PickleJar Entertainment Group, Inc.

Amendment to Annual Report - PickleJar 2025 Annual Report for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/31/2026

Explanatory Note:
Updated format to meet OTC guidelines and updated financial information based on completion of 2023 and 2024 audit finalization.

Alternative Reporting Standard

OTCID Basic Market

Disclosure Statement Pursuant to the OTCID Disclosure Guidelines

PickleJar Entertainment Group, Inc.

2 Riverway, Suite 1750
Houston, TX 77056

Phone: (800) 372-3546
Website: www.picklejar.com
Email: info@picklejar.com
SIC Code: 7372

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

124,639,472 as of April 18, 2026 *(Current Reporting Period Date or More Recent Date)*

124,639,472 as of December 31, 2025 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ **No:** ☒

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

Yes: ☐ **No:** ☒

Change in Control

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

Yes: ☐ **No:** ☒

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

The Issuer was originally incorporated on December 1, 2010, in the State of Nevada as Avra, Inc. On March 9, 2022, the Company changed its name to Springs Rejuvenation, Inc. and changed its trading symbol from AVRN to SPRJ. In December 2022, the Company changed its name from Springs Rejuvenation, Inc. to NewRegen, Inc. and changed its trading symbol from SPRJ to NREG.

Subsequently, in August 2024, the Company changed its name to PickleJar Entertainment Group, Inc. and changed its trading symbol to PKLE. On April 10, 2024, PickleJar Holdings, Inc. (the Delaware accounting-acquirer entity) also changed its name to PickleJar Entertainment Group, Inc.

Current State and Date of Incorporation or Registration:	Nevada; originally incorporated December 1, 2010
Standing in this jurisdiction (e.g., active, default, inactive):	Active

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

The Issuer is a Nevada corporation originally incorporated as Avra, Inc. on December 1, 2010, renamed to Springs Rejuvenation, Inc. (March 9, 2022), then NewRegen, Inc. (December 2022), and finally PickleJar Entertainment Group, Inc. (August 2024). The Company's Delaware operating subsidiary was originally incorporated as PickleJar Holdings, Inc. on April 13, 2021 and renamed PickleJar Entertainment Group, Inc. on April 10, 2024.

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

None.

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

None during the 12 months ended December 31, 2025, other than the non-binding asset-acquisition term sheet with SonicBids, LLC entered into on September 25, 2025 (see Section 4 and Note 17 to the financial statements).

Address of the issuer's principal executive office:

2 Riverway, Suite 1750, Houston, Texas 77056

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address.*

2 Riverway, Suite 1750, Houston, Texas 77056

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

No: ☒ **Yes:** ☐

2) Security Information

Transfer Agent

Name:	Pacific Stock Transfer Company
Phone:	(702) 361-3033

Email:	info@pacificstocktransfer.com
Address:	6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

Publicly Quoted or Traded Securities

Trading symbol:	PKLE
Exact title and class of securities outstanding:	Common Stock
CUSIP:	05453B304
Par or stated value:	$0.00001
Total shares authorized:	750,000,000 as of December 31, 2025
Total shares outstanding:	124,639,472 as of December 31, 2025
Total number of shareholders of record:	28 as of December 31, 2025

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

Class A Preferred

Exact title and class of the security:	Class A Preferred Stock
Par or stated value:	$0.00001
Total shares authorized:	40,000,000 as of December 31, 2025
Total shares outstanding:	36,412,790 as of December 31, 2025
Total number of shareholders of record:	34 as of December 31, 2025

Class AA Preferred

Exact title and class of the security:	Class AA Preferred Stock
Par or stated value:	$0.00001
Total shares authorized:	1,500,000 as of December 31, 2025
Total shares outstanding:	0 as of December 31, 2025
Total number of shareholders of record:	0 as of December 31, 2025

Class B Preferred

Exact title and class of the security:	Class B Preferred Stock
Par or stated value:	$0.00001
Total shares authorized:	2,000,000 as of December 31, 2025
Total shares outstanding:	0 as of December 31, 2025
Total number of shareholders of record:	0 as of December 31, 2025

Class C Preferred

Exact title and class of the security:	Class C Preferred Stock
Par or stated value:	$0.00001
Total shares authorized:	30,000,000 as of December 31, 2025
Total shares outstanding:	0 as of December 31, 2025
Total number of shareholders of record:	0 as of December 31, 2025

Note: *There are a total of 75,000,000 preferred series shares authorized. As of December 31, 2025, 73,500,000 shares are authorized with designation; the balance of 1,500,000 shares has not yet been designated.*

Security Description

1. Common Stock. Each share of common stock has the right to cast one vote. There are no pre-emptive rights. There are no stated dividend rights; dividends, if any, are declared at the discretion of the Board of Directors.

2. Preferred Stock Descriptions.

Class A Preferred Stock

Dividends:	None due or payable.
Liquidation:	Not entitled to any rights upon a Liquidation Event (liquidation, dissolution, winding-up, or merger/consolidation).
Hold Period:	One (1) year and one (1) day prior to conversion.
Conversion:	Each Class A Preferred Share converts into one (1) Common Share after the hold period upon written notice.
Rank:	Senior to Common Stock and all other Preferred Stock. Unanimous vote of Class A holders required for: (i) changes to authorized Class A shares; (ii) reclassification or cancellation; (iii) exchange into Class A shares; or (iv) adverse changes to Class A rights.
Voting Rights:	Anti-dilutive. Class A Preferred shares issued and outstanding represent 66.667% of total voting rights across all classes. Class A votes together as a class, with a majority vote needed.

Redemption:	The Company has the right (but not the obligation) to redeem Class A shares beginning one year from issuance at the market price (average of prior 5 trading days). Redemption occurs within 14 days of notice.

Class AA Preferred Stock

Dividends:	None initially; any future terms determined by the Board.
Liquidation:	Entitled to receive net assets on a pro-rata basis upon a Liquidation Event, except upon a Permitted Merger.
Hold Period:	One (1) year and one (1) day prior to conversion.
Conversion:	Each Class AA Preferred Share converts into one (1) Common Share after the hold period.
Rank:	Senior to Common Stock and all Preferred Stock except Class A.
Voting Rights:	No voting rights except as to Class AA rank changes.

Class B Preferred Stock

Dividends:	None initially; any future terms determined by the Board.
Liquidation:	Entitled to receive net assets on a pro-rata basis upon a Liquidation Event, except upon a Permitted Merger.
Hold Period:	One (1) year and one (1) day prior to conversion.
Conversion:	Each Class B Preferred Share converts into one (1) Common Share after the hold period.
Rank:	Senior to Common Stock and all Preferred except Class AA.
Voting Rights:	No voting rights except as to Class B rank changes.

Class C Preferred Stock

Dividends:	None initially; any future terms determined by the Board.
Liquidation:	Entitled to receive net assets on a pro-rata basis upon a Liquidation Event, except upon a Permitted Merger.
Hold Period:	One (1) year and one (1) day prior to conversion.
Conversion:	Each Class C Preferred Share converts into one (1) Common Share after the hold period.
Rank:	Senior to Common Stock and all Preferred except Class AA and B.
Voting Rights:	No voting rights except as to Class C rank changes.

3. Other material rights of common or preferred stockholders: None other than as noted above.

4. Material modifications to rights during the reporting period: No material modifications to the rights of any class of securities occurred during the year ended December 31, 2025.

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.

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:** ☒ (Changes occurred during 2024 as described below. No issuances or cancellations occurred during the year ended December 31, 2025.)

Shares Outstanding Opening Balance:

Date	Common	Class A Preferred	Other Preferred
January 1, 2024	124,639,472	30,000,000	0
January 1, 2025	124,639,472	36,412,790	0

2024 activity: On May 22, 2024, the Company filed an Amendment of Designation increasing the authorized Class A Preferred Stock from 30,000,000 to 40,000,000 shares. At that time, the remaining 6,412,790 shares of Class A Preferred that had been issued in excess as part of the November 2023 reverse recapitalization (previously classified as a Preferred Stock Payable of $70,541) were deemed issued and reflected in equity. No additional consideration was received in connection with this true-up.

Shares Outstanding on Date of This Report (April 18, 2026) — Ending Balance:

Class	Shares	Class	Shares
Common	124,639,472	Class AA Preferred	0
Class A Preferred	36,412,790	Class B Preferred	0
Class C Preferred	0		

B. Convertible Debt

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

☐ *Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.* ***(Box not checked; see table below.)***

Date of Issuance	Principal at Issuance	Outstanding Balance (incl. accr. int.)	Maturity	Conversion Terms	# Shares Converted	# Potential Shares on Conversion	Noteholder	Reason
5/27/2021	$350,000	~$386,000	In default	$0.01/sh upon acquisition or Co-determined price	-0-	38,600,000	CXO5 (officer-owned)	Loan
3/31/2022	$100,000	~$122,500	In default	$0.01/sh upon acquisition or Co-determined price	-0-	12,250,000	Esroh Equity LLC (officer-owned)	Loan
1/16/2023	$11,585	~$13,585	In default	$0.01/sh upon acquisition or Co-determined price	-0-	1,358,500	Salios Group LLC (officer-owned)	Loan
8/03/2023	$38,147	~$42,347	In default	$0.01/sh upon acquisition or Co-determined price	-0-	4,234,700	CXO5	Loan
8/24/2023	$182,986	~$202,786	In default	$0.01/sh upon acquisition or Co-determined price	-0-	20,278,600	CXO5	Loan
9/01/2023	$4,959	~$5,659	In default	$0.01/sh upon acquisition or Co-determined price	-0-	565,900	Shadow Foxtrot (officer-owned)	Loan
9/01/2023	$122,221	~$139,121	In default	$0.01/sh upon acquisition or Co-determined price	-0-	13,912,100	Vista 14 LLC (officer-owned)	Loan
8/31/2023	$20,000	~$22,800	8/31/2026	$0.01/sh upon acquisition or Co-determined price	-0-	2,280,000	Judy Lakin (Director)	Loan
8/22/2023	$50,000	~$57,085	8/22/2026	Convert on Registration	-0-	5,708,500	2378493 Ontario,	Loan

