GENESIS HOLDINGS, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 13, 2026

/s/ Oscar Brito

Principal Financial Officer:

I, Oscar Brito, certify that:

1. I have reviewed this annual Disclosure Statement for GENESIS HOLDINGS, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 13, 2026

/s/ Oscar Brito

GENESIS HOLDINGS, INC.
CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2025

Index to the Consolidated Financial Statements (Unaudited)

	Index
Consolidated Balance Sheets (Unaudited) as of December 31, 2025 and December 31, 2024	23
Consolidated Statements of Operations (Unaudited) for the Twelve months Ended December 31, 2025 and 2024	24
Statements of Changes in Stockholders' Deficit (Unaudited) from December 31, 2023 through December 31, 2025	25-26
Consolidated Statements of Cash Flow (Unaudited) for the Twelve months Ended December 31, 2025 and 2024	27
Notes to the Consolidated Financial Statements (Unaudited)	28

GENESIS HOLDINGS INC.
BALANCE SHEET
(Unaudited)

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Assets		
Current Assets		
Cash and cash equivalents	\$ 7,717	\$ -
Due from related parties	11,222	-
Inventory	-	895
Prepaid expenses and other current assets	-	3,178
Total Current Assets	<u>18,939</u>	<u>4,073</u>
Other Assets		
Software (net of amortization)	975,000	-
Total Other Assets	<u>975,000</u>	<u>-</u>
Total Assets	<u>993,939</u>	<u>4,073</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	3,730	3,730
Liabilities under Settlement Agreement and Stipulation	55,000	799,085
Accrued expenses	60,000	120,000
Other payables	265	265
Accrued interest	84,835	14,757
Notes payable- related parties	604,500	414,500
Put premium on stock settled debt	290,000	170,000
Convertible notes payable previously in 3a10	1,375,595	-
Dividends payable	12,500	-
Convertible notes payable-advisory	285,716	164,897
Convertible notes payable-financing	294,550	-
Total Current Liabilities	<u>3,066,691</u>	<u>1,687,234</u>
Total Liabilities	<u>3,066,691</u>	<u>1,687,234</u>
Commitments and Contingencies (Note 10)		
STOCKHOLDERS' DEFICIT		
Series A preferred stock; 10,000,000 authorized; par value \$0.0001 2,283,781 and 2,283,781 issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	1,000	1,000
Series B convertible preferred stock; 10,000,000 authorized; par value \$0.0001 "1" issued and outstanding as of December 31, 2025 and December 31, 2024	-	-
Series C convertible preferred stock; 1,000,000 authorized; par value \$0.0001 1,000,000 and -0- issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	100	-
Common stock 2,000,000,000 authorized; par value \$0.0001; 3,402,208 and 1,858,472 shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	341	186
Additional paid in capital	(1,600,521)	1,510,016
Treasury stock	(200,000)	(200,000)
Dividends declared	(12,500)	-
Accumulated deficit	(261,171)	(2,994,362)
Total stockholders' deficit	<u>(2,072,752)</u>	<u>(1,683,160)</u>
Total Liabilities and stockholders' equity	<u>993,939</u>	<u>4,073</u>

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

GENESIS HOLDINGS, INC.
STATEMENT OF OPERATIONS
(Unaudited)

	For the Twelve months ended	
	December 31, 2025	December 31, 2024
Operating expense:		
Legal, professional and advisory services	\$ 120,000	\$ 120,000
General and administrative	248,061	240,112
Amortization expense	25,000	-
Total operating expenses	393,061	360,112
Loss from operations	(393,061)	(360,112)
Other income / (expenses):		
Interest expense	(636,064)	(67,052)
Write-off of loan origination fees	-	(68,292)
Default provision on notes	(350,426)	-
Write-off of assets	(4,073)	-
Total other expense	(990,563)	(135,344)
Net loss	\$ (1,383,624)	\$ (495,456)
Weighted average shares outstanding	2,131,037	1,219,049
Net loss per share	\$ (0.65)	\$ (0.41)

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

GENESIS HOLDINGS, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
DECEMBER 31, 2023 THROUGH DECEMBER 31, 2025
(Unaudited)

