

Branded Legacy, Inc.
Incorporated in the State of Utah
751 North Drive Suite 9
Melbourne, FL 32934
877-250-9077
www.brandedlegacy.com
info@brandedlegacy.com
SIC CODE: 2833

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,786,162,516 as of 12/31/2025 (Current Reporting Period Date or More Recent Date)

873,162,516 as of 12/31/2024 (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:

Explanation of Shell Status: During the reporting period, the Company underwent a comprehensive restructuring and change of control. Effective December 10, 2025, all legacy subsidiaries were fully divested and are no longer affiliated with the Company. All prior officers and directors were removed, and the Company effected a complete operational reset appointing Dr. Jamie Forrest as CEO. As a result of the divestiture of all operating subsidiaries and the cessation of prior business activities, the Company now holds only nominal assets and has no or nominal operations. Accordingly, the Company qualifies as 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) effective December 10, 2025. Management is actively pursuing strategic opportunities, including a potential business combination with a new operating entity, to create long-term shareholder value.

Change in Control

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

⁴ "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 and names used by predecessor entities, along with the dates of the name changes.

- Branded Legacy, Inc, a Utah corporation (“BLEG” or the “Company”). Previously Elev8 Brands, Inc. The name change took place on May 22, 2020.
- Elev8 Brands, Inc., a Utah corporation (“VATE” or the “Company”). Previously PLAD, Inc. The name change took place on October 5, 2016.
- PLAD, Inc., a Utah corporation (“PLAD” or the “Company”). Previously Vencor International, Inc. The name change took place on November 5, 2015.
- Vencor International, Inc., a Utah Corporation (“VCOR” or the “Company”) Previously Regal Apparel Group, Inc. The name change took place on May 1, 2003.
- Regal Apparel Group, Inc. a Utah Corporation (need ticker). Previously Vencor International, Inc. The name change took place on October 22, 1999.
- Vencor International, Inc. a Utah corporation (VCOR). Previously Blue Ridge, Inc. The name change took place on March 14, 1986
- Blue Ridge, Inc. A Utah corporation (need ticker). Established September 30, 1981

Current State and Date of Incorporation or Registration: Utah

Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

N/A

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

N/A

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

N/A

Address of the issuer’s principal executive office:

N/A

Address of the issuer’s principal place of business:

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

Company Headquarters Address:

502-1505 W 2nd Ave.
Vancouver, British Columbia
Canada V6H 3Y4

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

(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.

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

2) Security Information

Transfer Agent

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

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.

Exact title and class of securities outstanding: Common
CUSIP: 10528L105
Par or stated value: .00001
Total shares authorized: 2,800,000,000 as of date: 12/31/2025
Total shares outstanding: 1,786,162,516 as of date: 12/31/2025
Total number of shareholders of record: 527 as of date: 12/31/2025

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

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

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

Exact title and class of the security: Preferred Series A
Par or stated value: .00001
Total shares authorized: 2,500,000 as of date: 12/31/2025
Total shares outstanding (if applicable): 2,200,000 as of date: 12/31/2025
Total number of shareholders of record (if applicable): 1 as of date: 12/31/2025

Exact title and class of the security: Preferred Series B
Par or stated value: .00001
Total shares authorized: 7,500,000 as of date: 12/31/2025
Total shares outstanding (if applicable): 834,000 as of date: 12/31/2025
Total number of shareholders of record (if applicable): 1 as of date: 12/31/2025

Exact title and class of the security: Preferred Series
Par or stated value: .00001
Total shares authorized: 1,000,000 as of date: 12/31/2025
Total shares outstanding (if applicable): 880,000 as of date: 12/31/2025

Total number of shareholders of record
(if applicable): 1 as of date: 12/31/2025

Exact title and class of the security: Preferred Series D
Par or stated value: .00001
Total shares authorized: 6,200,000 as of date: 12/31/2025
Total shares outstanding (if applicable): 5,364,884 as of date: 12/31/2025
Total number of shareholders of record
(if applicable): 7 as of date: 12/31/2025

Exact title and class of the security: Preferred Series E
Par or stated value: .00001
Total shares authorized: 3,800,000 as of date: 12/31/2025
Total shares outstanding (if applicable): 3,800,000 as of date: 12/31/2025
Total number of shareholders of record
(if applicable): 1 as of date: 12/31/2025

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

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.

Common Shares are not eligible to receive a dividend. Common shareholders have the right to one vote per common share.

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

- a. Preferred A converts on a one-to-one basis. Preferred B converts on a one-to-one basis. Series A Preferred Stock shall have the right to have one vote per each share of Series A Preferred Stock that is held. Series B Preferred Stock shall have the right to have one vote per each share of Series B Preferred Stock that is held. Neither Preferred Series A Stock or Preferred Series B Stock are eligible to receive dividends. The holders of Series A Preferred Stock, and Series B Preferred Stock have the same liquidation rights as the holders of the Company's Common Stock.
- b. Preferred D Stock has the same liquidation rights as the holders of the Company's Common Stock. Series D Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the holders of Series D Preferred Stock and the holders of Common Stock and other series of the Company's preferred stock shall vote together as a single class. At the Conversion Time, each share of Series D Preferred Stock subject to conversion shall be convertible into 110 shares of Common Stock
- c. Preferred E Stock Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series E Preferred Stock, the holders of the Series E Preferred Stock shall be entitled to be paid out of the assets of the Company an amount

equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series E Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series E Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series E Preferred Stock as set forth herein, the remaining assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Company's Common Stock. At the Conversion Time, each share of Series E Preferred Stock subject to conversion shall be convertible into 30 shares of Common Stock. Each share of Series E Preferred Stock shall have 250,000 votes for any election or other vote placed before the shareholders of the Company.