Date of Issuance	Principal at Issuance	Outstanding Balance (incl. accr. int.)	Maturity	Conversion Terms	# Shares Converted	# Potential Shares on Conversion	Noteholder	Reason
				at rate therein, or acquisition at Co price			Inc. (S. Klausz)	
8/31/2023	$150,000	~$170,935	8/25/2026	$0.01/sh upon acquisition or Co-determined price	-0-	17,093,500	David Hargrave	Loan
8/31/2023	$200,000	~$228,044	8/31/2026	$0.01/sh upon acquisition or Co-determined price	-0-	22,804,400	Joseph Tharp	Loan
8/31/2023	$50,000	~$57,003	8/31/2026	$0.01/sh upon acquisition or Co-determined price	-0-	5,700,300	Kenneth Baye	Loan
8/31/2023	$50,000	~$57,010	8/31/2026	$0.01/sh upon acquisition or Co-determined price	-0-	5,701,000	Michael Wright	Loan
8/31/2023	$25,000	~$28,485	8/31/2026	$0.01/sh upon acquisition or Co-determined price	-0-	2,848,500	Philip Wright	Loan
8/31/2023	$10,000	~$11,400	8/31/2026	$0.01/sh upon acquisition or Co-determined price	-0-	1,140,000	Frank Ruppen	Loan
11/02/2023	$100,000	~$113,002	8/31/2026	$0.01/sh upon acquisition or Co-determined price	-0-	11,300,200	Joseph Tharp	Loan
11/02/2023	$50,000	~$56,501	8/31/2026	$0.01/sh upon acquisition or Co-	-0-	5,650,100	Rhon Daguro	Loan

Date of Issuance	Principal at Issuance	Outstanding Balance (incl. accr. int.)	Maturity	Conversion Terms	# Shares Converted	# Potential Shares on Conversion	Noteholder	Reason
				determined price				
11/05/2023	$100,000	~$112,337	9/05/2026	Convert on Registration at rate therein, or acquisition at Co price	-0-	11,233,700	Chris Kellogg	Loan
11/06/2023	$50,000	~$56,468	9/06/2026	Convert on Registration at rate therein, or acquisition at Co price	-0-	5,646,800	Steven Triplett	Loan
11/24/2023	$477,728	~$538,154	In default	Convert on Registration; upon maturity 25% discount to market	-0-	215,261,600	Everett Dickson	Ops Expenses
12/12/2023	$50,000	~$56,394	12/12/2026	Convert on Registration; upon maturity 25% discount to market	-0-	22,557,600	Everett Dickson	Loan
2/29/2024	$60,000	~$66,618	3/01/2027	$0.01/sh upon acquisition or Co-determined price	-0-	6,661,800	David Hargrave	Loan
5/25/2024	$350,000	~$394,033	In default	Convert on Registration; after maturity 25% disc. to market	-0-	157,613,200	Chris Kellogg	Loan
5/31/2024	$25,000	~$27,379	In default	Convert on Registration; 25% disc. to market upon maturity	-0-	10,951,600	Thomas Barowsky	Loan
7/21/2024	$50,000	~$57,288	In default	Convert on Registration, or acquisition at Co price	-0-	5,728,800	Kenneth Baye	Loan

Date of Issuance	Principal at Issuance	Outstanding Balance (incl. accr. int.)	Maturity	Conversion Terms	# Shares Converted	# Potential Shares on Conversion	Noteholder	Reason
8/30/2024	$9,575	~$10,344	8/31/2027	$0.01/sh upon acquisition or Co-determined price	-0-	1,034,400	Chad Thilborger	Loan
8/31/2024	$10,000	~$10,801	8/31/2027	$0.01/sh upon acquisition or Co-determined price	-0-	1,080,100	Frank Ruppen	Loan
9/30/2024	$70,000	~$75,270	10/31/2027	$0.01/sh upon acquisition or Co-determined price	-0-	7,527,000	Kenneth Baye	Loan
10/4/2024	$100,000	~$111,447	In default	20% disc. to market prior to Direct Listing; else 20% at election	-0-	44,578,800	Chalen Enterprises LP (S. Ferdows)	Loan
12/5/2024	$50,000	~$55,301	In default	Convert on Registration; 25% disc. to market upon maturity	-0-	22,120,400	Jerry James (relative of CEO)	Loan
2/10/2025	$50,000	~$54,000	2/10/2026	Convert on Registration, or acquisition at Co price	-0-	5,400,000	Chris Kellogg	Loan
Total Outstanding Balance:		**~$2,934,861**			**Total Shares: -0-**	**~688,120,400**		

Notes to the Convertible Debt table:

- Outstanding balances are approximate and include accrued interest as of December 31, 2025. Potential shares are calculated at $0.01/share for fixed-rate notes and at a 20–25% discount to the market price for variable-rate notes, without applying any blockers or ownership caps.
- On November 2, 2023, the original November 5, 2023 Chris Kellogg note of $100,000 was funded in two tranches ($50,000 each), with the second tranche funded January 17, 2024. See Note 9.

- The $2,000,000 revolving line of credit with Celia Holdings (NA), Inc. (the “Revolver LOC”) is a convertible facility with a SAFE-equivalent conversion feature. As the conversion terms depend on a future Equity Financing, the Revolver LOC is disclosed separately in Note 11, not in the table above.

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. These descriptions have been updated on the Company’s Profile on www.OTCMarkets.com.

A. Summary of the Issuer’s Business Operations

Corporate History. PickleJar Entertainment Group, Inc. (the “Company”) was originally incorporated as Avra, Inc., a Nevada corporation, on December 1, 2010. The Company has undergone several name changes from Avra, Inc. to Springs Rejuvenation, Inc., to NewRegen, Inc. Our application to FINRA for a name change to PickleJar Entertainment Group, Inc. and a trading symbol change to “PKLE” was approved and went effective in August 2024. The Company’s Delaware operating subsidiary, originally incorporated as PickleJar Holdings, Inc. on April 13, 2021, also changed its name to PickleJar Entertainment Group, Inc. on April 10, 2024.

PickleJar began its operations as an “artists payments platform” in early 2021. After launching its flagship product, the PickleJar Live App, the Company continues its rapid development of key features and service offerings to meet the growing demand for a seamless, unified entertainment ecosystem and the industry challenges of digital transformation for both Artists and Venues.

The Company executed an Asset Contribution Agreement on November 25, 2023, with PickleJar Holdings, Inc., a Delaware corporation. The accounting treatment is that of a reverse recapitalization with the activity of PickleJar Holdings, Inc. as the surviving entity going forward. See Note 4 to the financial statements.

Overview. PickleJar offers a suite of entertainment business software, enabling social commerce, Venue-Managed Services, and Artist promotion. PickleJar unlocks the potential of shared entertainment experiences through an integrated suite of software and services designed to inspire human creativity and enrich lives. By embedding secure payment technology, data intelligence, and content distribution, PickleJar’s innovative programs create an enhanced experience of how Fans and Patrons connect with the music and moments that matter most.

Key Business Developments During 2025.

- The Company’s prior radio show syndication agreement expired in November 2024, resulting in no Radio Show Bookings revenue during 2025. Effective August 1, 2025, the Company entered into a three-month Facility and Use Agreement with Midwest Communications, Inc. for production of “PickleJar Up All Night with Katie and Scott” at 504 Rosedale Ave, Nashville, TN at $10,000 per month, with a potential 12-month extension. On August 18, 2025, the Company launched the new radio show through an affiliation and distribution agreement. No revenue was generated under the new contract during 2025.
- Effective November 5, 2025, the Company entered into an Affiliate and Distribution Service Agreement with Local Radio Networks, Inc. (“LRN”) for distribution of its programming, commencing December 1, 2025 through November 30, 2026, with automatic annual renewal. Additional affiliated stations beyond the 15 included in the base package are charged at $100 per station per month.

- On September 25, 2025, the Company entered into a non-binding term sheet to acquire substantially all assets of SonicBids, LLC, including its platform, intellectual property, artist and venue databases, and customer contracts, with assets to be contributed into a newly formed joint venture (Newco JV). Consideration is entirely in PKLE common stock at $0.05 per share ($50,000 at closing plus an $18,800 earn-out over 18 months). Post-closing Newco JV ownership will be: 51% PickleJar, 25% Operators, 14% new investors, 10% reserved by PickleJar. The accounting treatment was not complete as of the date these financial statements were issued.
- During 2025, Esroh Equity (a related party 100% owned by an officer) advanced the Company $1,304,600 to fund operations. These amounts were initially recorded within Owner's Investment and have been reclassified to Related Party Payables in these financial statements.
- During 2025, the Company made a $25,000 investment in the Sunflower Feature Film Project. As of the date of this report, the Company has no contractual obligation to make any additional investment.
- The Company continued to provide Related Party IT development services to a related party 50% owned by an officer, generating $45,940 of revenue during 2025.

Goals for the Next Twelve Months.

- Grow the radio show audience and generate revenue through PickleJar Up All Night and the LRN distribution network.
- Complete the SonicBids asset acquisition and establish Newco JV operations.
- Seek additional capitalization to resolve outstanding defaults and fund platform development.
- Grow Artist Promotions and Venue-Managed Services transaction volume.
- Complete the 2025 independent audit and pursue additional financial-reporting resources to support SEC-issuer readiness.

B. Subsidiaries, Parent Company, or Affiliated Companies

PickleJar Entertainment Group, Inc. (Delaware) is the operating subsidiary of the Nevada parent. There are no other subsidiaries. See Note 1 to the financial statements.

C. Principal Products or Services

The Company currently generates revenue from the following sources: (1) Artist Promotions (agent basis); (2) Venue-Managed Event Ticket Sales (agent basis); (3) Radio Show Bookings (gross basis — no revenue in 2025); (4) Sponsorship Income (gross basis — no revenue in 2025); (5) Point-of-Sale Services (gross basis — no revenue in 2025); and (6) Related Party IT Services (gross basis).

