

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**VizConnect, Inc**

**(a Nevada corporation)**

91 Auburn Street  
Suite J #289  
Portland ME 04103

855-849-2666

www.vizconnect.com

info@vizconnect.com

8748 / 874800

Annual Report

**For the Period Ending: 12/31/2025**  
**(the "Reporting Period")**

## **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

6,974,548,483 as of December 31, 2025

6,753,815,150 as of December 31, 2024

## **Shell Status**

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

Yes:  No:

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

Yes:  No:

## **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

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

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

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

Yes:  No:

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

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

NA

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):

State of Nevada is active

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

NA

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

NA

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

91 Auburn Street Suite J #289 Portland ME 04103

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

*X Check if principal executive office and principal place of business are the same address:*

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

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

**2) Security Information**

**Transfer Agent**

Name: Securities Transfer Corporation  
Phone: (469) 633-0101  
Email: [JStackhouse@stctransfer.com](mailto:JStackhouse@stctransfer.com)  
Address: 2901 N. Dallas Parkway, Suite 380  
  
Plano, Texas 75093

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(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.

**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: VIZC  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 92856B206  
Par or stated value: \$0.00001  
Total shares authorized: 10,000,000,000 as of date: 28 March 2024  
Total shares outstanding: 5,754,815,150 as of date: 31 December 2024  
Total number of shareholders of record: 80 as of date:

**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: Series A Preferred  
CUSIP (if applicable): N/A  
Par or stated value: \$0.00001  
Total shares authorized: 3 shares as of date: 30 June 2024  
Total shares outstanding (if applicable): 3 shares as of date: 30 June 2024  
Total number of shareholders of record (if applicable): 5 as of date: 30 June 2024

Exact title and class of the security: Series B Preferred  
CUSIP (if applicable): N/A  
Par or stated value: \$0.00001  
Total shares authorized: 10,000,000 as of date: 30 June 2024  
Total shares outstanding (if applicable): -0- as of date: 30 June 2024  
Total number of shareholders of record (if applicable): -0- as of date:

Exact title and class of the security: Series C Preferred  
CUSIP (if applicable): N/A  
Par or stated value: \$0.00001  
Total shares authorized: 10,000,000 as of date: 30 June, 2024  
Total shares outstanding (if applicable): - 4,772. 752,860 as of date: 30 June, 2024  
Total number of shareholders of record (if applicable): -0- as of date

**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.**

No unusual rights and no preferences. Voting is one vote per share

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

Only shares of Series A are issued.

Series A:

Dividends: No dividends.

Voting: Each share votes the number of shares of common stock issued and outstanding.

Conversion: No right to convert.

Liquidation: No liquidation rights.

Redemption: No right to redeem.

Sinking fund: No provision.

Series B:

Dividends: Right to receive dividends on equal basis with common stock.

Voting: Each share has 10 votes per share.

Conversion: Each share converts into 100,000 shares of common.

Liquidation: Preference equal to \$1.00 per share for first \$100,000; then, \$0.007 per share.

Redemption: No right to redeem.

Sinking fund: No provision.

Series C:

Dividends: Right to receive dividends on equal basis with common stock.

Voting: Each share has one vote per share.

Conversion: Each share converts into 500 shares of common.

Liquidation: Preference equal to \$1.00 per share for first \$100,000; then, \$0.007 per share.

Redemption: No right to redeem.

Sinking fund: No provision.

