Pride Holdings Group

Amendment to Annual Report for 12/31/2025 originally published through the OTC Disclosure & News Service on 05/13/2026

Explanatory Note:
Amended

PRIDE HOLDING GROUP

FKA PARLIAMENT HOUSE ENTERPRISES. INC.

250 N ORANGE
AVE SUITE 1030
ORLANDO, FL
32821

(407) 751-9198
www.prideholdingsgroup.com
tmajors@prjdeholdjogsgroup.com

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,211,542,355 as of 12/312025 *(Current Reporting Period Date or More Recent Date)*

2,300,460,093 as of 05/13/2026 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[14] of the company has occurred during this reporting period:

[14] "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; (ii) 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

(ii) 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.

Parliament House Enterorjses. Inc. from February 29.2024 to current
Hempstract Inc. from October 20.2020 until February 29. 2024.
Riverdale Oil and Gas Corporation from March 2007 until October 20. 2020.
Fraser Industries. Inc. from July 2006 until March 2007.
Helisys. Inc. from April 2002 until July 2006.

Current State and Date of Incorporation or Registration: Nevada - July 2006
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
Name Changes only as reflected above.

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:

250 N Orange Ave, Suite 1030, Orlando, FL 32821

Address of the issuer's principal place of business:
☒ *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:

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2) Security Information

Transfer Agent

(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.

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

Publiclv 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:	PHSE	
Exact title and class of securities outstanding:	Common	
CUSIP:	424700105	
Par or stated value: Total	$ 0.001 Par	
shares authorized: Total	2,500.000.000	as of date: December 31, 2025 as of
shares outstanding:	2,211,542,355	date: December 31, 2025 as of date:
Total number of shareholders of record:	465	December 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 svmbol:

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: Par	Series A Preferred	
or stated value:	$ 0.001 Par	
Total shares authorized:	0	as of date: December 31, 2025
Total shares outstanding:	0	as of date: December 31, 2025
Total number of shareholders of record:	0	as of date: December 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 Stock. Each share of Common Stock shall have, for all purposes, one (1) vote per share.

Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore. The holders of Common Stock issued and outstanding have and possess the right to receive notice of shareholders' meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Common Stock or approval of the common shareholders is required or requested.

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

Series A Preferred Stock. Whenever holders of Series "A" Preferred Stock are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by the holders of the outstanding shares of Series "A" Preferred Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all such shares entitled to vote thereon were present and voted. For the avoidance of doubt, in any matter presented to the stockholders for their consideration and action, in a noticed meeting, special meeting or by written consent, the holder of the Series "A" Preferred Stock shall be entitled to cast that number of votes equal to the total number of votes cast, plus one share to equal to a majority of the shares eligible to vote on any matter, consistent with Section 2.8 of the Corporation's By Laws.

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

N/A

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.**

N/A

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: D Yes: |X| (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/23 Common: 839,888,537 Preferred: N/A	*Right-click the rows below and select "Insert• to add rows as needed.

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of share s issue d ($/per share) at issuan	Were the shares issued at a discoun t to market price at the time	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Service	Restricted or Unrestrict ed as of this filing.	Exemptio n or Registrati on Type.
07101124	New Issuance	3,000,000	Common Stock	.002	No	Blackleaf Holdings LLC *I*	Compensati on for Services	Restricted	Rule 144
07101124	New Issuance	7,500,000	Common Stock	.002	No	George Schembrie Ill	Compensati on for	Restricted	Rule 144
07101124	New Issuance	1,250,000	Common Stock	.002	No	Eduardo Ortiz Diaz	Compensati on for	Restricted	Rule 144
06116125	New Issuance	25,000,000	Common Stock	.0074	Yes	AWOL *I* Robert	Debt Settlement	Unrestricte d	Rule 144
06116125	New Issuance	36,000,000	Common Stock	.006	Yes	AWOL *I* Robert	Compensati on for	Restricted	Rule 144
07121125	Cancelled	(100)	Series A Preferre d	0.001	Yes	MarGran, LLC -Martin Donald Granatstein	Purchase Shares	Restricted	Rule 144