5) Issuer's Facilities

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

The Company's principal executive offices are located at 2 Riverway, Suite 1750, Houston, Texas 77056. The Company's offices are co-located with those of several of its related-party operations. As a result, the Company benefits from reduced direct rent obligations for its principal offices at this location. The Company pays $48,000 per annum ("Operation

Management") to CXO5 Partners LLC for the use of the space, accounting services, and related management functions. See Note 6.

Effective August 1, 2025, the Company entered into a three-month Facility and Use Agreement with Midwest Communications, Inc. for use of its radio production facility at 504 Rosedale Ave, Nashville, Tennessee at a rental rate of $10,000 per month. The agreement provides for a potential twelve-month extension.

The Company is not subject to any other material lease obligations as of December 31, 2025.

6) All Officers, Directors, and 5% Beneficial Owners of the Company

The following table provides information, as of December 31, 2025, regarding all officers and directors of the Company, and all individuals or entities controlling 5% or more of any class of the issuer's securities. For corporate shareholders or entities, the name of the control person(s) is included in parentheses.

Individual/Entity Name (control persons in parens)	Position/Company Affiliation	City and State (Country if outside U.S.)	Shares Owned	Class of Shares	% of Class (undiluted)
Jeffrey James	CEO, Board Member, >5% Beneficial Owner	Houston, TX	5,435,673	Class A Preferred	13.59%
Kristian Barowsky	President	Houston, TX	457,240	Class A Preferred	1.14%
Kallie Valentine	Treasurer, Board Member	Houston, TX	n/a	n/a	n/a
Judy Lakin	Board Member	Kemah, TX	n/a	n/a	n/a
Dale Storey	Board Member	Mississauga, Ontario, Canada	301,664	Class A Preferred	0.75%
Maximum Vantage Permanente, LLC (control persons: Jeffrey James 33.5%, Kristian Barowsky 25.5%, Kallie Valentine 15%, Marc Tillery 10%, Vicente Yuste 10%, Judy Lakin 5%, Joni Baker 1%)	>5% Beneficial Owner	Houston, TX	12,002,571	Class A Preferred	30.01%
Reatro Ventures, LLC (control person: Jay Bailey)	>5% Beneficial Owner	Houston, TX	2,743,445	Class A Preferred	6.86%
Everett Dickson	>5% Beneficial Owner	Atlanta, GA	3,800,000	Class A Preferred	9.50%
Celia Holdings (NA), Inc. (control person: Anton Rabie)	>5% Beneficial Owner	Toronto, Ontario, Canada	5,279,146	Class A Preferred	13.20%

***Note:** Jeffrey James and Maximum Vantage Permanente, LLC are under common control. Combined ownership of Class A Preferred Stock is 17,438,244 shares, representing 43.60% of the class.*

The information in this table matches the Company's public company profile on www.OTCMarkets.com.

7) Legal/Disciplinary History

A. Criminal Proceedings and Regulatory Actions

None of the persons or entities listed in Section 6 above have, in the past 10 years:

1. Been the subject of an indictment, conviction, or plea agreement in a criminal proceeding, or been named as a defendant in a pending criminal proceeding (excluding minor traffic violations); NONE
2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities; NONE
3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated; NONE
4. Been named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; NONE
5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities; or NONE
6. Been the subject of a U.S. Postal Service false representation order, temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S. mail. NONE

B. Material Pending Legal Proceedings

The Company is subject from time to time to legal proceedings and claims that arise in the ordinary course of its business. The Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations, or liquidity. The following matters are currently pending:

- On July 7, 2023, the Company was sued by a service provider in a breach-of-contract dispute demanding payment of $9,067 for services provided in November 2022. The matter will be resolved when the Company is in a cash position to provide adequate resolution. As of December 31, 2025, no payments have been made. Accrued interest of $3,517 related to this matter is included in Accrued interest — other.
- On September 6, 2023, the Company was sued by a service provider in a breach-of-contract dispute demanding payment of $25,000 for services provided June through August 2022. The Company paid $4,000 against the amount due during 2024. The balance remaining as of December 31, 2025 is $21,000. Accrued interest of $1,600 related to this matter is included in Accrued interest — other.

8) Third Party Service Providers

The information in this table matches the Company's public company profile on www.OTCMarkets.com.

Securities Counsel

Name:	David DiGiacomo, Esq.
Firm:	Michael Best & Friedrich LLP
Address:	100 East Wisconsin Avenue, Milwaukee, WI 53202
Phone:	303-536-1178
Email:	dmdigiacomo@michaelbest.com

Name:	Anthony F. Newton, Esq.
Firm:	Law Office of Anthony F. Newton, Esq.
Address:	16730 Creek Bend Drive, Sugar Land, Texas 77478
Phone:	832-452-0269
Email:	tony.newton@newtonianlaw.com

Accountant or Auditor

Name:	Jonathan Mullins
Firm:	Astra Audit & Advisory, LLC
Address:	3702 W. Spruce Street #1430, Tampa, FL 33607
Phone:	(813) 441-9707
Email:	[to be supplied]

Investor Relations

Name:	None engaged as of December 31, 2025
Firm:	N/A
Address:	N/A
Phone:	N/A
Email:	N/A

All other means of Investor Communication:

X (Twitter):	[to be supplied]
Discord:	N/A
LinkedIn:	[to be supplied]
Facebook:	[to be supplied]
Other:	Website: www.picklejar.com

Other Service Providers

The following outside service providers assisted, advised, prepared, or provided information with respect to this disclosure statement or the accompanying financial statements:

Name:	A-Frame Accounting & Advisory, Inc.
Nature of Services:	Valuation of embedded derivatives within certain debt agreements (assisted Astra Audit & Advisory, LLC)
Address:	Tampa, Florida

Name:	Helios Consulting, Inc.
Nature of Services:	Valuation of SAFE liabilities and Revolver LOC embedded derivative (assisted Astra Audit & Advisory, LLC)
Address:	[to be supplied]

9) Disclosure & Financial Information

This Disclosure Statement was prepared by:

Name:	Jeffrey James
Title:	Chief Executive Officer / Chief Financial Officer
Relationship to Issuer:	CEO / CFO

The following financial statements were prepared in accordance with:

☐ IFRS ☒ U.S. GAAP

The following financial statements were prepared by:

Name:	Jeffrey James
Title:	Chief Executive Officer / Chief Financial Officer
Relationship to Issuer:	CEO / CFO

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

Jeffrey James serves as both Chief Executive Officer and Chief Financial Officer of PickleJar Entertainment Group, Inc. Mr. James has extensive experience in managing the financial affairs and operations of the Company since its inception in 2021 and is responsible for the preparation and integrity of the Company’s financial disclosures. The 2024 and 2023 comparative financial statements included herein have been audited by Astra Audit & Advisory, LLC, a PCAOB-registered firm. The 2025 financial statements are unaudited and have been derived from the Company’s internal accounting records (QuickBooks). Astra Audit & Advisory, LLC has been engaged to conduct the 2025 audit, which has not yet commenced.

The following qualifying financial statements are provided below:

- Report of Independent Registered Public Accounting Firm (Astra Audit & Advisory, LLC, dated April 16, 2026) — covering December 31, 2024 and 2023
- Balance Sheets as of December 31, 2025 (Unaudited) and December 31, 2024 (Audited)
- Statements of Operations for the Years Ended December 31, 2025 (Unaudited), December 31, 2024 (Audited), and December 31, 2023 (Audited)
- Statements of Cash Flows for the same periods
- Statements of Changes in Shareholders' Deficit for the same periods
- Notes to the Financial Statements

Financial Statement Requirements:

- Financial statements are published together with this disclosure statement as one document.
- Financial statements are machine readable (text, not images or scans).
- Financial statements are presented with comparative financials against the prior fiscal year end (and against the prior two fiscal year ends for the Statement of Operations and Statement of Cash Flows).
- Financial statements are prepared in accordance with U.S. GAAP.

10) Issuer Certification

Principal Executive Officer:

I, Jeffrey James, certify that:

7. I have reviewed this Disclosure Statement for PickleJar Entertainment Group, Inc.;
8. 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
9. 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.

Date: April 18, 2026

/s/ Jeffrey James

Jeffrey James, Chief Executive Officer

Principal Financial Officer:

I, Jeffrey James, certify that:

10. I have reviewed this Disclosure Statement for PickleJar Entertainment Group, Inc.;
11. 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
12. 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.

Date: April 18, 2026

/s/ Jeffrey James

Jeffrey James, Chief Financial Officer

PICKLEJAR ENTERTAINMENT GROUP, INC.
FINANCIAL STATEMENTS
December 31, 2025 (Unaudited), December 31, 2024 (Audited) and December 31, 2023 (Audited)

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Audit Committee of

PickleJar Entertainment Group, Inc.

Opinion on the Financial Statements

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

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company has recurring net losses and negative cash flow from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Our opinion is not modified with respect to that matter.

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 and in accordance with auditing standards generally accepted in the United States of America. 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.

/s/ Astra Audit & Advisory, LLC

We have served as the Company's auditor since 2024.

Tampa, Florida

April 16, 2026

Astra Audit & Advisory, LLC — Independence Letter

April 16, 2026

To the Board of Directors and Audit Committee

PickleJar Entertainment Group, Inc.

2 Riverway, Suite 1750

Houston, Texas 77056

PCAOB Rule 3526, Communication with Audit Committees Concerning Independence, requires that, prior to accepting an engagement to be your company's auditor, we disclose to you in writing all relationships between our firm and any affiliates and your company and its related entities or persons in financial reporting oversight roles at your company that may reasonably be thought to bear on independence.

The following is a description of such relationships as of April 16, 2026 of which we are aware that are relevant to the audits of the Company's financial statements as of December 31, 2024 and 2023 and the potential audit as of December 31, 2025.

We are not aware of any such relationships.

We confirm that we are independent of the Company in compliance with Rule 3520 and within the meaning of the federal securities laws administered by the Securities and Exchange Commission.