**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)

Shares Outstanding as of Second Most Recent Fiscal Year									
Opening Balance									
Date: December 31, 2020		Common:	3,116,216,692						
		Preferred Stock A:	0						
		Preferred Stock B:	0						
		Preferred Stock C:	0						
Date of Transaction	Transaction type (e.g new issuance, cancellation, shared returned to treasury)	Number of Shares issued (or cancelled)	Class of Securities	Values of shares issued (\$/shares) 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 ( entries must have individual with voting/investment control disclosed)	Reasons for shares issuance( e.g for cash or debt conversion- OR- Nature of Services Provided)	Restricted or Unrestricted as of this filing:	Exemption of Registration Type
1/9/2021	New Issuance	150,000,000	Common	\$ 0.0001	Yes	Loni Gravier	For Cash	Restricted	\$4(a)(2)
1/26/2021	New Issuance	100,000,000	Common	\$ 0.0001	Yes	Arthur Larocque	For Cash	Restricted	\$4(a)(2)
3/11/2021	New Issuance	40,000,000	Common	\$ 0.0001	Yes	Jeff Siekierski	For Cash	Restricted	\$4(a)(2)
3/11/2021	New Issuance	50,000,000	Common	\$ 0.0001	Yes	Frank Grade	For Cash	Restricted	\$4(a)(2)
3/22/2021	New Issuance	200,000,000	Common	\$ 0.0001	Yes	Richard Crews	For Cash	Restricted	\$4(a)(2)
7/8/2021	New Issuance	50,000,000	Common	\$ 0.0001	Yes	Angelo Coppola	For Cash	Restricted	\$4(a)(2)
8/18/2021	New Issuance	200,000,000	Common	\$ 0.0001	Yes	James Albert	For Cash	Restricted	\$4(a)(2)
8/29/2021	New Issuance	250,000,000	Common	\$ 0.0001	Yes	Clint Mackeen	For Cash	Restricted	\$4(a)(2)
9/30/2021	New Issuance	63,788,329	Common	\$ 0.00145	Yes	JSI Investment Inc ( Sameer Hirji)	Debt Conversion	Unrestricted	\$4(a)(2)
10/4/2021	New Issuance	92,801,139	Common	\$ 0.0001	Yes	Coventry Enterprises LLC ( Jack Bodenstein)	Debt Conversion	Unrestricted	\$4(a)(2)
10/8/2021	New Issuance	32,000,000	Common	\$ 0.0001	Yes	Coventry Enterprises LLC ( Jack Bodenstein)	Debt Conversion	Unrestricted	\$4(a)(2)
10/21/2021	New Issuance	21,124,975	Common	\$ 0.00145	Yes	JSI Investment Inc ( Sameer Hirji)	Debt Conversion	Unrestricted	\$4(a)(2)
10/27/2021	New Issuance	35,111,725	Common	\$ 0.001815	Yes	Adar Bays LLC ( Ayreh Goldstein)	Debt Conversion	Unrestricted	\$4(a)(2)
5/5/2022	New Issuance	200,000,000	Common	\$ 0.0001	Yes	Imask	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	560,000	Common	\$ 0.001000	Yes	Thomas Edward O'Brien	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,100,000	Common	\$ 0.001000	Yes	Jamie Leigh Erickson	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	5,000,000	Common	\$ 0.001000	Yes	Jeffrey R Oeschger and Bettina J Oeschger	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	10,000,000	Common	\$ 0.001000	Yes	Joseph B. Bongiovanni	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	5,000,000	Common	\$ 0.001000	Yes	James Simek and Susan Simek	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	5,000,000	Common	\$ 0.001000	Yes	Cynthia J. Alexander	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	5,000,000	Common	\$ 0.001000	Yes	Christi Bethards Fabian	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	20,000,000	Common	\$ 0.001000	Yes	Stephen Goodrich	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	5,000,000	Common	\$ 0.001000	Yes	James Pollard	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	15,000,000	Common	\$ 0.001000	Yes	Frank Cerino	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,500,000	Common	\$ 0.001000	Yes	Craig Blazejowski	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,500,000	Common	\$ 0.001000	Yes	Scott Collins	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,500,000	Common	\$ 0.001000	Yes	Jeff Siekierski	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,500,000	Common	\$ 0.001000	Yes	Calvin Sydnor	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,500,000	Common	\$ 0.001000	Yes	Garrett Cavanaugh	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,550,000	Common	\$ 0.001000	Yes	Jeff Siekierski	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,500,000	Common	\$ 0.001000	Yes	Gaylynn Roach	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	20,000,000	Common	\$ 0.001000	Yes	Anthony L Mathis	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	2,500,000	Common	\$ 0.001000	Yes	James Cummings	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2022	New Issuance	58,000,000	Common	\$ 0.001000	Yes	Meredith S Numes	Debt Conversion	Unrestricted	\$4(a)(2)
3/14/2023	New Issuance	50,000,000	Common	\$ 0.000200	Yes	Graiver Homes ( Responsible Party Loni Graiver)	Land Development	Unrestricted	\$4(a)(2)
8/2/2023	New Issuance	20,000,000	Common	\$ 0.000400	Yes	Temba Mahaka	President of Company	Unrestricted	\$4(a)(2)
9/5/2023	New Issuance	55,555,556	Common	\$ 0.000180	Yes	Loni Graiver	Debt Conversion	Unrestricted	\$4(a)(2)
10/26/2023	New Issuance	27,777,778	Common	\$ 0.000180	Yes	Bridge Source Solutions LLC Responsible Party Paul Caputo	Debt Conversion	Unrestricted	\$4(a)(2)
12/31/2023	New Issuance	200,000,000	Common	\$ 0.001000	Yes	Edward Carroll	Board of Directors Control	Unrestricted	\$4(a)(2)
12/31/2023	New Issuance	200,000,000	Common	\$ 0.001000	Yes	Paul Coolen	Board of Directors Control	Unrestricted	\$4(a)(2)
12/31/2023	New Issuance	300,000,000	Common	\$ 0.001000	Yes	Thomas Manning	Board of Directors Control	Unrestricted	\$4(a)(2)
12/31/2023	New Issuance	300,000,000	Common	\$ 0.001000	Yes	Andrew Preston	Board of Directors Control	Unrestricted	\$4(a)(2)
11/11/2024	New Issuance	75,000,000	Common	\$ 0.000600	Yes	Crotau Homes LLC ( Responsible Person Shannon Crotau)	Revenue Share	Unrestricted	\$4(a)(2)
11/18/2024	New Issuance	70,000,000	Common	\$ 0.000600	Yes	Carlos Acevedo	Consultant Agreement	Unrestricted	\$4(a)(2)
11/18/2024	New Issuance	70,000,000	Common	\$ 0.000600	Yes	Jorge Guinovart	Consultant Agreement	Unrestricted	\$4(a)(2)
11/18/2024	New Issuance	70,000,000	Common	\$ 0.000600	Yes	Alex Diaz	Consultant Agreement	Unrestricted	\$4(a)(2)
11/25/2024	New Issuance	104,166,667	Common	\$ 0.000240	Yes	Richard Crews	Promissory Notes	Unrestricted	\$4(a)(2)
11/29/2024	New Issuance	74,074,074	Common	\$ 0.000270	Yes	Arthur Larocque	Promissory Notes	Unrestricted	\$4(a)(2)
12/6/2024	New Issuance	27,777,778	Common	\$ 0.000360	Yes	Davian Akers	Promissory Notes	Unrestricted	\$4(a)(2)
12/9/2024	New Issuance	30,303,030	Common	\$ 0.000330	Yes	Julian Cardona	Promissory Notes	Unrestricted	\$4(a)(2)
12/12/2024	New Issuance	100,000,000	Common	\$ 0.000300	Yes	Kevin O'Malley	Promissory Notes	Unrestricted	\$4(a)(2)
12/20/2024	New Issuance	50,000,000	Common	\$ 0.000300	Yes	Timothy Crawley	Promissory Notes	Unrestricted	\$4(a)(2)
12/30/2024	New Issuance	74,074,074	Common	\$ 0.000270	Yes	Chirayu Patal	Promissory Notes	Unrestricted	\$4(a)(2)
12/31/2024	New Issuance	83,333,333	Common	\$ 0.000240	Yes	Global Enterprise Services LLC ( Responsible Person Thomas Manning )	Promissory Notes	Unrestricted	\$4(a)(2)
12/31/2025	New Issuance	33,333,333	Common	\$ 0.000300	Yes	Jeffrey McKenzie	Promissory Notes	Unrestricted	\$4(a)(2)
12/31/2025	New Issuance	83,333,333	Common	\$ 0.000240	Yes	Jamie Erickson	Promissory Notes	Unrestricted	\$4(a)(2)
12/31/2025	New Issuance	104,166,667	Common	\$ 0.000240	Yes	Anthony Mathis	Promissory Notes	Unrestricted	\$4(a)(2)