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

a. There are no other material rights of common or preferred shareholders.

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.

a. There are no provisions in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

3) Issuance History

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

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

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

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

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

<p>Shares Outstanding</p> <p><u>Opening Balance:</u></p> <p>Date <u>12/31/2023</u></p> <p>Common: 512,913,066</p> <p>Preferred: 12,178,884</p>	<p>*Right-click the rows below and select "Insert" to add rows as needed.</p>
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Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/25/2024	Conversion	-450,000	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None
1/25/2024	New Issuance	49,500,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
1/25/2024	New Issuance	2,000,000	Preferred D	.0001	No	Richard Pertile	Acquisition Agreement	Restricted	None
1/29/2024	Conversion	-450,000	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None
1/29/2024	New Issuance	49,500,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
2/6/2024	Cancellation	-1,000,000	Preferred D	.0001	No	Brandon White	Agreement	Restricted	None
2/7/2024	Cancellation	-333,333	Preferred D	.0001	No	Matthew Nichols	Agreement	Restricted	None
2/7/2024	Cancellation	-366,667	Preferred D	.0001	No	Matthew Nichols	Agreement	Restricted	None
3/14/2024	New Issuance	1,074,995	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
4/4/2024	Conversion	-585,295	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
4/4/2024	New Issuance	64,382,450	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
5/2/2024	Conversion	-125,000	Preferred D	.0001	No	Jamie Collins	Consulting Agreement	Restricted	None
5/2/2024	Conversion	-175,000	Preferred D	.0001	No	Jamie Collins	Consulting Agreement	Restricted	None
5/2/2024	New Issuance	19,250,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
5/2/2024	New Issuance	13,750,000	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
5/8/2024	Conversion	-590,910	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None

5/8/2024	New Issuance	65,000,100	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
5/30/2024	Conversion	-174,550	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Agreement	Restricted	None
6/6/2024	New Issuance	19,200,500	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
6/18/2024	Conversion	-151,450	Preferred D	.0001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
6/18/2024	Conversion	-409,090	Preferred D	.0001	No	Brandon Spikes	Agreement	Restricted	None
6/18/2024	New Issuance	16,659,500	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
6/18/2024	New Issuance	44,999,900	Common	.001	No	Brandon Spikes	Agreement	Restricted	None
9/16/2024	Cancelled	-163,700.00	Preferred D	0.001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
09/16/2024	New Issuance	18,007,000	Common	0.001	No	RB CROWN CONSULTING LLC – Ryan Medico	Consulting Agreement	Restricted	None
3/20/2025	New Issuance	78,400	Preferred D	.0001	No	Mark Hamann	Acquisition Agreement	Restricted	None
3/20/2025	New Issuance	182,000	Preferred D	.0001	No	Paul Dezzutti	Acquisition Agreement	Restricted	None
3/20/2025	New Issuance	210,000	Preferred D	.0001	No	William Lamar	Acquisition Agreement	Restricted	None
3/20/2025	New Issuance	224,000	Preferred D	.0001	No	Chris Sadek	Acquisition Agreement	Restricted	None
3/20/2025	New Issuance	733,600	Preferred D	.0001	No	LiP LLC- Tyler Stone	Acquisition Agreement	Restricted	None
3/20/2025	New Issuance	1,372,000	Preferred D	.0001	No	Tyler Stone	Acquisition Agreement	Restricted	None
6/24/2025	New Issuance	80,000,000	Common	.0001	No	Robert Clark	Settlement Agreement	Restricted	None

7/22/2025	New Issuance	95,000,000	Common	0.001	No	Robert Clark	Settlement Agreement	Restricted	None
9/03/2025	New Issuance	98,000,000	Common	0.001	No	Robert Clark	Settlement Agreement	Restricted	None
9/25/2025	New Issuance	100,000,000	Common	0.001	No	Robert Clark	Settlement Agreement	Restricted	None
10/3/2025	New Issuance	110,000,000	Common	0.001	No	Robert Clark	Settlement Agreement	Restricted	None
10/17/2025	New Issuance	130,000,000	Common	0.001	No	Robert Clark	Settlement Agreement	Restricted	None
11/10/2025	New Issuance	140,000,000	Common	0.001	No	Robert Clark	Settlement Agreement	Restricted	None
11/28/2025	New Issuance	160,000,000	Common	0.001	No	Robert Clark	Settlement Agreement	Restricted	None
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>12/31/2025</u>									
Common: 1,786,162,516									
Preferred: 13,078,884									

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

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

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.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
6/20/2023	21,500	31,878.64	9/25/2025	Option to convert to shares	0	318,786,400	Matthew Nicoletti	Operating Capital
10/24/2023	\$16,500	24,123.26	10/24/2025	Option to convert to shares	0	241,232,600	Matthew Nicoletti	Operating Capital