09/05/25	Issued	21,428,572	Common Stock	0.06	Yes	Mark Fountain	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	500,000	Common Stock	0.06	Yes	CaleR Hall	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	500,000	Common Stock	0.06	Yes	Travis H Coles	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	26,170,000	Common Stock	0.06	Yes	Bryan Barrett	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	5,000,000	Common Stock	0.06	Yes	Joshua Barrett	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	10,000,000	Common Stock	0.06	Yes	Winnifred Inc./ Joe Lipcovich	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	5,000,000	Common Stock	0.00 1	Yes	007 Real Estate LLC/Paul Messina	Employee Compensation	Restricted	Rule 144
09/05/25	Issued	150,000	Common Stock	0.001	Yes	lftekhar Baig	Consulting	Restricted	6 Months
09/05/25	Issued	750,000	Common Stock	0.001	Yes	Andrew Allan	Compensatio n for	Restricted	Rule 144

09/05/25	Issued	46,200,000	Common Stock	0.06	yes	Fohson Investment s PTY Ltd Atf John	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	23,000,000	Common Stock	0.06	Yes	Fetch Financial Pty LTD/Criag	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	30,800,000	Common Stock	0.06	Yes	Craig Geoffrey Bell & Wendy Anne Bell as Trustee for Superannuatio	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	23,083,333	Common Stock	0.06	Yes	Awwhitehead Trust/Bart Whitehouse	Acquisition Shares	Restricted	1 year Contractu l
09/05/25	Issued	23,083,334	Common Stock	0.06	Yes	Awwhitehead Trust/Bart Whitehouse	Acquisition Shares	Restricted	2 year Contractua l
09/05/25	Issued	10,000,000	Common Stock	0.06	Yes	Christopher Smith	Acquisition Shares	Restricted	2 year Contractu l
09/05/25	Issued	10,000,000	Common Stock	0.06	Yes	Christopher Smith	Acquisition Shares	Restricted	1 year Contractua l
09/05/25	Issued	13,083,334	Common Stock	0.06	Yes	James Matthew Colunga	Acquisition Shares	Restricted	2 year Contractu l
09/05/25	Issued	13,083,333	Common Stock	0.06	Yes	James Matthew Colunga	Acquisition Shares	Restricted	1 year Contractua l

09/05/25	Issued	3,333,333	Common Stock	0.06	Yes	Colunga Family, LLC/James	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	3,333,333	Common Stock	0.06	Yes	Colunga Family, LLC/James	Acquisition Shares	Restricted	1 year Contractual Restricti
09/05/25	Issued	250,000	Common Stock	0.06	Yes	August Caudle	Acquisition Shares	Restricted	2 year Contractual
09/05/25	Issued	250,000	Common Stock	0.06	Yes	August Caudle	Acquisition Shares	Restricted	1 year Contractual
09/05/25	Issued	250,000	Common Stock	0.06	Yes	Karen Caudle	Acquisition Shares	Restricted	2 year Contractual
09/05/25	Issued	250,000	Common Stock	0.06	Yes	Karen Caudle	Acquisition Shares	Restricted	1 year Contractual
08/12/25	Issued	3,333,333	Common Stock	0.03	Yes	Joseph G	Investment/	Restricted	Rule 144
08/25/25	Issued	357,000,000	Common Stock	0.001	Yes	John Michael Barrett	Employee Compensatio	Restricted	Rule 144
09/18/25	Issued	8,095	Common Stock	0.001	Yes	Iftekhar Baig	Consultant	Restricted	6 months
09/18/25	Issued	5,000,000	Common Stock	0.05	Yes	Upward Motion/George Schembri	Investment	Restricted	2 year Contractual
09/18/25	Issued	400,000	Common Stock	0.001	Yes	Trudy Alexander	Investment	Restricted	2 year Contractual
09/18/24	Issued	333,333	Common Stock	0.001	Yes	Samuel James Woolcock	Investment	Restricted	2 year Contractu
09/25/25	Issued	1,100,000	Common Stock	0.001	Yes	007 Real Estate LLC/Real	Employee Compensatio	Restricted	Rule 144
09/29/25	Cancelled	(32,400,00)	Common Stock	0.006	Yes	American Way of Living & Co/	Services	Restricted	Rule 144
10/3/25	Issued	1,100,000	Common Stock	0.006	Yes	007 Real Estate LLC	Services	Restricted	Rule 144
10/23/25	Issued	14,486,914	Common Stock	0.006	Yes	Chris Bailey Maggie Lea Tamara Jo H	Acquisition	Restricted	Rule 144
1029/25	Issued	5,000,000	Common Stock	0.006	Yes	Sterling Marco Research LLC	Services	Restricted	Rule 144