Shares Outstanding as of the Date of this Report									
Opening Balance									
Date Dec 31, 2025		Common:	6,974,648,483						
		Preferred Stock A:	0						
		Preferred Stock B:	0						
		Preferred Stock C:	0						

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance	Principal Amount at Issuance (\$)	Accrued Interest (\$)	Maturity Date	Conversion Terms (e.g pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder ( entities must have individual with voiting /investment controll disclosed)	Reason for Issuance ( e.g Loan Services, etc)
11/25/2024	\$ 25,000	\$ 25,000	\$ 25,000	11/25/2025	40% Discount to current market	Richard Crews	Loan
11/29/2024	\$ 20,000	\$ 20,000	\$ 20,000	11/29/2025	40% Discount to current market	Arthur Larocque	Loan
12/6/2024	\$ 10,000	\$ 10,000	\$ 10,000	12/6/2025	40% Discount to current market	Davian Akers	Loan
12/9/2024	\$ 10,000	\$ 10,000	\$ 10,000	12/9/2025	40% Discount to current market	Julian Cardona	Loan
12/12/2024	\$ 30,000	\$ 30,000	\$ 30,000	12/12/2025	40% Discount to current market	Kevin O'Malley	Loan
12/20/2024	\$ 15,000	\$ 15,000	\$ 15,000	12/20/2025	40% Discount to current market	Timothy Crawley	Loan
12/30/2024	\$ 20,000	\$ 20,000	\$ 20,000	12/30/2025	40% Discount to current market	Chirayu Patal	Loan
1/6/2025	\$ 10,000	\$ 10,000	\$ 10,000	1/6/2026	40% Discount to current market	Alexis Santoy	Loan
2/7/2025	\$ 25,000	\$ 25,000	\$ 25,000	2/7/2026	40% Discount to current market	Anthony Mathis	Loan
3/6/2025	\$ 10,000	\$ 10,000	\$ 10,000	3/6/2026	40% Discount to current market	McKenize Systems Engineering ( Responsible Person Jeff McKenzie)	Loan
3/5/2025	\$ 20,000	\$ 20,000	\$ 20,000	3/5/2026	40% Discount to current market	Value Properties LLC ( Responsible Person Jamie Erickson)	Loan
5/17/2025	\$ 17,000	\$ 17,000	\$ 17,000	5/17/2026	40% Discount to current market	Lona Graiver	Loan