	Series A Preferred Stock		Series B Preferred Stock		Series C Preferred Stock	
	Shares	Amount	Shares	Amount	Shares	Amount
Balance, December 31, 2023	2,283,781	\$ 1,000	1	\$ 1	-	\$ -
Issuance of common stock for retirement of liabilities	-	-	-	-	-	-
Allocation of warrant values on note issuances	-	-	-	-	-	-
Net loss for the twelve months ended December 31, 2024	-	-	-	-	-	-
Balance, December 31, 2024	2,283,781	\$ 1,000	1	\$ 1	-	\$ -
Issuance of preferred stock for purchase of MetroSpaces, Inc.					1,000,000	100
Issuance of common stock for retirement of liabilities	-	-	-	-	-	-
Issuance of common stock for extinguishment of convertible debt	-	-	-	-	-	-
Mark to market on value of warrants	-	-	-	-	-	-
Net loss for the twelve months ended December 31, 2025	-	-	-	-	-	-
Balance, September 30, 2025	2,283,781	\$ 1,000	1	\$ 1	1,000,000	\$ 100

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

GENESIS HOLDINGS, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
DECEMBER 31, 2023 THROUGH DECEMBER 31, 2025
(Unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Treasury Stock	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance, December 31, 2023	484,185	\$ 48	\$ 1,329,813	\$ (2,498,906)	\$ (200,000)	\$ (1,368,045)
Issuance of common stock for retirement of liabilities	1,374,287	137	177,154	-	-	177,292
Allocation of warrant values on note issuances	-	-	3,049	-	-	3,049
Net loss for the twelve months ended December 31, 2024	-	-	-	(495,456)	-	(495,456)
Balance, December 31, 2024	1,858,472	\$ 186	1,510,016	\$ (2,994,362)	\$ (200,000)	\$ (1,683,160)
Issuance of preferred stock for purchase of MetroSpaces, Inc.			999,900	-	-	1,000,000
Issuance of common stock for retirement of liabilities	184,109	18	(18)	-	-	-
Issuance of common stock for extinguishment of convertible debt	1,359,627	136	7,216			7,352
Mark to market on value of warrants	-	-	(820)	-	-	(820)
Reclassification of Retained Earnings of acquiree company	-	-	(4,116,815)	4,116,815	-	-
Net loss for the twelve months ended December 31, 2025	-	-	-	(1,383,624)	-	(1,383,624)
Balance, September 30, 2025	3,402,208	\$ 340	\$ (1,600,521)	\$ (261,171)	\$ (200,000)	\$ (2,060,251)

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

GENESIS HOLDINGS, INC.
STATEMENT OF CASH FLOWS
(Unaudited)

	For the Twelve months ended	
	December 31,	December 31,
	2025	2024
Cash flows from operating activities		
Net loss	\$ (1,383,624)	\$ (495,456)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization Expense	25,000	-
Write-off of loan origination costs	-	1,830
Put premium on stock settled debt	120,000	120,000
Notes payable related parties	190,000	-
Default provision on notes	350,426	-
Original issue discount on notes	20,550	-
Interest expense on former notes in 3a(10) program	377,494	
Accrued liabilities eliminated with settlement program	-	(121,227)
Write-off of assets	4,073	-
Notes issued for advisory services	120,000	120,000
Loan to related party	(11,222)	
Accounts Payable (A/P)	-	12
Accrued Interest	58,020	13,514
Accrued expenses	-	240,000
Total adjustments to reconcile net loss to net cash used in operating activities	1,254,341	374,130
Net cash used in operating activities	(129,283)	(121,327)
Net cash used in investing activities	-	-
Cash flows from financing activities		
Issuance of common stock for retirement of accounts payable	-	121,227
Cash proceeds from convertible debt	137,000	-
Net cash provided by financing activities	137,000	121,227
Net increase in cash and cash equivalents	7,717	(100)
Cash and cash equivalents at the beginning of the year	-	100
Cash and cash equivalents at the end of the year	\$ 7,717	\$ -
Supplementary Information:		
Income taxes paid:	\$ -	\$ -
Interest paid:	\$ -	\$ -
Common stock issued in accordance with settlement agreement	\$ -	\$ 230,021
Reclassification of accounts payable to notes payable	\$ 240,000	\$ 414,500
Issuance of Series C Preferred stock for software	\$ 1,000,000	\$ -
Dividends on Series C Preferred stock declared	\$ 25,000	\$ -