1029/25	Issued	145,000,000	Common Stock	0.006	Yes	MICHAEL MORFIT JONATHAN PATRICK BARRETT	Services	Restricted	Rule 144
12/12/25	Issued	113,928,571	Common Stock	0.006	Yes	John Patrick Barrett	Services	Restricted	Rule 144
12/17/25	Issued	382,550,000	Common Stock	0.006	Yes	Danielle Marti 007 Real Estat	Services	Restricted	Rule 144
03/04/26	Issued	80,000,000	Common Stock	0.0006	No	MCOM Management LLC	Services	Restricted	Rule 144
03/04/26	Issued	4,000,000	Common Stock	0.0006	No		Services	Restricted	Rule 144
03/04/26	Issued	4,917,738	Common Stock	0.006	No		Note Conversion	Restricted	Rule 144
Shares Outstanding on Date of This Report: Ending Balance: Date 05/13/2026									

Example: A company with a fiscal year end of December 31[51] 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, 2024 through December 31, 2025 pursuant to the tabular format above.

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

All prior entities related to Hempstract Inc. have been closed. In September 2023; Parliament House Enterprises. Inc. became the successor corporation. On Mav 13. 2025 FINRA finalized and published the name change and the new ticker symbol ***PHSE*** *change to be effective May 13. 2025.*

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.

Total Outstanding Balance: -0- Total Shares: -0- -0-

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance (S) (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[25]	Name of Noteholder (entities must have individual with voting I investment control disclosed).	Reason for Issuance (e.g., Loan, Services,

Total Outstanding Balance:**-0-**Total Shares:**....**

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

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4) Issuer's Business, Products and Services

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

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

Parliament House Enterprises, Inc. is a hospitality and entertainment management company in the process of opening and establishing new locations and acquiring existing locations that fit its business mode.

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

N/A

C. Describe the issuers' principal products or services.

Hospitality and entertainment management company focused on the LGBTQ+ Communities.

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25 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.

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.

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.

Individual Name {First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation {ex: CEO, 5% Control person)	City and State {Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Martin Donald Granatstein	Director	Orlando, FL	N/A		
Timothy Majors	COO I Director	Orlando, FL	N/A		
Paul Messina	CFO	Orlando, FL	Common	6,100,000	.004%
MarGran, LLC I Donald Granatstein TBE Susan Unger	See above	Orlando, FL	280,333,334	Common	12.7%
John Michael Barrett	CEO/Director	Orlando, FL	398,000,000	Common	18.0%
Guilldford Investments LLC I Timothy Majors	See above	Orlando, FL	517,666,667	Common	23.4%
Bart Whitehead	Chairman	Orlando, FL	NA	Common	
Jonathan Patrick Barrett	Control person	Orlando, FL	213,928,571	Common	9.7%

Confirm that the mformat1on ln this table matches your public company prof1le 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 <u>the past 10 years:</u>

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);

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

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.