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

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

To provide investments in operating companies in Medical Device and Real Estate industries

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

VizConnect Medical Development Company, LLC, a Maine Limited Liability Company

C. Describe the issuers' principal products or services.

Investment capital to newly formed operating companies

## 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's principal executive office and principal place of business is located at 91 Auburn Street Suite J-269 Portland ME 04103. The company does not own any real property

## 6) Officers, Directors, and Control Persons

Name of Officer/ Director or Control Person	Affiliation with Company (e.g Officer/Director/Owner of more than 5%)	Residential Address ( City and State Only)	Number of Shares owned	Share Type/ Class	Ownership Percentage of Class Outstanding	Note
Thomas Manning	Director/Owner	Portland, ME	200,403,227 1.0	Common. Series A Preferred	3.35% 33.33%	See Note 1 Below
Temba Mahaka	CEO	Portland, ME	20,000,000	Common.		
Aimee Garneau	CFO	Sanford, ME				

Note 1: Each share of Series A Preferred Stock shall be entitled to the number of votes equal to the total number of Company's common stock outstanding as of the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company and entitled to vote on all matters submitted or required to be submitted to a vote of the stockholders of the Company.

Our company's Board of Directors appoints our executive officers. Our directors serve until the earlier occurrence of the election of their respective successors at the next meeting of shareholders, death, resignation, or removal by the Board of Directors. Officers serve at the discretion of our Board of Directors. There exist no family relationships between the listed officers and directors. Certain information regarding the background of our sole officer and director is set forth below.

**Thomas Manning.** Mr. Manning possesses over 35 years of experience in various industries, including information technology, real estate development, the hospitality and entertainment production industries, business start-ups and company enterprise platform scaling.

Mr. Manning is a C-Level contributor to any Organization and has multi-faceted skills to provide leadership, visionary road mapping, and strong management foresight, steering Companies to next level growth. Mr. Manning has owned and started over 50 business organizations and understands the foundational underpinnings required to bring companies to blue sky opportunities. Mr. Manning has deep real estate development experience and has owned and managed some of the largest, most complex and most consequential properties in the State of Maine, focusing on distressed assets and more particularly, former decommissioned governmental military bases.

Mr. Manning as a Technology Executive is a 35-year veteran in the Information Technology space and understands the end-to-end, enterprise architectures in building fully redundant, fault tolerant and resilient network ecosystems with cybersecurity protection in mind, to service global corporate implementations and environments. Mr. Manning is focusing on bringing new and disruptive technologies into VizConnect's portfolio that will be driven by AI-Powered Engines, blockchain backend solutions, and digital asset proliferation. "Technology Disruption" in the industries focused upon will drive this core economic growth pillar for VizConnect, Inc.

Mr. Manning comes from humble beginnings in the State of Maine, where he now focuses on promoting and fostering economic development initiatives for a better tomorrow for the constituents of his beloved State. Mr. Manning earned a bachelor's degree in finance and a Master's in Business Administration from Bentley University, Waltham, Massachusetts.

**Temba Mahaka** is a highly accomplished professional with a remarkable 28-year career at Cardinal Health, a leading pharmaceutical wholesaler. His journey is a testament to his unwavering dedication and expertise. Throughout his tenure at Cardinal Health, Temba held pivotal roles, including successful management of retail teams, adept information technology responsibilities, and significant contributions leading development teams that focused on business workflow optimization and continuous improvement initiatives. Temba's commitment to operational excellence earned him Cardinal Health's prestigious "Chairman's Award" twice, underscoring his dedication to efficiency and excellence.

Temba also has an extensive real estate background and the collaborative work style that brings parties together, allowing him to navigate very complex deal points and assemble large real estate transactions.

Temba holds a degree in Business, complementing his institutional and industry knowledge with experience in identifying and unlocking hidden value propositions within an organization, thereby positioning it for upside growth. Temba will use these talents going forward to unlock the value within VizConnect, Inc., to the benefit of the Company's shareholders and investment partners.

**Aimee Garneau** is a seasoned finance professional with a proven track record of excellence in the realm of accounting and financial management.

Aimee has overseen several dynamic teams and ensures the seamless execution of financial processes. Her leadership style is characterized by a collaborative approach that fosters a culture of efficiency and accuracy within the accounting department.

Aimee is passionate about leveraging technology to streamline accounting processes and enhance overall efficiency. She stays at the forefront of industry advancements, implementing cutting-edge solutions to drive innovation within the accounting services domain.

Aimee holds a Master of Business Administration (MBA) and a Bachelor of Science in accounting, demonstrating her commitment to continuous learning and staying current with industry trends. With a solid foundation in accounting principles and financial analysis, she has successfully navigated complex financial landscapes, providing invaluable insights to drive business growth.