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

GENESIS HOLDINGS, INC.
NOTES TO FINANCIAL STATEMENTS
TWELVE MONTHS ENDED DECEMBER 31, 2025

Note 1 - Organization and Description of Business

GENESIS HOLDINGS, Inc., (Formerly: Liberty International Holding Corporation and Performance Group Drink, Inc.) a Colorado corporation (“GNIS” or the “Company”). The Company was registered in the state of Florida in June 1997, and was re-instated in Florida on January 22, 2021. On March 18, 2021 the Company was re-domiciled to the state of Colorado.

On December 15, 2020, the 11th Judicial Circuit Court in Miami-Dade County, Florida entered an order appointing Small Cap Compliance, LLC, as custodian for GNIS. On December 16, 2020, Rhonda Keaveney was appointed as interim officer and director.

On January 11, 2021 the Company added a Convertible Preferred B series of stock. The Convertible Preferred B stock has 10,000,000 authorized shares at \$0.0001 par value. Each share of Series B stock shall be convertible, at the option of the holder, into 4 times the sum of all shares of Common Stock outstanding and all other preferred shares outstanding, divided by the outstanding number of shares of Series B Stock

On January 8, 2021, for their services, Small Cap Compliance was issued 7,716,216 Preferred A shares and 1 Preferred B share. Those shares were subsequently sold to Supplement Group. On January 8, 2021, Rhonda Keaveney resigned as the Company’s CEO, Treasurer, Secretary, and Director and appointed David Lovatt as its CEO, Treasurer, Secretary, and Director and Leonard K. Armenta Jr. as its president.

On February 16, 2021, the Company issued 300,000,000 shares of Common stock to its officers for compensation:

- 150,000,000 to David Lovatt
- 150,000,000 to Leonard K. Armenta Jr

These shares were cancelled on November 4, 2022.

On March 23, 2021 the Company amended its articles of incorporation to change its name to Performance Drink Group, Inc., Inc and filed a 10:1 reverse stock split.

On September 6, 2022, Supplement Group (Europe) Ltd and Genesis Holdings, Inc. entered into a Control Block Share Transfer Agreement with Jeffery M. Canouse. As a result, 1 share of Series B preferred stock (representing majority voting control of the Company) was transferred, and a change of control occurred. David Lovatt resigned his positions as CEO, Treasurer, Secretary, and Director. Leonard Armenta resigned his positions as President and Director. Jeffery M. Canouse was appointed as the Company’s Director, President, Secretary, Treasurer, Chief Financial Officer and CEO of the Company.

On May 25, 2025, the Company changed its name to Genesis Holdings, Inc. and effectuated a 1:1,000 reverse split. All financial information have been adjusted to reflect the result of this reverse split.

On October 21, 2025, the Company purchased the intellectual property and technology assets of MetroSpaces. As part of this transaction, Genesis Holdings, Inc. acquired two online platforms:

- **MetroHouse** – a co-living platform designed to manage, operate, and market co-living residential spaces. The platform is initially focused on properties located in Indianapolis, with potential expansion into additional markets.

- **MetroCrowd** – a digital platform intended for the tokenization and crowdfunding of real estate projects, enabling fractionalized investment structures.

In addition, the Company acquired from its principal, Oscar Brito, the digital platform **Travaleo.com**, a segmented crowdfunding platform focused exclusively on branded real estate investments. Travaleo is designed to facilitate the offering of fractional ownership interests in real estate assets through compliant digital securities structures.

Travaleo commenced operations on or about January 15, 2026, and is currently engaged in marketing offerings of digital securities issued pursuant to Regulation D Rule 506(c). The Company anticipates expanding these offerings to include Regulation S (offshore offerings) and Regulation A in the future, subject to regulatory qualification.