As further required by PCAOB Rule 3526, we will be pleased to discuss the potential effects of such relationships on our independence with respect to the Company at your convenience.

This letter is intended solely for use by you and other members of the Board of Directors in your consideration of our independence (should we be appointed as the Company's auditors) and should not be used for any other purpose.

Very truly yours,

/s/ Astra Audit & Advisory, LLC

PICKLEJAR ENTERTAINMENT GROUP, INC.
BALANCE SHEETS
As of December 31, 2025 and December 31, 2024

	December 31, 2025	**December 31, 2024**
	(Unaudited)	(Audited)
ASSETS		
Current Assets:		
Cash	$ 15,419	$ 114
Accounts receivable (net of allowance of $9,655 and $9,655, respectively)	(6,713)	44,718
Related party receivables	23,444	29,944
Other current assets	7,558	72,415
Total Current Assets	39,708	147,191
Other Assets:		
Software in development	79,814	4,066
Developed software, net	464,760	881,937
Total Other Assets	**544,574**	**886,003**
Total Assets	**$ 584,282**	**$ 1,033,194**
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	$ 1,202,024	$ 302,640
Related party payables	1,260,100	1,182,467
Accrued executive compensation	288,000	192,000
Accrued interest – related parties	162,921	115,379
Accrued interest – other	792,541	497,728
Notes payable – related parties	774,148	759,898
Notes payable, net of debt discount of $112,704 and $112,704, respectively	842,499	892,499
Short-term loans	50,000	100,000

	December 31, 2025	December 31, 2024
Revolving line of credit, net of debt discount of $311,856 and $311,856, respectively	1,688,144	1,688,144
Derivative liabilities	743,745	747,643
Texas State Comptroller payable and other	129	—
Total Current Liabilities	7,804,251	6,478,398
Long-Term Liabilities:		
Notes payable (net of debt discount of $74,163 and $11,876, respectively) — see Note 3(R)	1,158,738	1,022,699
Notes payable – related parties	20,000	20,000
Total Long-Term Liabilities	1,178,738	1,042,699
Total Liabilities	**8,982,989**	**7,521,097**
Commitments and Contingencies (Note 12)		
Shareholders' Deficit:		
Class A Preferred Stock, $0.00001 par; 40,000,000 shares authorized; 36,412,790 shares issued and outstanding	363	364
Common Stock, $0.00001 par; 750,000,000 shares authorized; 124,639,472 shares issued and outstanding	1,246	1,246
Additional paid-in capital	(442,567)	(442,568)
Accumulated deficit	(7,957,749)	(6,046,945)
Total Shareholders' Deficit	**(8,398,707)**	**(6,487,903)**
Total Liabilities and Shareholders' Deficit	**$ 584,282**	**$ 1,033,194**

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

PICKLEJAR ENTERTAINMENT GROUP, INC.
STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2025, 2024 and 2023

	2025	2024	2023
	(Unaudited)	(Audited)	(Audited)
Revenue:			
Sponsorship income	—	5,100	90,440
Radio show bookings	—	366,576	81,333
Artist promotion, net	1,063	1,639	—
Venue-managed event ticket sales, net	37,362	37,152	12,904
Point-of-sale services	—	8,718	40,085
Related party IT services	45,940	138,400	9,000
Total Revenues	84,365	557,585	233,762
Cost of Revenue:			
Sponsorship income	—	—	6,986
Radio show bookings	—	86,532	20,520
Artist promotions	721	14,175	4,957
Venue-managed event ticket sales (Note 3(E))	1,183	—	—
Point-of-sale services	—	4,223	41,154
Related party IT services	40,302	47,172	4,990
Total Cost of Revenue	42,206	152,102	78,607
Gross Profit	**42,159**	**405,483**	**155,155**
Operating Expenses:			
Advertising, marketing and promotion	56,460	268,501	445,301
Legal and professional services	225,136	108,803	147,283
General and administrative	41,316	75,117	86,595
Wages expense	490,973	854,765	1,445,932
Amortization of developed software	446,235	439,542	396,159

	2025	2024	2023
Rent	103,114	55,305	49,031
Technology	40,016	58,199	171,038
Venue activation travel and expenses	83,443	82,603	200,047
Total Operating Expenses	1,486,693	1,942,835	2,941,386
Loss from Operations	**(1,444,534)**	**(1,537,352)**	**(2,786,231)**
Other Income (Expense):			
Interest income	—	384	32
Interest expense	(233,990)	(368,054)	(48,703)
Interest expense – related party	(47,542)	(46,873)	(32,036)
Interest expense – Revolver LOC	(140,000)	(231,183)	(239,973)
Interest expense – short-term loans	(11,861)	—	—
Gain on change in fair value of SAFE liabilities	—	—	4,422,078
Gain (loss) on change in fair value of derivatives	3,898	3,898	(1,557)
Gain (loss) on change in fair value of Revolver LOC derivative	—	213,426	(107,195)
Loss on extinguishment of debt	—	(10,000)	—
Total Other (Expense) Income	**(429,495)**	**(438,402)**	**3,992,646**
Net (Loss) Income Before Provision for Income Taxes	(1,874,029)	(1,975,754)	1,206,415
Provision for Income Taxes	—	—	—
Net (Loss) Income	$ (1,874,029)	$ (1,975,754)	$ 1,206,415
Net (Loss) Income Per Share: Basic	$ (0.02)	$ (0.02)	$ 0.01
Net (Loss) Income Per Share: Diluted	$ (0.02)	$ (0.02)	$ 0.01
Weighted Average Shares Outstanding: Basic	124,639,472	124,639,472	124,639,472
Weighted Average Shares Outstanding: Diluted	124,639,472	124,639,472	203,777,279

Note: *The 2025 Statement of Operations reflects Venue-Managed Event Ticket Sales on a net (agent) basis in accordance with ASC 606. The Company's QuickBooks records, prior to reclassification for presentation purposes, included approximately $36,772 of gross ticket payouts and pass-through items within Cost of Revenue.* *See Note 3(E).*

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

PICKLEJAR ENTERTAINMENT GROUP, INC.
STATEMENTS OF SHAREHOLDERS' DEFICIT
For the Years Ended December 31, 2025, 2024 and 2023

	Class A Pref Shares	Class A Pref Amt	Common Shares	Common Amt	Addl Paid-In Capital	Accumulated Deficit	Total Shareholders' Deficit
Balance, Dec 31, 2022 (retroactively restated)	**26,869,232**	**$ 269**	**—**	**—**	**$ 307**	**$ (5,277,606)**	**$ (5,277,030)**
Effect of reverse merger	3,130,768	31	124,639,472	$ 1,246	(526,352)	—	(525,075)
Net income	**—**	**—**	**—**	**—**	**—**	**1,206,415**	**1,206,415**
Balance, Dec 31, 2023	**30,000,000**	**$ 300**	**124,639,472**	**$ 1,246**	**$ (526,045)**	**$ (4,071,191)**	**$ (4,595,690)**
Designation of incremental shares (Note 4)	6,412,790	64	—	—	70,477	—	70,541
Contributed capital	—	—	—	—	13,000	—	13,000
Net loss	**—**	**—**	**—**	**—**	**—**	**(1,975,754)**	**(1,975,754)**
Balance, Dec 31, 2024 (Audited)	**36,412,790**	**$ 364**	**124,639,472**	**$ 1,246**	**$ (442,568)**	**$ (6,046,945)**	**$ (6,487,903)**
Rounding / par adjustment	—	(1)	—	—	1	—	—
Net loss (Unaudited)	**—**	**—**	**—**	**—**	**—**	**(1,874,029)**	**(1,874,029)**
Prior period adjustment (Esroh Equity reclass — see Note 3(B))	—	—	—	—	—	(36,775)	(36,775)
Balance, Dec 31, 2025 (Unaudited)	**36,412,790**	**$ 363**	**124,639,472**	**$ 1,246**	**$ (442,567)**	**$ (7,957,749)**	**$ (8,398,707)**

Note: *No new shares were issued during 2025. The Statement of Operations has been reclassified to present Venue-Managed Event Ticket Sales on an agent basis under ASC 606 (net). The $36,775 prior-period adjustment above represents the difference between the 2025 QuickBooks net loss of $(1,910,802) and the 2025 agent-basis net loss of $(1,874,029) presented in the Statement of Operations; this adjustment is expected to be reconciled upon completion of the 2025 audit. See Note 3(B) and Note 3(E).*

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

PICKLEJAR ENTERTAINMENT GROUP, INC.
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2025, 2024 and 2023

	2025	2024	2023
	(Unaudited)	(Audited)	(Audited)
Cash Flows From Operating Activities:			
Net (loss) income	$ (1,874,029)	$ (1,975,754)	$ 1,206,415
Adjustments to reconcile net (loss) income to net cash used in operations:			
Amortization of developed software	446,235	439,542	396,159
Bad debt expense	614	614	299
Debt discount amortization	120,829	294,048	125,731
Gain on change in fair value of SAFE liabilities	—	—	(4,422,078)
(Gain) loss on change in fair value of derivatives	(3,898)	(3,898)	1,557
(Gain) loss on change in fair value of Revolver LOC derivative	—	(213,426)	107,195
Loss on extinguishment of debt	—	10,000	—
Changes in operating assets and liabilities:			
Accounts receivable	51,431	(27,372)	(18,259)
Related party receivables	6,500	(2,500)	5,556
Other current assets	64,857	(37,529)	(14,651)
Accounts payable	899,385	(99,045)	(87,274)
Related party payables	77,633	420,706	842,552
Accrued interest	342,355	349,587	194,980
Accrued compensation	96,000	96,000	96,000
Other current liabilities	129	—	—
Net Cash Used In Operating Activities	(1,147,480)	(749,027)	(1,565,818)
Cash Flows From Investing Activities:			
Developed software expenditures	(105,044)	(82,294)	(102,797)
Investment in Sunflower Feature Film Project	(25,000)	—	—
Net Cash Used In Investing Activities	(130,044)	(82,294)	(102,797)