## 7) **Legal/Disciplinary History**

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

1. Been the subject of 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 to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

## 8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Tomar Tal  
Address 1: 101 Church Street Suite 22 Los Gatos California 95030  
Phone: 408-560-9606  
Email: tomar@newventureattorneys.com

Accountant or Auditor

Name: Aimee Garneau  
Firm: Garneau and Associates  
Address 1: 1 Dubois Drive Sanford ME 04073  
Phone: 207-450-0457  
Email: aimee@garneauandassociates.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_

Email: \_\_\_\_\_

*All other means of Investor Communication:*

Twitter: \_\_\_\_\_

Discord: \_\_\_\_\_

LinkedIn: \_\_\_\_\_

Facebook: \_\_\_\_\_

[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) Financial Statements**

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

Name: **Aimee Garneau**

Title: **CFO**

Relationship to Issuer: **Consultant**

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: **Aimee Garneau**

Title: **CFO**

Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **20 years' experience as a financial accountant and controller seasoned in producing financial statements and disclosures of financial statement**

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

## 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, Temba Mahaka certify that:

1. I have reviewed this Disclosure Statement for December 31, 2025
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 26, 2026

/s/Temba Mahaka President

*Principal Financial Officer:*

I, Aimee Garneau certify that:

1. I have reviewed this Disclosure Statement for VizConnect, 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 26, 2026 /s/ Aimee Garneau Chief Financial Officer

EXHIBIT A  
FINANCIAL STATEMENTS

VIZCONNECT, INC.

Unaudited Financial Statements for the Twelve Months Ending December 31, 2025 and 2024

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Balance Sheets at December 31, 2025 and 2024 (unaudited)	14
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Statements of Changes in Stockholders' Deficit Twelve Months December 31, 2025 and 2024 (unaudited).	16
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**VIZCONNECT INC**  
**BALANCE SHEET**

	As of 31 December 2025 (unaudited)	As of 31 December 2024 (unaudited)
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	409	41,145
Prepaid Expenses and other current assets	215,000	215,000
<b>TOTAL Current Assets</b>	215,409	256,145
<b>Other Asset</b>		
Investment in VizConnect Medical Development LLC	1,997	1,997
Digital Asset Investment	5,000	5,000
VIZC Capital Markets	226,050	116,050
<b>TOTAL ASSETS</b>	<b>448,456</b>	<b>379,192</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	6,863	6,863
Accrued expenses	6,430	6,430
Deferred revenues		
Notes payable - related parties	7,637	7,637
Notes payable - third parties		
Convertible notes payable		
Notes Payable	238,100	130,000
Derivative liability		
<b>TOTAL CURRENT LIABILITIES</b>	259,030	150,930
<b>TOTAL LIABILITIES</b>	259,030	150,930
<b>STOCKHOLDERS' DEFICIT</b>		
<u>Preferred Stock</u> : \$.00001 par value, 50,000,000 shares authorized: 20,000,003 shares and 20,000,003 shares designated as of March 31, 2024 and December 31,2023 respectively		
<u>Preferred Stock Series A</u> : \$.00001 par value, 3 shares authorized, 3 shares and 3 shares issued and outstanding as of March 31, 2024 and December 31,2023 respectively	1	1
<u>Preferred Stock Series B</u> : \$.00001 par value, 10,000,000 shares authorized, 0 shares and 0 shares issued and outstanding as of March 31, 2024 and December 31,2023 respectively	-	-
Preferred Stock Series C: \$.00001 par value, 10,000,000 shares authorized, 0 shares and 0 shares issued and outstanding as of March 31, 2024 and December 31,2023 respectively	-	-
<u>Common Stock</u> : \$.00001 par value, 10,000,000,000 shares authorized, 6,974,548,483 and 6,753,815,150 shares issued and outstanding as of December 31, 2025 and December 31,2024 respectively	808,919	798,919
Additional Paid In Capital	3,237,646	3,237,646
Accumulated deficit	(3,857,140)	(3,808,304)
Stockholders' Deficit		
<b>TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT</b>	<b>448,456.11</b>	<b>379,192</b>

See accompanying notes to the unaudited financial statements.

**STATEMENT OF OPERATIONS**  
**FOR THE TWELVE MONTHS ENDING December 31, 2025 and 2024**

	<b>Twelve Months Ended 12/31/25 (unaudited)</b>	<b>Twelve Months Ended 12/31/24 (unaudited)</b>
<b>REVENUE</b>		
Revenue- Other Income		\$ 53,391
Total Revenue	\$ -	\$ 53,391
<b>OPERATING EXPENSES</b>		
General and Administrative	48,836	184,135
Total Operation Expenses	48,836	184,135
<b>Loss from Operations</b>	(48,836)	(130,745)
Debt Forgiveness		
Interest Expense	153	1,660
<b>NET LOSS BEFORE INCOME TAX</b>	(48,989)	(132,405)
Basic and diluted loss per common share	\$0.00	\$0.00
Basic and diluted weighted average shares outstanding	6,974,698,433	6,753,865,100

See accompanying notes to the unaudited financial statements.