The strategic focus of these platforms is to enable the tokenization and crowdfunding of branded luxury real estate assets, providing investors with access to institutional-quality real estate opportunities through a digitally enabled framework.

The Company has elected December 31 as its year end.

Note 2 - Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established any source of revenue to cover its operating costs. As shown in the accompanying financial statements, the Company has an accumulated deficit of (\$261,171) and has \$7,717 in cash on hand as of December 31, 2025. These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and therefore the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. However, the management of the Company believes that the Company will remain a going concern in the foreseeable future. The Company will offer non-cash consideration and seek equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The financial statements do not include adjustments to the carrying value of assets and liabilities which might be necessary should the Company not continue in operation.

Note 3 - Summary of Significant Accounting Policies Basis of Presentation

The Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC").

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In the opinion of management, all adjustments necessary in order to make the financial statements not misleading have been included. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents were \$7,717 at December 31, 2025.

Income Taxes

The Company accounts for income taxes under ASC 740 "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

Basic Earnings (Loss) Per Share

The Company computes basic and diluted earnings per share amounts in accordance with ASC Topic 260, Earnings per Share. Basic earnings per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share reflects the potential dilution that could occur if stock options and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock that could share in the earnings of the Company.

Derivative Liabilities

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "Derivatives and Hedging." The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments (the Convertible Note and tainted Warrant), in accordance with ASC 815. The objective is to provide guidance for determining whether an equity-linked financial instrument is indexed to an entity's own stock. This determination is needed for a scope exception which would enable a derivative instrument to be accounted for under the accrual method. The classification of a non-derivative instrument that falls within the scope of ASC 815-40-05 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock" also hinges on whether the instrument is indexed to an entity's own stock. A non-derivative instrument that is not indexed to an entity's own stock cannot be classified as equity and must be accounted for as a liability. There is a two-step approach in determining whether an instrument or embedded feature is indexed to an entity's own stock. First, the instrument's contingent exercise provisions, if any, must be evaluated, followed by an evaluation of the instrument's settlement provisions. The Company utilized multinomial lattice models that value the derivative liability within the notes based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current

transaction between willing parties, that is, other than in a forced or liquidation sale. Commencing in the quarter ended December 31, 2023, the Company utilized a Black Scholes valuation methodology upon placing all of its convertible debt into a settlement agreement. Upon entering the settlement agreement, the debt became non-convertible and all derivative liabilities were eliminated.

Reverse Merger accounting

The Company applies Accounting Standards Codification (ASC) 805-40-45-2, reverse merger accounting.

Pursuant to ASC 805, the presentation of the financial statements represents the continuation of the legal acquiree, except for the legal capital structure in a reverse acquisition. Historical shareholders' equity of the accounting acquirer (legal acquiree) prior to the reverse acquisition is retrospectively adjusted (a recapitalization) for the equivalent number of shares received by the accounting acquirer after giving effect to any difference in par value of the issuer's and acquirer's stock with any such difference recognized in equity. Retained earnings (deficiency) of the accounting acquirer are carried forward after the acquisition. Operations prior to the merger are those of the accounting acquirer. Earnings per share for periods prior to the merger are retrospectively adjusted to reflect the number of equivalent shares received by the accounting acquirer.

Fair Value of Financial Instruments

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

The Company follows FASB Accounting Standards Codification (ASC) 820 "Fair Value Measurements and Disclosures" which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2024 and December 31, 2023. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

Given the nature of the debt instruments entered into the Stipulation and Settlement Agreement, the Company no longer calculates a derivative liability but a put premium.

Share Based Expenses

ASC 718 "Compensation - Stock Compensation" prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, "Equity - *Based Payments to Non-Employees*." Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

Related Parties

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

Employment Contracts

The Company entered into a consulting agreement with Oscar Brito as of October 21, 2025, where he is to be paid \$7,000 per month. As of December 31, 2025, there is no accrued liability associated with this expense.

Recently Issued Accounting Pronouncements

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*TM ("ASC") is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company.