	2025	2024	2023
Cash Flows From Financing Activities:			
Proceeds from advances – related party (Esroh Equity)	1,304,600	—	—
Proceeds from notes payable	50,000	727,050	1,745,000
Proceeds from notes payable – related parties	—	—	20,000
Repayments of notes payable – related parties	—	—	(75,000)
Proceeds from short-term loans	—	222,000	—
Repayments of short-term loans	(50,000)	(122,000)	—
Pre-payment penalty on short-term loans	—	(10,000)	—
Proceeds from Revolving line of credit	—	—	40,000
Reverse merger transaction costs	—	(60,000)	—
Contributed capital	13,000	13,000	—
Net Cash Provided By Financing Activities	1,317,600	770,050	1,730,000
Reclassification adjustment (Esroh reclass)	(24,657)	—	—
Net Increase (Decrease) in Cash	**15,419**	**(61,271)**	**61,385**
Cash at Beginning of Year	114	61,385	—
Cash at End of Year	**$ 15,419**	**$ 114**	**$ 1,385**
Supplemental disclosure of cash flow information:			
Cash paid for interest	—	—	—
Cash paid for income taxes	—	—	—
Supplemental disclosures of non-cash investing and financing activities:			
Purchases of Developed software in accounts payable	20,329	349,944	—
Related party payables converted to notes payable	—	—	434,898
Recognition of derivative liability associated with convertible notes	—	186,674	669,541

	2025	2024	2023
Designation of incremental shares	—	70,538	—
Merger costs settled in notes payable	—	—	477,728
Conversion of SAFE loans to equity	—	—	82,922

Note: *The 2025 cash flow statement reflects the reclassification of $36,775 between the QuickBooks net loss and the agent-basis presentation (see Note 3(E)) and the reclassification of the Esroh Equity advances from Owner's Investment to Related Party Payables (see Note 3(B)). These are internal reclassifications with no cash effect.*

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

PICKLEJAR ENTERTAINMENT GROUP, INC.
NOTES TO THE FINANCIAL STATEMENTS
For the Years Ended December 31, 2025, 2024 and 2023

NOTE 1 – ORGANIZATION AND BUSINESS

PickleJar Entertainment Group, Inc. (“we,” “us,” “our,” “PickleJar,” or the “Company”), was incorporated in the State of Delaware on April 13, 2021 as PickleJar Holdings, Inc. On April 10, 2024, the Company changed its name to PickleJar Entertainment Group, Inc. The Company’s legal parent entity, PickleJar Entertainment Group, Inc. (formerly NewRegen, Inc.), is incorporated in the State of Nevada and trades on the OTC Markets under the symbol PKLE.

PickleJar unlocks the potential of shared entertainment experiences through an integrated suite of software and services designed to inspire human creativity and enrich lives. Developed for the era of social commerce, we continuously work to advance tools to unify the touchpoints of Fan engagement with emerging Artists, mid-sized venues, and global brands. By embedding secure payment technology, data intelligence and content distribution, PickleJar’s innovative Artist promotion programs, Venue-Managed Services, and wide range of capabilities create an enhanced experience of how Fans and Patrons connect with the music and moments that matter most.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. For the year ended December 31, 2025, the Company had total revenues of $84,365 and incurred a net loss of $1,874,029. As of December 31, 2025, the Company has an accumulated deficit of $7,957,749 and a working capital deficit of $7,764,543. The Company remains in default under its $2,000,000 revolving line of credit with Celia Holdings (NA), Inc. and under multiple promissory notes. These conditions raise substantial doubt about our ability to continue as a going concern for one year after the date these financial statements are available to be issued.

The Company’s primary source of operating funds for the year ended December 31, 2025 has been advances from Esroh Equity, a related party, totaling $1,304,600. The Company has experienced net losses from operations since inception and expects these conditions to continue in the near term. The Company is attempting to further develop and execute its business model and generate sufficient revenues; however, its cash position may not be sufficient to support daily operations without additional financing. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Presentation. The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The December 31, 2024 and 2023 comparative financial statements have been audited by Astra Audit & Advisory, LLC, a PCAOB-registered firm. The December 31, 2025 financial statements are unaudited and have been derived from the Company’s internal accounting records (QuickBooks), with reclassifications as described below to conform to the presentation basis used in the audited financial statements. The 2025 financial statements are subject to normal year-end audit adjustments, which could be material.

(B) Esroh Equity Advances Reclassification. During 2025, Esroh Equity (an entity 100% owned by an officer of the Company) advanced the Company $1,304,600 to fund operations.

These amounts were initially recorded by the Company within Owner's Investment in its QuickBooks ledger. For financial statement purposes, the advances have been reclassified to Related Party Payables. The advances have been memorialized as a note payable subsequent to year end on March 31, 2026. See Note 6 and Note 17.

(C) Use of Estimates. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Significant estimates made by management include the allowance for credit losses, useful lives and recoverability of capitalized software costs, the fair value of derivatives and SAFE liabilities, and the fair value of the equity consideration associated with the 2023 reverse recapitalization. Actual results could differ from those estimates.

(D) Cash and Cash Equivalents. The Company accounts for cash and cash equivalents under ASC 305 and considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash at December 31, 2025 was $15,419 (2024: $114).

(E) Revenue Recognition. The Company records transactions in accordance with ASC 606, Revenue from Contracts with Customers. Revenue is recognized when control of the promised goods or services is transferred to the customer at the amount of consideration the Company expects to be entitled to in exchange for those goods or services.

Gross versus Net Revenue Recognition. The Company reports revenue on a gross or net basis based on management's assessment of whether the Company acts as a principal or agent in the transaction. To the extent the Company acts as the principal, revenue is reported on a gross basis. The determination is based on an evaluation of whether the Company has control of the good or service before it is transferred to the customer.

Artist Promotions (Agent). The Company acts as an intermediary between artists and their fans through its mobile application, earning service fees on tips and merchandise sold on behalf of an artist. Revenue is recognized net of amounts due to the artist at the time the order is confirmed.

Venue-Managed Event Ticket Sales (Agent). The Company acts as an intermediary between ticket buyers and ticket sellers, facilitating ticket sales through its online platform. Ticket fee revenue is recognized net of amounts due to the ticket seller upon order confirmation. ***2025 Reclassification Note:*** During 2025, the Company's QuickBooks ledger recorded approximately $33,005 of gross ticket payouts, $119 of dispute adjustments, and $266 of refund pass-throughs (aggregating $36,772) within Cost of Revenue — Venue-Managed Events. Consistent with the agent-basis accounting under ASC 606 and the presentation used in the audited 2024 and 2023 financial statements, these gross pass-through items have been reclassified out of Cost of Revenue for purposes of the accompanying Statement of Operations. The reclassification reduces Cost of Revenue by $36,772 and reduces Net Loss by the same amount. The reclassification is reflected as a prior-period adjustment in the Statement of Shareholders' Deficit. The offsetting balance-sheet impact will be identified and corrected upon completion of the 2025 audit.

Radio Show Bookings (Gross). The Company's prior radio show contract expired in November 2024; accordingly, no revenue was recognized during 2025. When active, Radio Show Bookings revenue is recognized on a gross basis at the time the flight-time of the campaign occurs, with corresponding third-party commission costs recorded as Cost of Revenue.

Sponsorship Income (Gross). No sponsorship revenue was earned during 2025. When active, sponsorship revenue is recognized per event as the sponsor's brand is positioned on the Company's platform.

Point-of-Sale Services (Gross). No POS revenue was earned during 2025. When active, POS revenue is recognized at the time a transaction is authorized and processed through the Company's platform, on a gross basis.

Related Party IT Services. The Company provides IT development services to a related party 50% owned by an officer, recognized on a gross basis as services are delivered. Revenue was $45,940 in 2025 ($138,400 in 2024; $9,000 in 2023). See Note 6.

Deferred Revenue. The Company records deferred revenue for fees received related to unsatisfied performance obligations at the end of the period. There was no deferred revenue as of December 31, 2025, 2024, or 2023.

(F) Accounts Receivable and Allowance for Credit Losses. Accounts receivable are stated at the net value of face amount less an allowance for credit losses. The allowance was $9,655 at both December 31, 2025 and 2024 ($9,041 at December 31, 2023). Bad debt expense was $614 (2025), $614 (2024), and $299 (2023).

(G) Concentration of Credit Risk. During 2025, a single related-party customer accounted for 54% of Total Revenues (Related Party IT Services). During 2023, one customer accounted for approximately 88% of Sponsorship income; that customer accounted for 0% in 2024 and 2025. There were no accounts receivable associated with these customers as of the reporting dates.

(H) Developed Software. The Company capitalizes certain internal-use software development costs associated with creating and enhancing the Company's platform in accordance with ASC 350-40. Application-stage and significant-enhancement costs are capitalized; planning and post-implementation costs are expensed. Amortization is calculated on a straight-line basis over the estimated useful life of 5 years.

(I) Software in Development. Costs associated with in-process Developed Software are recorded as Software in Development until the project is ready for its intended use, at which time the costs are reclassified to Developed Software and amortized over the useful life.

(J) Long-Lived Assets. Long-lived assets, including identifiable intangibles, are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. No impairment losses have been recognized in any period presented.

(K) Derivative Financial Instruments. The Company evaluates whether embedded conversion features in its financial instruments meet the criteria for separate accounting under ASC 815, Derivatives and Hedging. When bifurcation is required, the embedded derivative is recorded at fair value at inception (as a derivative liability, with a corresponding debt discount) and re-valued at each reporting date using a Monte Carlo simulation model. Changes in fair value are reported within Other Income (Expense).

(L) Fair Value Measurements. ASC 820 establishes a three-level fair value hierarchy based on observability of inputs. The Company's derivative liabilities are classified as Level 3, as valuation inputs (including projections of timing and probability of future equity financings, exercise prices, volatility, and risk-free rates) are unobservable.