**VIZCONNECT INC**

**STATEMENT OF CASH FLOWS**

**For Twelve Months Ending December 31, 2025 and 2024**

	<b>Twelve Months Ended 12/31/25 (unaudited)</b>	<b>Twelve Months Ended 12/31/24 (unaudited)</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Loss	\$ (48,989)	\$ (132,405)
Adjustments to reconcile Net Los to Net Cash used in Operatng Activities:		
Prepaid Expenses	(55,000)	(160,000)
Accrued Expenses		
Accounts Payable		6,863
Investment in VizConnct Medical Development LLC		
Investment in VizConnect Exchange		
Deferred Revenue		
Changess in Opearting Assets and Liabilities	(55,000)	(171,050)
Loans from Related Parties	153	7,637
Net Cashed Used in Operating Expenses	(158,836)	(448,955)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Digital Asset Investment	-	(5,000)
Net Cashed Used in Investing Activities	-	(5,000)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Sales of Common Stock		382,000
Proceeds from Notes Payable	118,100	115,000
Common Stock		
Additional Paid in Capital		
Retained Earnings		(3,003)
Non Cash Conversion		
Proceeds from Notes Payable-related parties		
Net Cashed Used in Operating Expenses	118,100	493,997
Net Increase (Decrease) in Cash	(40,736)	40,042
CASH AND CASH EQUIVALENTS AT BEGGINNING OF PERIOD	41,145	1,103
CASH AND CASH EQUIVALENTS AT ENDING OF PERIOD	\$ 409	\$ 41,145
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash Paid for Interest	\$ 153	\$ 1,660
Cash Paid for Taxes	\$ -	\$ -

VIZCONNECT, INC

STATEMENT OF CHANGES IN DEFICIT  
FOR THE TWELVE MONTHS ENDED December 31, 2025 and 2024

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Deficit
	Shares	Amount	Shares	Amount			
Balance as of 12/31/2024	3	-	6,753,815,150	798,919	3,237,646	(3,808,304)	195,851
Common Stock Issued for Cash	-	-	-	-	-	-	-
Net Gain ( Loss)	-	-	-	-	-	(17,938)	(17,938)
Balance as of 03/31/2025	3	-	6,753,815,150	798,919	3,237,646	(3,826,242)	177,913
Common Stock Issued	3	-	-	-	3,237,646	(23,465)	(23,465)
Net Gain ( Loss)	-	-	-	-	-	-	-
Balance as of 06/30/2025	3	-	-	-	3,237,646	(3,849,707)	154,448
Common Stock Issued	3	-	6,753,815,150	798,919	3,237,646	(1,970)	(1,970)
Net Gain ( Loss)	-	-	-	-	-	-	-
Balance as of 09/30/2025	3	-	6,753,815,150	798,919	3,237,646	(3,851,677)	152,477
Common Stock Issued	-	-	220,833,333	55,000	-	-	-
Reversed Revenue Share	-	-	-	(45,000)	-	-	-
Net Gain ( Loss)	-	-	-	-	-	(5,462)	(5,462)
Balance as of 12/31/2025	3	-	6,974,648,483	808,919	-	(3,857,140)	152,477
Balance as of 12/31/2023	3	0	5,925,086,194	416,919	3,237,646	(3,672,466)	(9,914)
Common Stock Issued for Cash	-	-	-	-	-	-	-
Net Gain ( Loss)	-	-	-	-	-	(6,434)	(6,434)
Balance as of 03/31/2024	3	0	5,925,086,194	416,919	3,237,646	(3,678,901)	(16,348)
Common Stock Issued for Cash	-	-	-	-	-	-	-
Net Gain ( Loss)	-	-	-	-	-	(18,698)	(18,698)
Balance as of 06/30/2024	3	0	5,925,086,194	416,919	3,237,646	(3,697,599)	(35,047)
Prior Period Adjustment	-	-	-	-	-	22,129	22,129
Net Gain ( Loss)	-	-	-	-	-	(111,448)	(111,448)
Balance as of 09/30/2024	3	0	5,925,086,194	416,919	3,237,646	(3,786,918)	(165,193)
Common Stock Issued	-	-	828,728,956	382,000	-	-	382,000
Net Gain ( Loss)	-	-	-	-	-	(21,386)	(20,956)
Balance as of 12/31/2024	3	0	6,753,815,150	798,919	3,237,646	(3,808,304)	195,851

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2026**  
**(unaudited)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION**

**Basis of Presentation**

VizConnect, Inc. (the “Company”) was incorporated in the State of Nevada on October 18, 2010. The Company’s year-end is December 31.