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

11/8/2023	\$29,000	41,806.19	11/8/2025	Option to convert to shares	0	418,061,900	Matthew Nicoletti	Operating Capital
12/28/2023	\$61,000	86,708.79	12/28/2025	Option to convert to shares	0	867,087,900	RM Management Group (Chelsea Anderson)	Operating Capital
3/14/2024	\$144,975	197,559.73	3/14/2026	Option to convert to shares	0	1,975,597,300	RM Management Group (Chelsea Anderson)	Operating Capital
6/20/2024	\$87,525	114,342.96	6/20/2026	Option to convert to shares	0	1,143,429,600	RM Management Group (Chelsea Anderson)	Operating Capital
7/31/2024	\$60,500	77,633.35	7/31/2026	Option to convert to shares	0	776,333,500	RM Management Group (Chelsea Anderson)	Operating Capital
9/13/2024	\$11,500	14,702.81	9/13/2026	Option to convert to shares	0	147,028,100	Matthew Nicoletti	Operating Capital
Total Outstanding Balance:		588,755.73	Total Shares:		0	5,887,557,300		

*Note: In Q1 of 2026 the Notes with the following dates were extinguished and have a \$0 balance: 6/20/2023, 10/24/2023, 11/8/2023, and 9/13/2024.

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

4) Issuer's Business, Products and Services

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

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

Branded Legacy, Inc. ("the Company") provides high-level strategic advisory and operational transformation services focused on complex research, clinical development, and data-intensive organizations.

We specialize in supporting large-scale international research consortia, platform clinical trials, and institutional/government data science initiatives. Our core operations center on diagnosing operational inefficiencies, redesigning legacy systems, and implementing transparent, high-impact solutions that deliver measurable results.

Key areas of operation include:

- Strategic turnaround and organizational restructuring
- Design, optimization, and management of adaptive platform clinical trials
- Forensic-level data governance, integrity auditing, and equity analysis
- Building and managing strategic partnerships across academia, industry, and government
- Data science strategy and evidence-based decision support for complex environments

Led by Dr. Forrest, with extensive experience as former Executive Director of the TOGETHER Trial Consortium and Chief Partnerships Officer at Platform Life Sciences, our operations emphasize rigorous analytical expertise, resilient system-building, and the ability to navigate and improve performance in highly complex, multi-stakeholder settings.

We focus on delivering clarity, efficiency, and sustainable outcomes for organizations operating in challenging research and data environments. For further details and updates on Branded Legacy's operations, please visit their [profile on OTC Markets](#) or their [official website](#).

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

All Companies are included in this disclosure statement.

3. Describe the issuers' principal products or services.

We deliver expert strategic advisory and operational transformation services for complex research, clinical trial, and data-driven organizations.

Led by Dr. Forrest — a seasoned leader with deep experience directing large-scale international research consortia and platform clinical trials — we specialize in:

Strategic Turnaround & Operational Excellence: Identifying inefficiencies, restructuring legacy systems, and building resilient, high-performing operational frameworks in challenging environments.

Platform Clinical Trial Design & Management: Expert guidance in developing and optimizing adaptive platform trials and large-scale international research consortia.

Data Governance, Integrity & Forensic Analysis: Rigorous, forensic-level scrutiny of data systems, governance structures, and equity considerations to ensure transparency, accuracy, and compliance.

Partnerships & Ecosystem Building: Strategic partnership development and stakeholder alignment across academia, industry, and government.

Data Science Strategy & Decision Support: Advisory services to governments and organizations on leveraging data science for better decision-making and measurable impact.

With a proven track record of cleaning up complex legacy structures and implementing transparent, executable plans, we help organizations achieve clarity, efficiency, and sustainable results.

5) Issuer's Facilities

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

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

The Company's corporate office is located at 502-1505 W 2nd Ave. Vancouver, British Columbia, Canada V6H 3Y4. The Company leases 14,000 square feet of space at 751 North Drive, Melbourne, FL 32934 for \$8,500 a month. Its current lease ends August of 2030.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Dr. Jamie Forrest	CEO	Vancouver, BC, Canada	-	-	-	-
Utopia Bay, Inc.	Shareholder	Beverly Hills, CA	880,000	Preferred	100%	David Harkam
Micael Molen	Shareholder	Berkely Lake, GA	2,200,000	Preferred A	100%	-
Jamie Collins	Shareholder	Waxhaw, NC	834,000	Preferred B	100%	-
L1P LLC	Shareholder	Columbia, SC	733,600	Preferred D	13.67%	Tyler Stone
Tyler Stone	Shareholder	Columbia, SC	1,372,000	Preferred D	25.57%	-
R&J Management Group LLC	Shareholder	Waxhaw, NC	333,000	Preferred D	6.2%	Jamie Collins
Richard Pertile	Shareholder	Tarpon Springs, FL	2,000,000	Preferred D	37.28%	-
David Oswald	Shareholder	Melbourne, FL	3,800,000	Preferred Series E	100%	-

*Note – On April 23, 2026, Dr. Jamie Forrest resigned as CEO and Jeffery Robison was appointed CEO

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Clifford J Hunt, Esquire
Address 1: 8200 Seminole Boulevard
Address 2: Seminole, Florida 33772
Phone: 772-471-0444
Email: cjh@huntlawgrp.com

Accountant or Auditor

Name: Ryan Medico
Firm: Solutions Group Accounting Firm
Address 1: 1275 Lake Heathrow Ln
Address 2: Heathrow, FL 32746
Phone: 321-356-9721
Email: accounting@solutionsgroupaccounting.com

Investor Relations

Name: _____
Firm: _____

Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: <https://x.com/BrandedLegacy>
Website: <https://brandedlegacy.com>

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: Ryan Medico
Title: CFO | Solutions Group Accounting Firm
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: Ryan Medico
Title: CFO | Solutions Group Accounting Firm
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁶ Ryan Medico has over 16 years of experience in finance and accounting with over 8 years of experience in financial disclosure preparation for OTC Markets companies.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;

⁶ 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.

- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

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

Branded Legacy, Inc.
Consolidated Balance Sheet
Year Ending
December 31, 2025
Unaudited

	December 31, 2025	December 31, 2024
ASSETS		
Current Assets		
Cash	\$364,430	\$7,129
Accounts Receivable AR	\$0	\$216,515
Deposits	\$0	\$0
Total Current Assets	\$364,430	\$223,644
Fixed Assets		
Accumulated Depreciation	\$0	-\$314,343
Equipment	\$1,405	\$3,391,744
Total Fixed Assets	\$1,405	\$3,077,401
Other Current Assets		
Inventory Asset	\$28,205	\$34,052
Total Other Current Assets	\$28,205	\$34,052
TOTAL ASSETS	\$394,040	\$3,335,097
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	\$0	\$362
Lease Liability	\$0	\$0
Credit	\$0	\$7,123
Other Current Liabilities	\$234,970	\$0
Total Current Liabilities	\$234,970	\$7,485
Long Term Liabilities		
KGB	\$1,446,000	\$1,500,000
PPP Loan RW	\$0	\$39,488
Equipment Loan	\$0	\$0
Convertible Note	\$588,756	\$0
Loan	\$0	\$0
Total Long Term Liabilities	\$2,034,756	\$1,539,488
Total Liabilities	\$2,269,726	\$1,546,973
Stockholder Equity (Deficit)		
Common Stock Par value \$.00001 1,786,162,516 shares issued and outstanding at December 31, 2025	\$963,039	\$608,039
Capital Preferred Stock Par value \$.00001 13,078,884 shares issued and outstanding at December 31, 2025	\$3,114	\$3,114
Net Gain or Loss of Discontinued Operations	\$0	\$0
Funding from LOC	\$0	\$0

Additional Paid in Capital	\$307,512	\$274,347
Adjustment	\$0	
Retained Earnings	-\$3,149,351	\$902,626
Total Stockholder Deficit	-\$1,875,686	\$1,788,124
TOTAL LIABILITIES & Stockholder Deficit	\$394,040	\$3,335,097

Branded Legacy, Inc.
Consolidated Profit & Loss Statement
Year Ending
December 31, 2025
Unaudited

	December 31, 2025	December 31, 2024
Revenue	\$491,592	\$48,397
Cost of Goods Sold	\$166,637	\$17,374
Gross Profit	\$324,955	\$31,023
Expense		
General and Administrative	\$643,032	\$139,455
Stock Compensation	\$0.00	
Total Expense	\$643,032	\$139,455
EBITDA	(\$318,077)	(\$108,432)
Other Income		
Other Income	\$0	\$0
Total Other Income	\$0	\$0
Other Expense		
Depreciation Expense	\$32,253	\$0
Interest Expense	\$31,954	\$0
Total Other Expense	\$64,207	\$0
Net Other Expense	(\$382,284)	(\$108,432)
Net Loss Per Common Share		
Basic and diluted	\$0	\$0
Weighted Average Common Shares Outstanding		
Basic and diluted	\$1,521,940,294	\$857,925,323

Branded Legacy, Inc.
Consolidated Cash Flow Statement
Year Ending
December 31, 2025
Unaudited

	December 31,	December 31,
	2025	2024
OPERATING ACTIVITIES		
Net Income	(\$382,284)	(\$108,431)
Adjustments to reconcile Net Income	\$0	\$0
Decrease (Increase) in accounts receivable	\$216,515	\$0
Decrease (Increase) in inventory	\$30,218	\$0
Decrease (Increase) in undeposited funds	\$0	\$0
Decrease (Increase) in credit liabilities	\$170,515	(\$313)
Decrease (Increase) in sales tax liabilities	\$12,653	\$0
Decrease (Increase) in tips	\$21,855	\$0
Net cash provided by Operating Activities	\$69,473	(\$108,744)
INVESTING ACTIVITIES		
Purchase of Equipment	\$3,077,402	\$96,760
Right of Use Assets	\$0	\$0
Net cash provided by Investing Activities	\$3,077,402	\$96,760
FINANCING ACTIVITIES		
Additional paid in capital	\$33,165	\$9,700
Common Stock	\$446,300	\$0
Loan	(\$91,300)	\$0
Convertible Notes Payable	\$495,268	\$0
Accrued Interest	\$0	\$0
Retained Earnings	(\$4,017,785)	\$0
RM Management LOC	\$0	\$0
Owner Draws	\$116,972	\$0
Opening Balance Equity	\$0	\$0
Net cash provided by Financing Activities	(\$3,017,380)	\$9,700
Net cash increase for period	\$129,494	(\$2,284)
Cash at beginning of period	\$234,935	\$9,413
Cash at end of period	\$364,430	\$7,129