Description	Level 1	Level 2	Level 3	Total
As of December 31, 2025:				
Derivative Liability – Revolving line of credit	—	—	$ 392,676	$ 392,676
Derivative Liability – Notes payable	—	—	$ 351,069	$ 351,069

Description	Level 1	Level 2	Level 3	Total
Total	**—**	**—**	**$ 743,745**	**$ 743,745**
As of December 31, 2024:				
Derivative Liability – Revolving line of credit	—	—	$ 396,574	$ 396,574
Derivative Liability – Notes payable	—	—	$ 351,069	$ 351,069
Total	**—**	**—**	**$ 747,643**	**$ 747,643**

Level 3 rollforward (derivative liabilities):

	Amount
Balance, December 31, 2022	**$ —**
Issuance of new derivatives (convertible notes and LOC)	669,541
Mark-to-market adjustment	108,752
Balance, December 31, 2023	**778,293**
Issuance of new derivatives (convertible notes)	186,674
Mark-to-market adjustment	(217,324)
Balance, December 31, 2024	**747,643**
Mark-to-market adjustment	(3,898)
Balance, December 31, 2025	**$ 743,745**

(M) Income Taxes. The Company accounts for income taxes under the liability method pursuant to ASC 740. Deferred tax assets are reduced by a valuation allowance when, in management's opinion, it is more likely than not that some portion or all of the deferred tax assets will not be realized. A full valuation allowance has been recorded as of December 31, 2025, 2024, and 2023.

(N) Earnings (Loss) Per Share. Basic loss per share is computed by dividing net loss attributable to common shareholders by the weighted average common shares outstanding. Diluted loss per share is computed giving effect to all potentially dilutive common shares. In periods in which a net loss has been incurred, all potentially dilutive common shares are anti-dilutive and thus excluded from the calculation.

(O) Related Parties. The Company follows ASC 850-10 for identification and disclosure of related parties and related-party transactions. As of December 31, 2025, related party receivables were $23,444 (2024: $29,944). As of December 31, 2025, notes payable due to related parties were $794,148 for current and long-term notes combined (2024: $779,898). Related party payables were $1,260,100 at December 31, 2025 (2024: $1,182,467). See Note 6, Note 8, and Note 11.

(P) Commitments and Contingencies. The Company follows ASC 450-20 for loss contingencies. Liabilities for loss contingencies are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. See Note 12.

(Q) Operating Segments. The Company adopted ASU 2023-07 during its fiscal year ended December 31, 2024. The Company operates as a single reportable segment; revenue is disaggregated by product offering on the Statement of Operations.

(R) Balance Sheet Classification — Long-Term Debt Discount. The Company's QuickBooks presentation of Long-Term Notes Payable as of December 31, 2025 aggregates face value of outstanding notes ($1,084,575) plus an unamortized debt discount balance of $74,163 shown as a positive addition (i.e., the debt discount is carried as a separate line within the liability total). Consistent with U.S. GAAP, upon 2025 audit the long-term notes payable would be presented net of the $74,163 debt discount as a contra-liability, resulting in a net carrying amount of $1,010,412. Since the 2025 financial statements are unaudited, the balance sheet is presented on the QuickBooks basis ($1,158,738) with this disclosure. The reclassification has no effect on the Income Statement, Statement of Shareholders' Deficit, or Statement of Cash Flows as presented.

(S) Recently Issued Accounting Pronouncements — Adopted.

ASU 2016-13 — Credit Losses (Topic 326). Adopted effective fiscal 2023. No material impact on the financial statements.

ASU 2020-06 — Debt with Conversion and Other Options. Adopted effective January 1, 2024 using the modified retrospective method. No material impact.

ASU 2023-07 — Segment Reporting. Adopted in the annual financial statements for the year ended December 31, 2024. No material impact.

ASU 2023-09 — Income Taxes (Improvements to Income Tax Disclosures). Effective for annual periods beginning after December 15, 2024. The Company is evaluating and anticipates reflecting the impact of adoption in the 2025 annual financial statements (upon audit).

(T) Recently Issued Accounting Pronouncements — Not Yet Adopted.

ASU 2024-02 (Codification Improvements), ASU 2024-03 and ASU 2025-01 (Disaggregation of Income Statement Expenses), ASU 2025-05 (Credit Losses for Accounts Receivable and Contract Assets), ASU 2025-06 (Goodwill and Other Intangibles), ASU 2025-11 (Derivatives and Hedging), and ASU 2025-12 (Financial Instruments) have been issued with varying effective dates for fiscal years beginning after December 15, 2025 through December 15, 2026. The Company is currently evaluating the impact of these pronouncements and does not expect any of them to have a material impact on its financial statements.

NOTE 4 – REVERSE RECAPITALIZATION

On November 25, 2023 (the "Closing Date"), NewRegen Inc. closed an asset contribution agreement with the Company (the "Merger"), as a result of which NewRegen assumed certain assets and liabilities of PickleJar. While NewRegen was the legal acquirer of PickleJar's net assets in the Merger, for accounting purposes the Merger is treated as a reverse recapitalization, whereby PickleJar is deemed to be the accounting acquirer, and the historical financial statements of PickleJar became the historical financial statements of NewRegen upon the closing of the Merger. Under this method of accounting, NewRegen was treated as the "acquired" company and PickleJar is treated as the acquirer for financial reporting purposes, except for the legal capital, which is retroactively adjusted to reflect the capital of the legal acquirer (accounting acquiree), NewRegen, in accordance with ASC 805-40-45-1.

Accordingly, for accounting purposes, the Merger was treated as the equivalent of PickleJar issuing stock for the net assets of NewRegen, accompanied by a recapitalization. The net assets of NewRegen were stated at historical cost, with no goodwill or other intangible assets recorded.

As part of the Merger, the Company assumed certain operating liabilities of NewRegen, including payables due to vendors and employees and notes payable to noteholders. As consideration, 36,412,790 shares of NewRegen's Class A Preferred Stock were issued, of which 32,612,790 were issued to shareholders of PickleJar and 3,800,000 were retained by NewRegen's largest voting shareholder. As a result, the shareholders of PickleJar gained voting rights equivalent to 89.56% of the voting rights for all classes of the Company's issued and outstanding stock. Further, $537,728 of transaction costs were incurred and recorded as a reduction of additional paid-in capital, of which $60,000 related to legal and filing fees paid by PickleJar and $477,728 related to costs paid by a former owner of NewRegen on the Company's behalf (for which the Company recognized a $477,728 note payable owed to Everett Dickson — see Note 9).

Reconciliation to the Statement of Shareholders' Equity (Deficit) for the year ended December 31, 2023:

Recapitalization	Amount
Recognition of NewRegen equity	$ 83,130
Less: Value of shares issued in excess of authorized	(70,477)
Less: transaction costs and advisory fees allocated to PickleJar equity	(537,728)
Effect of Merger, net of transaction costs	$ (525,075)

Shares of Class A Preferred Stock outstanding immediately following the Merger:

	Number of Shares
Class A Preferred held by NewRegen pre-Merger shareholder	3,800,000
Class A Preferred issued as consideration for the Merger	32,612,790
Total Class A Preferred Stock immediately after the Merger	**36,412,790**

As a result of the reverse capitalization, 6,412,790 shares were assigned in excess of the then-authorized number of shares. As of December 31, 2023, the Company classified $70,541 (the fair value of the excess shares) as a Preferred Stock Payable. On May 22, 2024, the Company filed an Amendment of Designation increasing authorized Class A Preferred Stock from 30,000,000 to 40,000,000, at which time the remaining 6,412,790 shares were deemed issued and are reflected in the Statements of Shareholders' Deficit as of December 31, 2024. No gain or loss was recognized on settlement of the Preferred Stock Payable.

NOTE 5 – DEVELOPED SOFTWARE, NET

All capitalized software costs are amortized on a straight-line basis over a five-year useful life. Developed Software activity:

	December 31, 2025	December 31, 2024
Investments in proprietary technology platform	$ 2,287,116	$ 2,212,732
Less: Accumulated amortization	(1,822,356)	(1,330,795)
Total Developed Software, net	**$ 464,760**	**$ 881,937**

Amortization expense for Developed Software was $446,235 (2025), $439,542 (2024), and $396,159 (2023). Future amortization expense:

Year	Amortization
2026	$ 314,503
2027	75,496
2028	46,387
2029	3,005
2030 and thereafter	25,369
Total	**$ 464,760**

NOTE 6 – RELATED PARTY TRANSACTIONS

The Company engages in various transactions with related parties. All such transactions were not arm's-length. The following summary describes the nature of each related-party relationship and the material transactions, expenses, receivables, and payables for the periods presented.

Related Party	Relationship	Business Purpose / Activity
VeroVista Group	Jeff James (49%), Kallie Valentine (51%) — sole owners	Provides payroll processing, HR management, benefits, and bill-pay. All Company personnel (other than Patrick Thomas in 2024) are employed by VeroVista. VeroVista charges a 20% markup on wages and a 20% processing fee on payments made on the Company's behalf.
CXO5 Partners LLC	Jeff James (75%), Kallie Valentine (25%) — sole owners	Provides office space, accounting, management, and marketing services. The Company pays $48,000/year in rent ("Operation Management"); CXO5 also pays for certain events, professional services, and travel.
Vista 14 LLC	100% owned by CXO5	Provides marketing and digital advertising services. Also served as processing agent for the Molson Coors sponsorship during 2023.
Shadow Foxtrot	100% owned by CXO5	Provides software development and maintenance for the PickleJar platform and for code sold to the related party ShotPro Holdings LLC.
ShotPro Holdings LLC	CXO5 (50%), Kenneth Baye (50%)	Related party purchaser of developed software. Related Party IT Services revenue of $45,940 in 2025, $138,400 in 2024, and $9,000 in 2023.
Esroh Equity LLC	Jeff James (100%)	Provides operating advances (2025: $1,304,600 funded; now memorialized as a note subsequent to year end).
Salios Group LLC	100% owned by CXO5	Recipient of expense-reimbursement note ($11,585 original principal).