N/A

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:	Sichenzia Ross Ference Carmel **LLP**
Address 1:	1185 Avenue of the Americas, 31 st floor
Address 2:	New York NY 10036
Phone:	646-838-1310

Email: rcarroel@srfc.law

Accountant or Auditor

Name: Sanjeev Aditya
Firm: Suri & Co
Address 1:
Address 2:
Phone:
Email:

Investor Relations

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

All other means of Investor Communication:

X (Twitter): NA
Discord:
LinkedIn
Facebook:
[Other]

Other Service Providers
Provide the name of any other service provider(s) **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: NA
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: **Timothy Majors**
Title: COO
Relationship to Issuer: **Officer**

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: **Timothy Majors**
Title: **COO**
Relationship to Issuer: **Officer**

Describe the qualifications of the person or persons who prepared the financial statements: [36] **Mr. Majors is the COO and has an MBA and Master of Laws from the University of Sydney**

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, John Michael Barrett certify that:

1. I have reviewed this Disclosure Statement for Parliament House Enterprises. Inc. for the Quarter ended 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.

May 13, 2026

Is/ John Michael Barrett

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[36] 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.

CEO's Signature

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

Principal Financial Officer:

I, Tim Majors certify that:

1. I have reviewed this Disclosure Statement for Parliament House Enterprises. Inc. for the Quarter ended 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.

May 13, 2026

Is/ Tim Majors

PFO's Signature

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

PRIDE HOLDINGS GROUP (PREVIOUSLY KNOWN AS PARLIAMENT HOUSE ENTERPRISES, INC.)
BALANCE SHEETS

	December 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash	$ 226,758	$ 367,094
Inventory	128,495	-
Accounts receivable, net	27,013	-
Due from related parties	299,422	-
Prepaid expenses and other current assets	203,088	-
Assets held for sale	9,318,928	
Total current assets	10,203,703	367,094
Property and equipment, net	19,468,907	-
Intangible assets, net	6,543,833	-
Goodwill	24,046,780	-
Deposits	83,962	-
Total assets	$ 60,347,186	$ 367,094
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	$ 929,613	$ 3,096
Accrued expenses	1,075,820	101,775
Notes payable, net	1,668,668	735,000
Notes payable - related parties	3,046,948	383,211
Stock to be issued	65,000	250,000
Deferred consideration payable	442,447	-
Liabilities held for sale	644,400	-
Total current liabilities	7,872,896	1,473,082
Notes payable, net of current portion	175,000	167,541
Total liabilities	8,047,896	1,640,623
Common stock subject to possible redemption (1,659,715)	1,659,715	
Stockholders' equity (deficit):		
Preferred A stock - $0.001 par value, authorized - 100 shares, 100 shares issued and outstanding as of December 31, 2025 and 2024	-	-
Common stock - $0.001 par value, 2,500,000,000 shares authorized, 2,211,542,355 and 851,638,537 shares issued and outstanding as of December 31 2025 and 2024, respectively	2,209,882	851,638
Additional paid-in capital	72,907,982	12,325,705
Treasury stock	(670,000)	-
Accumulated deficit	(23,945,113)	(14,450,872)
Accumulated other comprehensive income	136,824	-
Total stockholders' equity (deficit)	50,639,575	(1,273,529)
Total liabilities, common stock subject to possible redemption and stockholders' equity (deficit)	$ 60,347,186	$ 367,094

See accompanying notes to the financial statements.