Branded Legacy, Inc.
Consolidated Statements of Stockholder's (Deficit)
December 31, 2025

	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
Balance December 31, 2024	873,162,516	608,039	13,078,884	3,114	274,347	902,641	1,788,124
Prior period adjustment						(16)	(16)
Additional Paid In Capital							
Balance Equity Adjustment of LOC						(470,715)	(470,715)
Preferred shares issued							-
Common shares issued							
Net Income (Loss)						(37,833)	(37,833)
Balance March 31, 2025	873,162,516	608,039	13,078,884	3,114	307,512	394,077	1,279,560
Prior period adjustment							
Additional Paid In Capital					33,165		33,165
Balance Equity Adjustment of LOC							
Preferred shares issued							
Common shares issued	80,000,000	8,000					8,000
Net Income (Loss)						(16,598)	(16,598)
Balance June 30, 2025	953,162,516	616,039	13,078,884	3,114	307,512	377,480	1,304,144
Prior period adjustment							
Additional Paid In Capital						289,747	289,747
Balance Equity Adjustment of LOC							-
Preferred shares issued							-
Common shares issued	293,000,000	293,000					293,000
Net Income (Loss)						(284,389)	(284,389)
Comprehensive Loss/Gain							
Balance September 30, 2025	1,246,162,516	909,039	13,078,884	3,114	307,512	382,838	1,602,503
Prior period adjustment						(433,160)	(433,160)

Additional Paid In Capital						-	-
Balance Equity Adjustment of LOC							-
Removal of Subsidiary						(2,890,246)	(2,890,246)
Preferred shares issued							-
Common shares issued	540,000,000	54,000					54,000
Net Income (Loss)						(208,784)	(208,784)
Comprehensive Loss/Gain							
Balance December 31, 2025	1,786,162,516	963,039	13,078,884	3,114	307,512	(3,149,351)	(1,875,686)

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – Organization & Description of Business

- A. Branded Legacy is a publicly traded US Corporation, that provides high-level strategic advisory and operational transformation services focused on complex research, clinical development, and data-intensive organizations. Branded Legacy specializes in supporting large-scale international research consortia, platform clinical trials, and institutional/government data science initiatives. Our core operations center on diagnosing operational inefficiencies, redesigning legacy systems, and implementing transparent, high-impact solutions that deliver measurable results.
- B. In 1981 Blue Ridge, Inc., a publicly traded company, was incorporated in the State of Utah. Blue Ridge, Inc. bred champion horses. In 1984, Vencor Corporation was incorporated as a private company to produce and market DiDeeSnug Diaper, an environmentally responsible cloth diaper that was both washable and reusable. In 2016 the entity changed its name to Elev8 Brands, Inc. As of May 22, 2020 the Company changed its name to Branded Legacy, Inc.
- C. The Company's fiscal year end is December 31.

NOTE 2 – Summary of Significant Accounting Policies

Method of Accounting

The Company's financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Cash and Cash Equivalents

Cash and cash equivalents include time deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of three months or less.

Accounts Receivable

The Company considers accounts receivable to be fully collectible. Accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

Earnings (Loss) per Share

Earnings (loss) per share of common stock are computed in accordance with FASB ASC 260 "Earnings per Share". Basic earnings (loss) per share are computed by dividing income or loss available to common shareholders by the weighted-average number of common shares outstanding for each period. Diluted earnings per share are calculated by adjusting the weighted average number of shares outstanding assuming conversion of all potentially dilutive stock options, warrants and convertible securities, if dilutive. Common stock equivalents that are anti-dilutive are excluded from both diluted weighted average number of common shares outstanding and diluted earnings (loss) per share.

Fair Value of Financial Instruments

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts payable, accrued liabilities, and notes payable approximate fair value given their short-term nature or effective interest rates.

Inventories

Inventories consist of VapeRx migraine formula vapes and tinctures, MoodMix mitragynine elixir oral solution and gel caps, VapeRx anxiety formula vapes and tinctures, Right Coast D9 and D8 gummies, Game Day Relief gummies and lotion, Align gummies, tinctures, and gels, Drift gummies, tinctures, and gels, Embrace sleeve systems, Enhance lubricant, Star Hill THC and kratom gummies, Nature Station Mitragynine dosing syrup, Kava dosing syrup and raw materials necessary to formulate all other product offerings. Raw materials here include alkaloids, stabilizers, flavorings, and hardware such as bottles, and packaging, etc. The shelf life of all inventories is a minimum of one year. We expect this inventory to last a minimum of one quarter, up to a year.

As of January 1, 2026, the Company reports no inventory balance. This follows the complete divestment of its subsidiaries, through which all remaining inventory was transferred or sold as part of the transaction.

Depreciation

Assets are depreciated over 5 years using straight-line depreciation. Assets consist of computer equipment. Depreciation started in 2018 when purchases were made.

NOTE 3 – Summary of Significant Accounting Policies - continued

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company sales consist of natural hemp, CBD, mitragynine, cannabinoid, functional mushroom and kavalactone infused products. The raw hemp, kratom, kava, and mushrooms used in formulations are procured from outside vendors, and are extracted in house. When the price for these extracts are favorable, at times these extracts are purchased from trusted providers. The Company sells products to consumers, wholesalers and distributors.