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any

standard is subject to the formal review of our financial management and certain standards are under consideration.

Reverse Split

Effective May 25, 2025, the Company effectuated a 1:1,000 reverse split and changed its name from Performance Drink Group, Inc. to Genesis Holdings, Inc. the number of shares outstanding was reduced from 1,858,174,742 to 1,858,175. The par value and authorized shares remained the same. All information on a per share basis in this report has been adjusted for the reverse split

Note 4- Software and MetroSpaces transaction

On October 21, 2025, the Company acquired the intellectual property of MetroSpaces, a property technology company focusing on increasing efficiencies in the real estate and real estate market by applying cutting edge technology solutions. The company issued \$1 million in Preferred Stock, convertible at a 15% discount to market and carrying a 5% annual yield to purchase MetroSpaces. Mr. Oscar Brito became Chief Executive upon the closing of the merger.

These assets will serve as the technological foundation for Genesis' upcoming tokenized real estate ecosystem, designed to enable transparent, compliant, and liquid investment structures that bridge traditional real estate with digital capital markets.

The global Security Token Offering (STO) market is projected to exceed \$20 billion by 2030, growing at a compound annual rate of more than 50%, as institutional and retail investors increasingly seek regulated digital alternatives to traditional securities. With this agreement, Genesis positions itself as an early and credible entrant in a market still in its infancy - one that could reshape how real estate funding and ownership are structured for decades to come.

Based upon a review of the technology, the technology was valued at \$1,000,000. The Company estimates that the useful life of this software to be ten years. At December 31, 2025, the value of the software is as follows:

Assigned value	\$1,000,000
Accumulated Amortization	<u>(25,000)</u>
Value at December 31, 2025	<u>\$ 975,000</u>

Note 5- Accrued Expenses

Accrued expenses consist of accrued compensation to our former Chief Executive Officer, Jeffrey M Canouse as follows

Balance at December 31, 2024	\$ 120,000
Nine months accrual	<u>180,000</u>
Balance before Reclassification to note payable	\$ 300,000
Reclassification to Notes payable (See Note 6)	<u>(240,000)</u>
Balance at December 30, 2025	<u>\$ 60,000</u>

Note 6- Notes payable Related party

On July 1, 2024, the Company issued to Jeffrey M. Canouse, the Company's Chief Executive Officer, a note for compensation services. These services had already been accrued but were recorded as accrued expenses. The note was for \$414,500, the total accrued amount up until that date. The note is for one year and bears no interest for that time. As of July 1, 2025, the Note was in default. Interest started accruing at 18%. As of September 30, 2025, \$12,401 of interest had been accrued, and the total value of the indebtedness was \$426,901. The Note is convertible, based upon a most favored nations' clause at \$.00375 per share. At that conversion rate, this note is convertible into approximately 114 million shares.

Effective January 1, 2025, the Company issued to Jeffrey M. Canouse, the Company's Chief Executive Officer, a note for compensation services. These services had already been accrued but were recorded as accrued expenses. The note was for \$120,000. The note is for one year and bears no interest. If the note is not repaid by maturity, interest will accrue at a rate of 18%. The note is convertible at \$1 per share after twelve months subject to a most favored nations clause.

On July 1, 2025, the Company issued to Jeffrey M. Canouse, the Company's Chief Executive Officer, a note for compensation services. These services had already been accrued but were recorded as accrued expenses. The note was for \$120,000, the total accrued amount up until that date. The note is for one year and bears no interest. If the note is not repaid by maturity, interest will accrue at a rate of 18%. The note is convertible at \$1 per share after twelve months subject to a most favored nations clause.

In October 2025, Mr. Canouse was paid \$50,000

Total notes payable- related party outstanding are \$604,500 and \$414,500 at December 31, 2025 and December 31, 2024, respectively.

Note 7: Put premium on Stock Settled Debt

During calendar year 2023, the Company decided to adopt ASC 480- "Distinguishing Liabilities from Equity." When the enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note date with a charge to interest expense.