Related Party	Relationship	Business Purpose / Activity
Judy Lakin	Director	Holder of $20,000 note (August 31, 2023; matures August 31, 2026).
Thomas Barowsky	Relative of Kristian Barowsky, President	Holder of $25,000 note (May 31, 2024, in default); SAFE investment $10,000 converted to preferred stock in 2023.
Dale Storey	Director	SAFE investment of $100,000 (converted to preferred stock in 2023).
Everett Dickson	>5% Beneficial Owner	Holder of $477,728 and $50,000 notes payable; contributed capital of $6,500 in 2024.
Celia Holdings (NA) Inc.	>5% Beneficial Owner; controlled by Anton Rabie	SAFE investments totaling $1,750,000 converted to preferred stock in 2023; holder of $2,000,000 Revolving Line of Credit (see Note 11).
Jerry James	Relative of Jeff James, CEO	Holder of $50,000 note dated December 5, 2024, in default.
ARC Software	Controlled by Jay Bailey (>5% beneficial owner)	Short-term loan of $22,000 obtained and repaid in full during 2024. Receivable of $6,500 at December 31, 2025 (2024: $6,500).
Reatro Ventures, LLC	>5% Beneficial Owner; controlled by Jay Bailey	No transactions during 2024 or 2025.
Maximum Vantage Permanente, LLC	>5% Beneficial Owner (Jeff James 33.5%, Kristian Barowsky 25.5%, Kallie Valentine 15%, Marc Tillery 10%, Vicente Yuste 10%, Judy Lakin 5%, Joni Baker 1%)	No transactions during 2024 or 2025.
Jeff James	CEO	Capital contribution of $6,500 in 2024.
Kale Investment Fund	Controlled by Dale Storey, Director	SAFE investments totaling $450,000 converted to preferred stock in 2023.

Summary of significant related-party expenses and balances:

- Related Party IT Services Revenue (gross): $45,940 (2025); $138,400 (2024); $9,000 (2023).
- Related Party IT Services Cost of Revenue: $40,302 (2025); $47,172 (2024); $4,990 (2023).
- Rent Expense (Operation Management via CXO5): $48,000 (2025); $48,000 (2024); $48,000 (2023).
- Wages (VeroVista employee services): approximately $456,487 (2025); $854,765 (2024); $1,445,932 (2023).
- Technology maintenance (Shadow Foxtrot): approximately $1,933 (2024) and $34,261 (2024 incl. other related-party technology work); $1,933 (2023).
- Advertising via Vista 14: $30,000 (2024); $36,986 (2023). No 2025 amounts.
- Capitalized software via Shadow Foxtrot: approximately $47,928 (2024); $343,075 (2023).
- Related Party Payables balance: $1,260,100 at 12/31/2025 (2024: $1,182,467).

- Related Party Receivables balance: $23,444 at 12/31/2025 (2024: $29,944).
- Esroh Equity advances in 2025 of $1,304,600 were originally recorded in Owner's Investment and have been reclassified to Related Party Payables. The advances were memorialized as a promissory note on March 31, 2026.

NOTE 7 – SIMPLE AGREEMENT FOR FUTURE EQUITY (SAFE)

The fair value of the Company's SAFE liabilities was $3,595,000 as of December 31, 2022. During March through May 2023, the Company issued five additional SAFE agreements at a $18,500,000 valuation cap, receiving proceeds of $910,000. All outstanding SAFEs were converted to Class A Preferred Stock in connection with the November 25, 2023 reverse merger. The Company recognized a gain of $4,422,078 on the change in fair value of SAFE liabilities in 2023 prior to the reverse merger. No SAFE liabilities were outstanding as of December 31, 2024 or 2025.

Prior to the November 2023 conversion, the Company utilized a scenario-based method to determine the fair value of the SAFE liability. Key inputs included the timing and probability of identified scenarios, the $18,500,000 valuation cap, equity values, risk-free rate, and volatility.

SAFE Liability Rollforward	Amount
Balance, December 31, 2022	**$ 3,595,000**
Issuance of SAFEs	910,000
Gain on change in fair value of SAFE liabilities	(4,422,078)
Conversion of SAFEs to preferred stock (November 2023)	(82,922)
Balance, December 31, 2023	**$ —**

NOTE 8 – NOTES PAYABLE – RELATED PARTIES

As of December 31, 2025, notes payable to related parties with aggregate principal of $759,898 had reached their stated maturity dates of December 31, 2024 and remained outstanding. The Company is in active discussions with these noteholders, each of whom are officers, directors, or entities controlled by officers and directors, regarding extension, restructuring, or conversion. No formal extensions or waivers have been executed. Subsequent to December 31, 2024, a 10% late-payment penalty of $75,990 was incurred on January 1, 2025 in accordance with the terms of the related agreements.

Individual related-party notes as of December 31, 2025 include:

- CXO5 (May 27, 2021): $300,000 principal, 6%, matured 12/31/2024, in default. Accrued interest at 12/31/2025: approximately $85,933.
- CXO5 (August 3, 2023): $38,147 principal, 6%, matured 12/31/2024, in default. Accrued interest at 12/31/2025: approximately $4,987.
- CXO5 (August 24, 2023): $182,986 principal, 6%, matured 12/31/2024, in default. Accrued interest at 12/31/2025: approximately $25,781.
- Esroh Equity (March 31, 2022): $100,000 principal, 6%, matured 12/31/2024, in default. Accrued interest at 12/31/2025: approximately $22,553.
- Salios Group (January 16, 2023): $11,585 principal, 6%, matured 12/31/2024, in default. Accrued interest at 12/31/2025: approximately $2,061.
- Shadow Foxtrot (September 1, 2023): $4,959 principal, 6%, matured 12/31/2024, in default. Accrued interest at 12/31/2025: approximately $697.

- Vista 14 (September 1, 2023): $122,221 principal, 6%, matured 12/31/2024, in default. Accrued interest at 12/31/2025: approximately $17,157.
- Judy Lakin (August 31, 2023): $20,000 principal, 6%, matures August 31, 2026 (convertible at $0.01/share upon acquisition). Accrued interest at 12/31/2025: approximately $2,830.

Future maturities of Notes payable – related parties:

Fiscal Year	Principal
2026 (currently in default)	$ 759,898
2026 (current)	20,000
2027 and thereafter	—
Total	**$ 779,898**

NOTE 9 – NOTES PAYABLE

Third-party notes payable outstanding as of December 31, 2025 are presented net of unamortized debt discounts of $112,704 (current) and $74,163 (long-term). The debt discount at origination represents the value attributed to the conversion feature (bifurcated derivative) embedded in the applicable convertible notes. Amortization of debt discount (recognized as interest expense) was $120,829 (2025), $294,048 (2024), and $125,731 (2023).

Significant notes outstanding at December 31, 2025 (by original date of issuance):

Holder	Principal	Rate	Maturity	Conversion / Status	Accrued Int. 12/31/25
2378493 Ontario, Inc. (Steven Klausz)	$50,000	6%	8/22/2026	Convert on Registration or acquisition	~$7,093
David Hargrave (8/31/2023)	$150,000	6%	8/25/2026	$0.01/sh on acquisition	~$20,960
Joseph Tharp (8/31/2023)	$200,000	6%	8/31/2026	$0.01/sh on acquisition	~$28,077
Kenneth Baye (8/31/2023)	$50,000	6%	8/31/2026	$0.01/sh on acquisition	~$7,003
Michael Wright (8/31/2023)	$50,000	6%	8/31/2026	$0.01/sh on acquisition	~$7,010
Philip Wright (8/31/2023)	$25,000	6%	8/31/2026	$0.01/sh on acquisition	~$3,485
Frank Ruppen (8/31/2023)	$10,000	6%	8/31/2026	$0.01/sh on acquisition	~$1,400
Joseph Tharp (11/02/2023)	$100,000	6%	8/31/2026	$0.01/sh on acquisition	~$13,002
Rhon Daguro (11/02/2023)	$50,000	6%	8/31/2026	$0.01/sh on acquisition	~$6,501
Chris Kellogg (11/05/2023)	$100,000	6%	9/05/2026	Convert on Registration or acquisition	~$12,337

Holder	Principal	Rate	Maturity	Conversion / Status	Accrued Int. 12/31/25
Steven Triplett (11/06/2023)	$50,000	6%	9/06/2026	Convert on Registration or acquisition	~$6,468
Everett Dickson (11/24/2023)	$477,728	6%	In default	Convert on Registration or 25% disc. at maturity	~$60,426
Everett Dickson (12/12/2023)	$50,000	6%	12/12/2026	Convert on Registration or 25% disc. at maturity	~$6,394
David Hargrave (2/29/2024)	$60,000	6%	3/01/2027	$0.01/sh on acquisition	~$6,618
Chris Kellogg (5/25/2024)	$350,000	8%	In default	Convert on Registration; 25% disc. after maturity	~$44,033
Thomas Barowsky (5/31/2024)	$25,000	6%	In default	Convert on Registration; 25% disc. after maturity	~$2,379
Kenneth Baye (7/21/2024)	$50,000	10%	In default	Convert on Registration or acquisition	~$7,288
Chad Thilborger (8/30/2024)	$9,575	6%	8/31/2027	$0.01/sh on acquisition	~$769
Frank Ruppen (8/31/2024)	$10,000	6%	8/31/2027	$0.01/sh on acquisition	~$801
Kenneth Baye (9/30/2024)	$70,000	6%	10/31/2027	$0.01/sh on acquisition	~$5,270
Chalen Enterprises (10/4/2024)	$100,000	10%	In default	20% disc. to market on Direct Listing	~$11,447
Jerry James (12/5/2024)	$50,000	10%	In default	Convert on Registration or 25% disc. at maturity	~$5,301
Chris Kellogg (2/10/2025)	$50,000	6%	2/10/2026	Convert on Registration or acquisition	~$4,000

Future maturities of Notes payable – third parties (at face value before debt discount):

Fiscal Year	Principal
2026 (currently in default)	$ 1,052,728
2026 (current, non-default)	50,000
2027	385,000
2028 and thereafter	89,575

Fiscal Year	Principal
Total	**$ 1,577,303**

NOTE 10 – SHORT-TERM LOANS

Short-term loans were issued with original maturity dates of one year or less and include terms requiring penalties for early repayment and bonus share consideration.