The Company operates as a consulting firm specializing in assisting companies by providing first class business development consulting. The Company’s portfolio of services encompasses a robust and innovative array of services, which include real estate acquisition, equity building, debt removal, revenue generation and asset acquirement. The Company’s experienced team is driven to help customers increase value; maximize existing capabilities; improve shareholder performance and profitability; increase cost efficiency; and simplify business strategy.

In April 2022, the Company formed VizConnect Medical Development Company, LLC a Maine limited liability company(Medical) of which the company owns 51%. Medical was formed to conduct business generally as describe as investment. During an through the last six months of the company conducted the following activities with regard to Medical. As further described in Footnote 12 (Subsequent Events), below, during the first quarter of 2023 the Company has taken significant action to actively conduct for business of Medical.

**Reverse Split**

In September 2015, the Company effected a 1-for-2,500 reverse split of its common stock. Historical Information presented in the accompanying financial statements and in these notes has been adjusted to reflect this reverse stock split.

**Use of Estimates**

In preparing the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates. Significant estimates include the determinations of fair values of certain financial instruments.

**Cash and Cash Equivalents**

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. At December 31 2025 and 2024 the reconciled cash balance was \$409 and \$41,145 respectively.

**Revenue Recognition**

The Company recognizes revenue on arrangements in accordance with FASB ASC No. 605, “Revenue Recognition”. In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed, and collection of the resulting receivable is reasonably assured.

**Property and Equipment**

Property and equipment is recorded at cost. Additions and betterments are capitalized; maintenance and repairs are expensed as incurred. Depreciation is calculated using the straight-line method over the asset’s estimated useful life, which is 5 years for furniture. Depreciation for the twelve months ending December 31, 2025 and 2024 was \$0 (unaudited) and \$0 (unaudited), respectively.

## Derivatives

ASC 815 requires we assess the fair market value of derivative liability at the end of each reporting period and recognize any change in the fair market value as other income or expense item. The Company assessed the classification of its derivative financial instruments as of September 30, 2022 which consist of convertible debt instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815, Derivatives and Hedging, since the conversion option becomes effective at issuance resulting in there being no explicit limit to the number of shares to be delivered upon settlement of the conversion options

## Re-classifications

Certain amounts from prior periods have been reclassified to conform to the current period presentation. These reclassifications had no impact on the Company's net loss or cash flows.

## New Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and believes none will have a material effect on its consolidated financial statements upon implementation.

## 2. GOING CONCERN

The Company had a net loss of 48,836 (unaudited) for the twelve months ending December 31, 2025, an accumulated deficit of \$3,857,140 (unaudited). This raises substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management believes that the actions currently being taken to obtain additional funding by implementing its newly adopted business plan to expand operations will provide the opportunity for the Company to continue as a going concern.

## 3. FAIR VALUE OF INSTRUMENTS

The Company's capital structure includes the use of convertible debt features that are classified as derivative financial instruments. Derivative financial instruments are recognized as either assets or liabilities and are measured at fair value in accordance with FASB ASC 815 "Derivatives and Hedging". ASC 815 requires that changes in fair value of derivative financial instruments with no hedging designation be recognized as gains (losses) in the earnings statement. Fair value measurement and disclosures are determined in accordance with FASB ASC 820 "Fair Value Measurements and Disclosures".

FASB ASC 820 establishes a framework for measuring fair value by creating a hierarchy for observable independent market inputs and unobservable market assumptions and expands disclosures about fair value measurements. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

The following inputs are used in the valuation of the financial assets and liabilities:

Level 1 - Inputs represent unadjusted quoted prices for identical assets and liabilities exchanged in active markets.

Level 2 - Inputs include directly or indirectly observable inputs other than Level 1 inputs such as quoted prices for similar assets or liabilities exchanged in active or inactive markets; quoted prices for identical assets or liabilities exchanged in inactive markets; other inputs that are considered in fair value determinations of the assets or liabilities, such as interest rates or yield

curves that are observable at commonly quoted intervals, volatilities, repayment speeds, loss severities, credit risks and default rates; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs include unobservable inputs used in the measurement of assets and liabilities. Management is required to use its own assumptions regarding unobservable inputs, because there is little, if any, market activity in the assets or liabilities or related observable inputs that can be corroborated at the measurement date. Measurements of non-exchange traded derivative contract assets and liabilities are primarily based on valuation models, discounted cash flow models or other valuation techniques that are believed to be used by market participants. Unobservable inputs require management to make certain projections and assumptions about the information that would be used by market participants in pricing assets and liabilities.

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, note payable, due to related parties and accrued liabilities, are carried at historical cost. At December 31, 2022 and 2021, the carrying amounts of these instruments approximated their fair values because of the short-term nature of these instruments. Management determined that liabilities created by beneficial conversion features associated with the issuance of certain convertible notes payable meet the criteria of derivatives and are required to be measured at fair value. The fair value of these derivative liabilities was determined during the year based on management's estimate of the expected future cash flows required to settle the liabilities. As of the end of year, at December 31, 2022 and 2021, there were no derivative liabilities due to a combination of all convertible notes being either (i) converted into common stock; or, (ii) cancelled and of no further force and effect. This valuation technique involves management's estimates and judgment based on unobservable inputs and is classified in level 3.