Put premium on stock settled debt at December 31, 2025 was as follows:

	Original price of debt	Put percentage of stock price used in conversion	Put premium on stock settled debt
August-23	\$ 10,000	50%	\$ 10,000
September-23	10,000	50%	10,000
October-23	10,000	50%	10,000
November-23	10,000	50%	10,000
December-23	10,000	50%	10,000
January-24	10,000	50%	10,000
February-24	10,000	50%	10,000
March-24	10,000	50%	10,000
April-24	10,000	50%	10,000
May-24	10,000	50%	10,000
June-24	10,000	50%	10,000
July-24	10,000	50%	10,000
August-24	10,000	50%	10,000
September-24	10,000	50%	10,000
October-24	10,000	50%	10,000
November-24	10,000	50%	10,000
December-24	10,000	50%	10,000
January-25	10,000	50%	10,000
February-25	10,000	50%	10,000
March-25	10,000	50%	10,000
April-25	10,000	50%	10,000
May-25	10,000	50%	10,000
June-25	10,000	50%	10,000
July-25	10,000	50%	10,000
August-25	10,000	50%	10,000
September-25	10,000	50%	10,000
October-25	10,000	50%	10,000
November-25	10,000	50%	10,000
December-25	10,000	50%	10,000
	<hr/>		<hr/>
Total	<u><u>\$ 290,000</u></u>		<u><u>\$ 290,000</u></u>

Note 8- Convertible Notes previously in 3a10

On June 3, 2025, four creditors previously in the 3a10 decided to take out their liabilities from the 3a10 program. The remaining balance was calculated as \$1,375,595 at December 31, 2025 as follows:

Creditor	Principal	Default Principal	Accrued interest	Total
Trillium Partners LP	\$ 269,654	\$ 165,000	\$ 123,996	\$ 558,650
J.P. Carey Limited Partners L.P.	67,874	55,000	31,802	154,676
Carpathia LLC	202,255	110,000	93,004	405,259
Jeffrey M Canouse	176,054	-	80,956	257,010
Total	\$ 715,837	\$ 330,000	\$ 329,758	\$ 1,375,595

Accrued interest is through December 31, 2025 and the default premium is a 50% increase in principal due to the notes being in default, where applicable.

Note 9- Convertible Notes payable- Advisory

Advisory notes payable at December 31, 2025 and December 31, 2024 and are as follows:

	December 31, 2025	December 31, 2024
August-23	\$ 10,000	\$ 10,000
September-23	10,000	10,000
October-23	10,000	10,000
November-23	10,000	10,000
December-23	10,000	10,000
January-24	10,000	10,000
February-24	10,000	10,000
March-24	10,000	10,000
April-24	10,000	10,000
May-24	10,000	10,000
June-24	10,000	10,000
July-24	10,000	10,000
August-24	10,000	10,000
September-24	10,000	10,000
October-24	10,000	10,000
November-24	10,000	10,000
December-24	10,000	10,000
January-25	10,000	-
February-25	10,000	-
March-25	10,000	-
April-25	10,000	-
May-25	10,000	-
June-25	10,000	-
July-25	10,000	-
August-25	10,000	-
September-25	10,000	-
October-25	10,000	-
November-25	10,000	-
December-25	10,000	-
Total	290,000	170,000
Less: Amounts assigned to warrants	4,284	5,103
Net value	<u>\$ 285,716</u>	<u>\$ 164,897</u>

Note 10: Convertible notes payable financing

During the fourth quarter of the calendar year, associated with the MetroSpaces merger, the Company issued the following notes for cash:

<u>Creditor</u>	<u>Date issued</u>	<u>Amount at issuance</u>	<u>Default Principal</u>	<u>Original Issue Discount</u>	<u>Total</u>
Trillium Partners LP	10/21/2025	\$50,000	\$ 50,000	\$ 7,500	\$ 107,500
J.P. Carey Limited Partners L.P.	10/29/2025	20,000	20,000	3,000	43,000
Trillium Partners LP	11/13/2025	17,500	17,500	2,625	37,625
Carpathia LLC	11/13/2025	17,500	17,500	2,625	37,625
Carpathia LLC	12/3/2025	15,000	15,000	2,250	32,250
Trillium Partners LP	12/5/2025	17,000	17,000	2,550	36,550
Total		<u>\$ 137,000</u>	<u>\$ 137,000</u>	<u>\$ 20,550</u>	<u>\$ 294,550</u>

Note 11– Income Taxes

In accordance with ASC 740, we are required to recognize the impact of an uncertain tax position in the consolidated financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. An uncertain tax position will not be recognized if it has less than a 50% likelihood of being sustained upon examination by the tax authorities. It is also our policy, in accordance with authoritative guidance, to recognize interest and penalties related to income tax matters in interest and other expense in our Statements of Operations.