The Company recognizes revenue in accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606, Revenue from Contracts with Customers, which requires that five basic steps be followed to recognize revenue: (1) a legally enforceable contract that meets criteria standards as to composition and substance is identified; (2) performance obligations relating to provision of goods or services to the customer are identified; (3) the transaction price, with consideration given to any variable, noncash, or other relevant consideration, is determined; (4) the transaction price is allocated to the performance obligations; and (5) revenue is recognized when control of goods or services is transferred to the customer with consideration given, whether that control happens over time or not. Determination of criteria (3) and (4) are based on our management’s judgments regarding the fixed nature of the selling prices of the products and services delivered and the collectability of those amounts.

Private Label Customers are wholesale distributors of the Company’s product, under their own wholesale private label brand. The products are made to Company specifications and shipped directly to the wholesaler. The pricing is predicated upon a volume discount negotiated at the time of the placement of the orders. Product is produced and labeled in the Longwood manufacturing facility and shipped directly to the Private Label customer who re-distributes to their retail and other customers. The products are fully paid when shipped.

Revenue from product sales is recognized when an order has been obtained, the price is fixed and determinable, the product is shipped, the title has transferred, and collectability is reasonably assured.

NOTE 4 – Leasing

The Company's corporate office is located at 502-1505 W 2nd Ave. Vancouver, British Columbia, Canada V6H 3Y4.

Effective April 1, 2024, the Company entered into a lease agreement at 751 North Drive, Suite 9, Melbourne, Florida 32934 for approximately 14,000 square feet of office space. Under the terms of the agreement, monthly rent is \$8,500. The lease term extends through August 2030.

As of December 31, 2025, the Company has not made rental payments under this agreement and has accrued 21 months of unpaid rent totaling \$178,500, which is included in accrued expenses on the accompanying balance sheet.

The Company is currently in discussions with the lessor regarding repayment terms and potential restructuring of the lease obligations.

NOTE 5 – Related Party Transactions

N/A

NOTE 6 – Discontinued Operations

- a. Elev8 Hemp LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp water, and hemp-based skin care products.
- b. Spikes CBDx, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently, Spikes CBDx products consist of CBD Tinctures, CBD Massage Oil, CBD Salve, CBD CryoGel, Delta 8 Tinctures and Delta 8 Gummies.
- c. Versatile Industries, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the private label of hemp and CBD products.
- d. Magic 1 Promotions, LLC is a wholly owned subsidiary of Versatile Industries, LLC. It is a water purification and solar company. In April of 2023 the Company sold Magic 1 Promotions, LLC DBA H2O and Solar Energy Solutions to Consumer Automotive Finance, Inc. for Twenty Million (20,000,000) restricted common stock of (OTC.PK: CAFI).
- e. Total Refinement Solutions, LLC (DBA Royal Biotek) which focus on advancing biotechnical research and development. Royal Biotek, in particular, conducts in-house pre-clinical trials to ensure product efficacy and safety, thereby building consumer trust. The company's state-of-the-art facilities in Melbourne, FL, support the production and distribution of high-quality wellness products.
- f. The Alcannabist, LLC which focus on advancing biotechnical research and development. Royal Biotek, in particular, conducts in-house pre-clinical trials to ensure product efficacy and safety, thereby building consumer trust. The company's state-of-the-art facilities in Melbourne, FL, support the production and distribution of high-quality wellness products.
- g. MaryJ Pharmaceuticals, Inc. specializes in the development and distribution of cannabinoid-based products.
- h. Sycamore Biopharma, Inc. (SBP)–is renowned for developing plant-based pharmaceuticals and wellness solutions, including gummies, tinctures, compression sleeves, and pain-relieving topical creams.
- i. Bio Legacy Evaluative Group, Inc. is a revolutionizing intranasal drug delivery for global health solutions with a mission to combat global health crises.
- j. Pau Hana Kava LLC and Kraken Tea House LLC are Kava bars located in Melbourne FL that markets and sales kava-based beverages and tea house products.

NOTE 7 – Acquisitions

a. Acquisition of Bio Legacy Evaluative Group

On July 29, 2025 (the “Effective Date”), Branded Legacy, Inc. (the “Company”) entered into an Acquisition Agreement (the “Agreement”) with Bio Legacy Evaluative Group (“Bio Legacy” or the “Seller”), a corporation organized under the laws of British Columbia, Canada, pursuant to which the Company agreed to acquire 100% of the outstanding equity interests of Bio Legacy (the “Equity Interests”). Upon closing, Bio Legacy will become a wholly owned subsidiary of the Company.

Bio Legacy is a health innovation technology company developing intranasal drug delivery products, including an all-in-one intranasal naloxone device and a platform technology for mixing solutions with lyophilized compounds. These technologies are designed to address dosing precision, reduce manufacturing costs, and open new markets for vaccines and cold-chain dependent medications.

Under the terms of the Agreement, the Company will issue to the shareholders of Bio Legacy shares of the Company’s Preferred D Stock (the “Consideration Stock”) valued at \$1,500,000. The Consideration Stock will be allocated to the shareholders on a pro rata basis according to their respective ownership percentages. The Consideration Stock is subject to the following restrictions:

- A mandatory holding period of two years from the closing date;
- Conversion into common stock is permitted only if Bio Legacy achieves a post-acquisition valuation of at least \$40,000,000, as determined by an independent third-party valuation firm; and
- The issuance is made pursuant to exemptions from registration under Regulation D of the Securities Act of 1933. Each selling shareholder represented that they are an accredited investor.