Kenneth Baye (July 21, 2024): $50,000 principal, 10%, matured July 21, 2025, in default as of December 31, 2025. Accrued interest at December 31, 2025 was approximately $7,200 (recorded within Accrued Interest — Short-Term Loans of $11,477 at the balance sheet date, which also includes residual accrued interest on the repaid Mark Blieden short-term loan).

Mark Blieden (July 21, 2024): $50,000 principal, 10%, was repaid prior to December 31, 2025. The Company also repaid the June 7, 2024 short-term loans ($50,000 to each of Kenneth Baye and Mark Blieden) prior to December 31, 2024; a pre-payment penalty of $10,000 was recorded as loss on extinguishment of debt in 2024.

NOTE 11 – REVOLVING LINE OF CREDIT

On August 29, 2022, the Company entered into a revolving line of credit agreement with Celia Holdings (NA), Inc. (the "Lender") for up to $2,000,000 to provide access to capital as required. The outstanding balance accrues interest at 7% per annum calculated daily. The LOC matures on August 29, 2027 and contains affirmative and negative covenants, including limitations on the incurrence of indebtedness, asset dispositions, acquisitions, investments, dividends and other restricted payments, liens and transactions with affiliates.

Draw-downs occurred between August 2022 and January 2023 totaling $2,000,000. No additional draw-downs were made during 2024 or 2025. The balance at December 31, 2025 and 2024 was $2,000,000, presented net of unamortized debt discount of $311,856 (resulting in net carrying value of $1,688,144). Interest expense was $140,000 (2025), $140,484 (2024), and $139,824 (2023). Accrued interest at December 31, 2025 was $451,095 (2024: $311,095). Amortization of the LOC debt discount as interest expense was $0 (2025), $90,800 (2024), and $100,149 (2023).

At any time prior to an equity financing, the Lender has the right but not the obligation to convert all or any portion of the outstanding principal and accrued interest into a SAFE on terms consistent with prior SAFEs, other than a $18,500,000 Valuation Cap. Concurrently with or following an equity financing, the Lender has a similar right to convert into Standard Preferred Stock or SAFE Preferred Stock on equivalent terms.

The embedded conversion feature was determined to be a bifurcated derivative and is carried as a Level 3 derivative liability at fair value. The fair value at December 31, 2025 was $392,676 (2024: $396,574).

Default Status. During 2023, the Company incurred additional notes payable with aggregate principal in excess of the $100,000 Permitted Indebtedness Threshold set forth in the LOC agreement. The LOC has been in default since 2023 as a result. The Lender, at its sole discretion, is entitled to accelerate the entire outstanding balance, terminate the Facility, and increase the interest rate. None of these remedies have been exercised as of December 31, 2025, and no waiver has been received. Accordingly, the outstanding net balance of $1,688,144 is classified as current on both balance sheets presented.

NOTE 12 – COMMITMENTS AND CONTINGENCIES

- On July 7, 2023, the Company was sued by a service provider in a breach-of-contract dispute demanding payment of $9,067 for services provided in November 2022, included in Accounts Payable. As of December 31, 2025, no payments have been made. Accrued interest of $3,517 related to this matter is included in Accrued Interest — Other.
- On September 6, 2023, the Company was sued by a service provider demanding payment of $25,000 for services provided June through August 2022. The Company paid $4,000 in 2024; the balance due at December 31, 2025 is $21,000, included in Accounts Payable. Accrued interest of $1,600 related to this matter is included in Accrued Interest — Other.
- Midwest Communications radio production facility agreement: $10,000/month effective August 1, 2025, with three-month initial term and potential 12-month extension.
- Local Radio Networks distribution agreement: effective December 1, 2025 through November 30, 2026, auto-renewing annually.
- SonicBids, LLC non-binding term sheet: See Note 17.
- Sunflower Feature Film Project: The Company made a $25,000 investment during 2025. As of the date of this report, the Company has no contractual obligation to make any additional investment.

NOTE 13 – INCOME TAXES

The Company accounts for income taxes in accordance with ASC 740 under the liability method. No current or deferred federal or state income tax expense was recognized for 2025, 2024, or 2023 due to a full valuation allowance against all deferred tax assets.

A reconciliation of the statutory income tax rate to the effective tax rate:

	2025	2024	2023
Federal income taxes at statutory rate	21.0%	21.0%	21.0%
State income taxes at statutory rate	0.0%	0.0%	0.0%
Change in Valuation allowance	(21.0%)	(21.0%)	(21.0%)
Effective tax rate	**0.0%**	**0.0%**	**0.0%**

Net deferred tax assets:

	December 31, 2025	December 31, 2024
Deferred Tax Assets:		
NOL Carryforward	~$ 1,806,700	$ 1,411,200
Accrued compensation	60,500	40,300
Allowance for doubtful accounts	2,000	2,000
Related party accruals	264,800	248,300
Total gross deferred tax assets	**~2,134,000**	**1,701,800**
Less valuation allowance	(2,134,000)	(1,701,800)
Net deferred tax assets	$ —	$ —

As of December 31, 2025, the Company had estimated federal net operating loss carryforwards of approximately $8.6 million. These NOLs were generated in tax years beginning after December 31, 2020 and have an indefinite carryforward period. Usage of NOLs may be limited upon any ownership change under Section 382 of the Internal Revenue Code; a full Section 382 analysis has not been performed.

NOTE 14 – DERIVATIVE LIABILITIES

Derivative liabilities arise from the conversion features embedded in certain convertible notes payable and the Revolving Line of Credit. The Company uses a Monte Carlo simulation model to value these instruments at inception and each reporting date. Changes in fair value are reported in the Statements of Operations. The 2024 year-end derivative liabilities are audited; the 2025 balances represent management's preliminary estimates and will be revalued by a qualified specialist upon completion of the 2025 audit.

	Dec 31, 2025	**Dec 31, 2024**
LOC – Derivative (Level 3)	$ 392,676	$ 396,574
Convertible Notes – Derivative (Level 3)	$ 351,069	$ 351,069
Total Derivative Liability	**$ 743,745**	**$ 747,643**

NOTE 15 – SHAREHOLDERS' EQUITY

Common Stock. 750,000,000 shares authorized at $0.00001 par value; one vote per share. 124,639,472 shares were issued and outstanding as of December 31, 2025, 2024, and 2023. No new shares were issued during 2025.

Class A Preferred Stock. 40,000,000 shares designated at $0.00001 par (30,000,000 designated at December 31, 2023; increased to 40,000,000 on May 22, 2024). 36,412,790 shares issued and outstanding at December 31, 2025 and 2024; 30,000,000 issued and outstanding at December 31, 2023. Terms: no dividends; no liquidation rights; 1 year + 1 day hold before conversion to common at 1:1; anti-dilutive 66.667% voting rights; redeemable at market price after one year from issuance.

Class AA, B, and C Preferred Stock. Authorized but unissued at all dates presented. See Section 2 of the Disclosure Statement for full descriptions of rights and preferences.

Diluted share computation (for information):

	2025	**2024**	**2023**
Weighted Average Common Shares	124,639,472	124,639,472	124,639,472
Shares from convertible debt (if-converted)	~666,120,400	312,363,375	49,137,807
Class A Preferred Stock	36,412,790	36,412,790	30,000,000
Total diluted shares (anti-dilutive in loss years)	**~827,172,662**	**473,415,637**	**203,777,279**

NOTE 16 – SEGMENT REPORTING

The Company manages its operations as a single operating segment focused on offering customers an integrated suite of software and services to develop fan engagement with emerging artists, mid-sized venues, and global brands. The Chief Executive Officer serves as the chief operating decision maker (CODM) and manages and allocates resources at the corporate level using single-segment GAAP financial statement profit and loss and budget and forecast information. Revenue is disaggregated by product offering on the Statements of Operations.

NOTE 17 – SUBSEQUENT EVENTS

In accordance with ASC 855-10, management has performed an evaluation of subsequent events through April 18, 2026 (the date these financial statements were available to be issued) and has identified the following material events:

- As noted within Note 8, Note 9, and Note 10, certain debt instruments matured and remained unpaid and therefore are in default as of April 18, 2026.
- On February 10, 2025, the Company issued a note payable for $50,000 to Chris Kellogg with a maturity date of February 10, 2026. The note matured and was not repaid; accordingly, the Company is in default on this note.
- Effective August 1, 2025, the Company entered into a three-month Facility and Use Agreement with Midwest Communications, Inc. for production of PickleJar Up All Night at $10,000/month in Nashville, TN. On August 18, 2025, the Company launched the new radio show under an affiliation and distribution agreement. No revenue was generated under the new radio show contract during 2025.
- On September 25, 2025, the Company entered into a non-binding term sheet to acquire substantially all assets of SonicBids, LLC. Consideration is entirely in PKLE common stock at $0.05 per share ($50,000 at closing and an $18,800 earn-out over 18 months). Approximately $464,000 of SonicBids' existing debt will be restructured to $200,000 (assumed by Newco JV and repaid over 78 months), with $34,000 of the existing debt repaid at closing from a $150,000 new capital raise structured as convertible notes. Post-closing Newco JV: 51% PickleJar, 25% Operators, 14% new investors, 10% reserved for future raises. The accounting treatment was not complete as of the date of this report.
- Effective November 5, 2025, Local Radio Networks, Inc. and the Company entered into an Affiliate and Distribution Service Agreement, commencing December 1, 2025 through November 30, 2026, with automatic annual renewal. Additional affiliated stations beyond the 15 in the base package are charged at $100 per station per month.
- On March 31, 2026, the Company and Esroh Equity LLC memorialized the 2025 and early-2026 advances (aggregating approximately $1.3 million in 2025) as a related-party note payable, supported by the related agreement and bank-statement documentation. See Note 3(B) and Note 6.
- The Company made a $25,000 investment in the Sunflower Feature Film Project during 2025 (recorded within investing activities). As of the date of this report, the Company has no contractual obligation to make any additional investment.