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial reporting and tax bases of assets and liabilities and are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. As a result of our cumulative losses, management has concluded that a full valuation allowance against our net deferred tax assets is appropriate.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has evaluated Staff Accounting Bulletin No. 118 regarding the impact of the decreased tax rates of the Tax Cuts & Jobs Act. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The U.S. federal income tax rate of 21%.

The provision for income taxes on our loss from operations for the fiscal years ended December 31, 2025 and December 31, 2024 is as follows (in both dollar and percentage terms):

	Year ended <u>December 31, 2025</u>	Year ended <u>December 31, 2024</u>
Net (loss)	\$ (1,383,624)	\$ (495,456)
Less:		
Default premiums on notes	350,426	-
Put premium recorded on stock settled debt recorded as interest expense	120,000	120,000
Taxable income	<u>\$ (913,198)</u>	<u>\$ (375,456)</u>
Marginal tax rate	<u>26%</u>	<u>26%</u>
Tax expense	(237,431)	(97,619)
Change in valuation allowance	<u>237,431</u>	<u>97,619</u>
Provision for Income taxes	<u>\$ -</u>	<u>\$ -</u>
Provision for Income taxes	<u>0.0%</u>	<u>0.0%</u>
	Year ended December 31, 2025	Year ended December 31, 2024
Net (loss)	26.0%	26.0%
Less:		
Default premiums on notes	-10.0%	0.0%
Derivative expense		0.0%
Amortization of loan origination costs		0.0%
Gain on elimination of derivative liability		0.0%
Put premium recorded on stock settled debt	<u>-3.4%</u>	<u>-8.3%</u>
Marginal income tax expense	12.6%	17.7%
Change in valuation allowance	<u>-12.6%</u>	<u>-17.7%</u>
Provision for Income taxes	<u>0.0%</u>	<u>0.0%</u>

Note 12- Stockholder's Equity

As of December 31, 2025, the following share amounts were outstanding:

Common stock;	3,402,208
Preferred Series A:	2,283,781
Preferred Series B:	1
Preferred Series C	1,000,000

The Company has approximately 130,000 warrants outstanding.

All data above has been adjusted for the 1:1000 reverse split

On a fully diluted basis, the following number of shares outstanding would be approximately 1.25 billion as shown below:

Current shares outstanding	3,402,208
Shares from conversion of debt	246,478,193
Preferred Series A shares	<u>2,283,782</u>
Total shares prior to Series C preferred conversion	252,164,183
Shares to be issued upon conversion of Series C preferred	<u>1,008,656,733</u>
Total shares outstanding -fully diluted	<u>1,260,820,916</u>

See Exhibit 3a. above for transactions in Common stock during the current year

Note 13 – Commitments and Contingencies

Legal Matters

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of December 31, 2025, there were no pending or threatened lawsuits.

The Financial Stability Board created the Task Force on Climate-related Financial Disclosures (TCFD) to improve and increase reporting of climate-related financial information. The TCFD requires that the impact of climate change upon risk assessment, capital allocation and strategic planning be discussed. In June 2023, the International Sustainability Standards Board released new requirements for reporting on Climate Change. As of this time, the SEC is considering implementing such requirements. At this time, the impact cannot be determined.