The Agreement also includes a conditional research and development commitment whereby the Company will make available a budget of \$1,000,000 (the “R&D Budget”) to further develop Bio Legacy’s technologies. The R&D Budget becomes available only upon (i) the Company successfully uplisting to the OTCQB market tier and (ii) achieving a minimum share price of \$0.01, sustained for at least five consecutive trading days.

The Company is accounting for the acquisition as a business combination under ASC 805. The total consideration for the acquisition is equal to the fair value of the Consideration Stock on the acquisition date. As of September 30, 2025, the Company’s analysis of the identifiable assets acquired and liabilities assumed is ongoing. Accordingly, the purchase price allocation is preliminary. Upon completion of the valuation process, the Company will disclose the final allocation to identifiable intangible assets (including provisional patents and technology rights), goodwill, and other recognized assets and liabilities.

The Company reviewed the terms of the Preferred D Stock, including the contingent conversion features, for potential recognition of derivative liabilities under ASC 815. The evaluation is ongoing as of the reporting date. Any derivative liability or equity classification adjustments will be recorded in the period the analysis is completed.

Bio Legacy’s projected development pipeline includes prototype manufacturing in 2025, clinical trials in 2026, and anticipated market readiness in 2027, in an intranasal therapeutics market projected to exceed \$1.16 billion by 2032. The acquisition is expected to enhance the Company’s long-term product portfolio within the health technology and intranasal delivery markets. However, the ultimate financial impact of the acquisition will depend on successful integration, regulatory progress, commercial feasibility, and the Company’s ability to meet the conditions required to fund the R&D Budget.

On December 8, 2025, the acquisition was unwound under a Subsidiary Divestiture Agreement.

b. Acquisition of Pau Hana Kava LLC and Kraken Tea House LLC

On September 1, 2025 (the “Effective Date”), Branded Legacy Inc. (the “Company”) entered into an Asset Purchase Agreement (the “Agreement”) with Pau Hana Kava LLC (“Seller 1”) and Kraken Tea House LLC (“Seller 2,” and together with Seller 1, the “Sellers”), pursuant to which the Company agreed to acquire substantially all of

the assets used in the Sellers' business of sourcing, processing, and distributing kava products and operating tea houses (the "Business").

Under the Agreement, the Company acquired all assets, properties, rights and interests of the Sellers used in, held for use in, or related to the Business (the "Acquired Assets"), including tangible personal property (equipment, fixtures, inventory and supplies), intellectual property (trade names, trademarks, domain names, websites, proprietary formulas and processes, customer and supplier relationships and related goodwill), contracts and leases related to the Business, accounts receivable, certain other current assets, cash and cash equivalents related to the Business, and books and records. The Acquired Assets were acquired free and clear of all liens and encumbrances. The Company did not assume any of the Sellers' pre-existing liabilities, including debt, taxes, employee-related obligations, litigation or other commitments, all of which remain the responsibility of the Sellers.

As consideration for the Acquired Assets, the Company issued to the Sellers, jointly, a convertible promissory note (the "Note") with the following key terms:

- Principal amount of \$265,000;
- Issue date of September 1, 2025 and maturity date of September 1, 2027;
- Simple interest at 5% per annum, payable at maturity or upon earlier conversion or prepayment;
- Convertible, at the option of the holders after a 12-month holding period from the issue date, into shares of the Company's common stock at a conversion price equal to 70% of the volume-weighted average price ("VWAP") of the Company's common stock for the 10 consecutive trading days immediately preceding the holders' delivery of a conversion notice; and
- Upon certain uncured events of default, a reset of the conversion price to 60% of VWAP, as defined in the Note.

The Note is unsecured. The Company may prepay all or any portion of the outstanding principal and accrued interest at any time without penalty, subject to notice provisions set forth in the Note.

In connection with the transaction, the Company intends to form a new wholly owned limited liability company under the laws of the State of Utah, to be named Bar Kava LLC or such other name as may be determined (the "New LLC"). Following the closing of the transaction, the Company plans to contribute the Acquired Assets to the New LLC in exchange for 100% of the membership interests of the New LLC, which will operate the kava and tea house business.

The Company is accounting for this transaction as an asset acquisition. The purchase price is equal to the fair value of the consideration transferred, including the fair value of the Note at the acquisition date, plus directly attributable transaction costs. The Company is in the process of completing its valuation analysis. Accordingly, the allocation of the purchase price to the identifiable tangible and intangible assets acquired is preliminary as of September 30, 2025. Once finalized, the Company will disclose the allocation of the purchase price to major asset classes, including inventory, property and equipment, identifiable intangible assets and goodwill, if any.

The Company is also evaluating the Note's conversion terms and default-related adjustments under applicable accounting guidance related to convertible instruments and derivative features. If the Company concludes that the conversion or other features meet the criteria for separate recognition, an embedded derivative liability (or equity component) will be recorded at fair value at the acquisition date, with subsequent changes in fair value recognized in earnings in future periods, as required.

This acquisition is expected to expand the Company's product portfolio and operating footprint in the kava and specialty beverage market; however, the ultimate financial impact will depend on the Company's ability to integrate the acquired operations and execute on its growth plans.