#### **4. NOTES PAYABLE - RELATED PARTIES**

The company has two notes payable, one from Thomas Manning for \$3818.50 and one from Andrew Preston for \$3818.50. These notes are short term where needed for cash flow timing

#### **5. NOTES PAYABLE - THIRD PARTIES**

The company currently has Notes Payable of 238,100 due to the investment in VizConnect Exchange

#### **6. CONVERTIBLE NOTES PAYABLE**

The company currently has no Notes Payable Outstanding.

#### **7. CAPITAL STOCK**

##### **Preferred Stock**

As of December 31, 2023, the Company is authorized to issue 50,000,000 shares of preferred stock with a par value of \$0.00001, of which, (i) 3 shares have been designated as Series A; (ii) 10,000,000 shares have been designated as Series B; and, (iii) 10,000,000 shares have been designated as Series C. As of December 31, 2022, 3 shares of Series A were issued and outstanding.

##### **Common Stock**

As of December 31, 2025 and December 31, 2024 Company is authorized to issue 10,000,000,000 shares of common stock with a par value of \$0.00001. All shares have equal voting rights, are non-assessable, and have one vote per share. The total number of shares of Company common stock issued and outstanding as of September 30, 2025 and 2024 respectively, was 6,974,648,483 and 6,753,815,150.

During the year ended December 31, 2021, the Company issued a total of 1,040,000,000 shares of common stock in exchange for (i) \$104,000 of cash proceeds; and, (ii) \$389,529 of debt converted. During the year ended December 31, 2022, the Company issued a total of 200,000,000 shares of common stock in exchange for \$5,000 of cash proceeds.

## **8. AMENDMENTS TO ARTICLES OF INCORPORATION**

During 2015, the Company filed a Certificate of Amendment to the Articles of Incorporation to increase the authorized shares of common stock and preferred stock to 5,000,000,000 and 50,000,000, respectively. The Company reduced the par value per share of its common and preferred stock from \$0.001 to \$0.00001. All share and per share amounts have been retroactively restated in these financial statements.

During 2015, the Company filed a Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock, designating three (3) shares of a new series of preferred stock, par value \$0.00001 per share, as "Series A Preferred Stock." Holder(s) of outstanding shares of Series A Preferred Stock shall be entitled to the number of votes equal to the total number of Company's common stock outstanding as of the record date for the determination of stockholders entitled to vote at each meeting of stockholders of the Company and entitled to vote on all matters submitted or required to be submitted to a vote of the stockholders of the Company.

During 2015, the Company filed a Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock, designating 10,000,000 shares of a new series of preferred stock, par value \$0.00001 per share, as "Series B Preferred Stock." The Series B Preferred Stock has a liquidation preference of \$1.00 per share; is convertible at any time into shares of common stock at a conversion price of \$0.00001 per share of common stock; has an initial established sale price of \$2.50 per share; each share of Series B Preferred Stock is entitled to 10 votes at each meeting of stockholders of the Company and is entitled to vote on all matters submitted or required to be submitted to a vote of the stockholders of the Company.

During 2015, the Company filed a Certificate of Designation of Preferences, Rights and Limitations of Series C Preferred Stock, designating 10,000,000 shares of a new series of preferred stock, par value \$0.00001 per share, as "Series C Preferred Stock." The Series C Preferred Stock has a liquidation preference of \$1.00 per share; is convertible at any time into shares of common stock at a conversion rate of 500 shares of common stock for each shares of Series C Preferred Stock converted; has an initial established sale price of \$2.00 per share; each share of Series C Preferred Stock is entitled to one vote at each meeting of stockholders of the Company and is entitled to vote on all matters submitted or required to be submitted to a vote of the stockholders of the Company.

## **9. INCOME TAXES**

The Company provides for income taxes under ASC Topic 740, Accounting for Income Taxes. Under ASC Topic 740, the liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Thee Company did not record a current or deferred income tax expense or benefit.

## **10. TERMINATION OF FILING REQUIREMENTS UNDER SECURITIES EXCHANGE ACT OF 1934**

In February 2021, the Company filed with the U.S. Securities and Exchange Commission (SEC) a Form 15 Certification and Notice of Termination of Registration Under Section 12(g) of the Securities Exchange Act of 1934 Suspension of Duty to File Reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

## **11. Regulation A Offering**

Effective December 15, 2021, the Company qualified an offering statement on Form 1-A with the SEC ( File No. 024-11734), pursuant to Regulation A of the SEC. The company is offering up to 750,000,000 shares of its common stock at an offering price of \$.001 per share.

## **12. Subsequent Events**