Note 14- Segment data

The Company reports data in two segments, the parent company and MetroSpaces, Inc. as follows:

GENESIS HOLDINGS INC.
BALANCE SHEET
Segment Data
(Unaudited)

	<u>Parent Company</u>	<u>MetroSpaces, Inc.</u>	<u>Total</u>
Assets			
Current Assets			
Cash and cash equivalents	\$ -	\$ 7,717	\$ 7,717
Due from related parties	-	11,222	11,222
Total Current Assets	<u>-</u>	<u>18,939</u>	<u>18,939</u>
Other Assets			
Software (net of amortization)	-	975,000	975,000
Total Other Assets	<u>-</u>	<u>975,000</u>	<u>975,000</u>
Total Assets	<u>\$ -</u>	<u>\$ 993,939</u>	<u>\$ 993,939</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities			
Accounts payable	\$ 3,730	\$ -	\$ 3,730
Liabilities under Settlement Agreement and Stipulation	55,000	-	55,000
Accrued expenses	60,000	-	60,000
Other payables	265	-	265
Accrued interest	74,275	10,560	84,835
Notes payable- related parties	654,500	(50,000)	604,500
Put premium on stock settled debt	290,000	-	290,000
Convertible notes payable previously in 3a10	1,375,595	-	1,375,595
Dividends payable	12,500	-	12,500
Convertible notes payable-advisory	285,716	-	285,716
Convertible notes payable-financing	-	294,550	294,550
Total Current Liabilities	<u>2,811,581</u>	<u>255,110</u>	<u>3,066,691</u>
Total Liabilities	2,811,581	255,110	3,066,691
Commitments and Contingencies (Note 13)			
STOCKHOLDERS' DEFICIT			
Series A preferred stock; 10,000,000 authorized; par value \$0.0001 2,283,781 and 2,283,781 issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	1,000	-	1,000
Series B convertible preferred stock; 10,000,000 authorized; par value \$0.0001 "1" issued and outstanding as of December 31, 2025 and December 31, 2024	-	-	-
Series C convertible preferred stock; 1,000,000 authorized; par value \$0.0001 1,000,000 and -0- issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	-	100	100
Common stock 2,000,000,000 authorized; par value \$0.0001; 3,402,208 and 1,858,472 shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	341	-	341
Additional paid in capital	(2,600,421)	999,900	(1,600,521)
Treasury stock	(200,000)	-	(200,000)
Dividends declared	(12,500)	-	(12,500)
Accumulated deficit	-	(261,171)	(261,171)
Total stockholders' deficit	<u>(2,811,581)</u>	<u>738,829</u>	<u>(2,072,752)</u>
Total Liabilities and stockholders' equity	<u>(0)</u>	<u>993,939</u>	<u>\$ 993,939</u>

Note 15- Subsequent Events

As of the date of this report, there were no material subsequent events that required disclosure except for the following:

Issuance of Cash debt

The Company issued \$130,300 of debt for \$116,000 in cash and \$14,300 in an original issue discount as follows:

<u>Date</u>	<u>Issuer</u>	<u>Proceeds</u>	<u>Discount</u>	<u>Total</u>
1/14/2026	J.P. Carey Limited Partners L.P.	\$ 27,000	\$ 4,050	\$ 31,050
1/14/2026	Trillium Partners LP	27,000	4,050	31,050
2/19/2026	Trillium Partners LP	23,000	2,300	25,300
3/18/2026	Trillium Partners LP	19,500	1,950	21,450
3/18/2026	J.P. Carey Limited Partners L.P.	19,500	1,950	21,450
	Total	\$ 116,000	\$ 14,300	\$ 130,300

Issuance of Advisory debt

Subsequent to the end of the quarter, the Company issued the following debts for advisory services:

<u>Issuance date</u>	<u>Face value of debt</u>	<u>Conversion terms</u>
January 1, 2026	10,000	50% discount to low 1/20 closing bids
February 1, 2026	10,000	50% discount to low 1/20 closing bids
March 1, 2026	10,000	50% discount to low 1/20 closing bids
April 1, 2026	10,000	50% discount to low 1/20 closing bids

Issuance of Common stock

After the end of 2025 through March 31, 2026 the Company had 10,087,400 shares pursuant to disclosure 3 above. All shares were issued for the extinguishment of convertible debt. Total outstanding shares were 13,489,608.