On December 31, 2025, the acquisition was unwound under a Termination and Recission Agreement.

NOTE 8 - Shipping and Handling

We bill our customers for shipping and handling charges, which are included in net sales for the applicable period, and the corresponding shipping and handling expense is reported in cost of sales.

NOTE 9 – Investors:

On March 6, 2019, Kona Gold Solutions, Inc. converted 146,803,365 shares of Branded Legacy, Inc. common stock, par value \$.00001, into 2,746,723 shares of Branded Legacy Inc. Series D preferred stock. On November 27, 2019, Kona Gold Solutions, Inc entered into an agreement with Branded Legacy, Inc., whereas Elev8 Brands, Inc. would receive all 2,746,723 shares of Branded Legacy, Inc. Series D preferred stock for a non-convertible promissory note to Kona Gold Solutions, Inc. for \$1,500,000 with payment due November 27, 2029. As of December 31, 2019, and 2018, this investment is disclosed on the accompanying balance sheets.

During the year ended December 31, 2025, the Company entered into a series of Assignment Agreements with Kona Gold, LLC, whereby portions of the outstanding balance were converted into equity. As a result of these transactions, the total amount owed to Kona Gold was reduced from \$1,500,000 to \$1,408,700 as of December 31, 2025.

The conversions were executed across eight separate agreements, with each conversion resulting in the issuance of common shares in exchange for a reduction in the outstanding liability. The activity is summarized as follows:

Date of Conversion	Converted Amount	Shares Issued	Remaining Balance
Beginning Balance	—	—	\$1,500,000
May 19, 2025	\$8,000	80,000,000	\$1,492,000
June 14, 2025	\$9,500	95,000,000	\$1,482,500
August 18, 2025	\$9,800	98,000,000	\$1,472,700
September 16, 2025	\$10,000	100,000,000	\$1,462,700
October 3, 2025	\$11,000	110,000,000	\$1,451,700
October 17, 2025	\$13,000	130,000,000	\$1,438,700
November 10, 2025	\$14,000	140,000,000	\$1,424,700
November 28, 2025	\$16,000	160,000,000	\$1,408,700

These transactions represent partial settlements of the liability through equity issuance. The Company recorded reductions to the outstanding obligation and corresponding increases to equity based on the terms of each agreement.

Management continues to evaluate additional opportunities to further reduce the outstanding balance with Kona Gold through similar arrangements or other negotiated settlements.

NOTE 10 – Private Placement Memorandum

The Company has utilized investment opportunities through a PPM which results in issuing investment shares of Series Preferred D share. In order to establish a par rate an average of the ten-day prior closing price is utilized. At this point a 35% discount is applied.

NOTE 11 – Income Taxes

The company has experienced a net loss and has a net operating loss carry-forward of \$(298,461) in 2020.

All related deferred tax assets have been fully reserved for future profitability and taxable income is required to realize such an asset.

NOTE 12 - Subsequent Events

DEBT MODIFICATION AND ELIMINATION OF CONVERSION FEATURES

On April 23, 2026, Dr. Jamie Forrest resigned as CEO and all other positions and Jeffery Robison was appointed CEO.

On February 1, 2026, the Company entered into an exchange agreement with MN2019, LLC (the "Lender") to restructure and consolidate four outstanding convertible promissory notes into a single term loan.

As of the effective date, the aggregate outstanding balance of the convertible notes totaled \$113,800.55, consisting of \$78,500 in principal and \$35,300.55 of accrued interest. The notes carried stated interest rates of approximately 10% and included conversion features that permitted the Lender to convert outstanding balances into equity of the Company.

Pursuant to the exchange agreement, the convertible notes were canceled in full and replaced with a new term loan in the principal amount of \$113,800.55. The new loan bears interest at a fixed rate of 8.75% per annum, requires monthly interest payments, and matures on February 1, 2028. The loan is prepayable at any time without penalty and does not contain any conversion features.

The purpose of the transaction was to simplify the Company's capital structure, reduce its borrowing cost, and eliminate potential equity dilution associated with the conversion features of the prior notes.

The Company evaluated the transaction under ASC 470-50, Debt Modifications and Extinguishments, and determined that the exchange represents a modification of existing debt rather than an extinguishment, as the terms were not substantially different. Accordingly, no gain or loss was recognized. The carrying value of the convertible notes, including accrued interest, was reclassified to the new term loan.

As a result of the modification, the stated interest rate was reduced from approximately 10% to 8.75%, and the Company eliminated all conversion features associated with the prior notes, thereby removing potential future dilution to existing shareholders.

The term loan includes customary events of default, including non-payment, covenant breaches, and insolvency-related events, which may result in acceleration of the outstanding balance.

NOTE 13 - Share Structure

In an effort to clean up the share structure, management retired a total of 2.44 billion common shares held by management, and reduced our authorized share count by 1.5 billion shares. The equity these shares represent shall be protected through an upcoming issuance of preferred series shares to our executives.

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, Jeffery Robison certify that:

1. I have reviewed this Disclosure Statement for Branded Legacy, 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.

5/13/2026

/s/ Jeffery Robison [CEO's Signature]/

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Jeffery Robison certify that:

1. I have reviewed this Disclosure Statement for Branded Legacy, 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.

5/13/2026

/s/ Jeffery Robison | CEO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")