PRIDE HOLDINGS GROUP (PREVIOUSLY KNOWN AS PARLIAMENT HOUSE ENTERPRISES, INC.)
STATEMENTS OF OPERATIONS

	For the Years Ended December 31,	
	2025	**2024**
Revenues	$ 3,018,733	$ -
Cost of revenues	673,114	-
Gross profit	2,345,619	-
Operating expenses:		
General and administrative	10,871,008	243,788
Sales and marketing	92,885	-
Professional fees	472,362	56,931
Impairment of assets	-	232,352
Total operating expenses	11,436,255	533,071
Loss from operations	(9,090,636)	(533,071)
Other income (expense):		
Interest expense	(61,954)	(411,082)
Interest income	-	-
Loss on extinguishment of debt	-	(25,000)
Other income	47,989	-
Total other expense	(13,965)	(436,082)
Loss from continuing operations	(9,104,601)	(969,153)
Loss from discontinued operations, net of tax	(315,148)	-
Net loss	(9,419,749)	(969,153)
Other comprehensive income (loss)	136,824	-
Net comprehensive loss	$ (9,282,925)	$ (969,153)
Weighted average common shares outstanding - basic and diluted	1,530,760,589	848,980,256
N Continuing operations	$ (0.01)	$ (0.00)
Discontinued operations	$ (0.00)	$ -

See accompanying notes to the financial statements.

PRIDE HOLDINGS GROUP (PREVIOUSLY KNOWN AS PARLIAMENT HOUSE ENTERPRISES, INC.)

STATEMENTS OF CHANGES IN COMMON STOCK SUBJECT TO POSSIBLE REDEMPTION AND STOCKHOLDERS' DEFICIT

	Common Stock Subject to Possible Redemption		Preferred A Stock		Common Stock		Additional Paid-In	Treasury	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Stock	Deficit	Income	Equity (Deficit)
Balances at December 31, 2023	-	$ -	100	$ -	839,888,537	$ 839,888	$ 12,302,205	$ -	$ (13,481,719)	$ -	$ (339,626)
Common stock issued for services	-	-	-	-	1,250,000	1,250	2,500	-	-	-	3,750
Common stock issued for officer compensation	-	-	-	-	7,500,000	7,500	15,000	-	-	-	22,500
Common stock issued for non-cash interest	-	-	-	-	3,000,000	3,000	6,000	-	-	-	9,000
Net loss	-	-	-	-	-	-	-	-	(969,153)	-	(969,153)
Balances at December 31, 2024	-	-	100	-	851,638,537	851,638	12,325,705	-	(14,450,872)	-	(1,273,529)
Common stock issued for acquisitions	1,659,715	1,659,715	-	-	850,153,142	850,153	50,380,382	-	-	-	51,230,535
Common stock issued pursuant to debt conversions	-	-	-	-	70,641,666	70,642	2,477,883	-	-	-	2,548,525
Common stock issued for cash	-	-	-	-	4,526,390	4,526	302,074	-	-	-	306,600
Common stock issued for officer compensation	-	-	-	-	54,340,000	54,340	3,626,440	-	-	-	3,680,780
Common stock issued for officer compensation	-	-	-	-	357,000,000	357,000	2,179,594	-	-	-	2,536,594
Common stock issued for services	-	-	-	-	16,109,295	16,109	1,070,478	-	-	-	1,086,588
Common stock issued for failed acquisition	-	-	-	-	10,000,000	10,000	660,000	-	-	-	670,000
Cancellation of Shares	-	-	-	-	-	-	-	(670,000)	-	-	(670,000)
Contingent consideration for acquisitions	-	-	-	-	-	-	187,500	-	-	-	187,500
Currency translation adjustment	-	-	-	-	-	-	-	-	-	136,824	136,824
Opening Balance Equity reclass	-	-	-	-	-	-	-	-	(74,492)	-	(74,492)
Net loss	-	-	-	-	-	-	-	-	(9,419,749)	-	(9,419,749)
Balances at December 31, 2025	1,659,715	$ 1,659,715	100	$ -	2,214,409,030	$ 2,214,408	$ 73,210,056	$ (670,000)	$ (23,945,113)	$ 136,824	$ 50,946,175

See accompanying notes to the financial statements.

PRIDE HOLDINGS GROUP (PREVIOUSLY KNOWN AS PARLIAMENT HOUSE ENTERPRISES, INC.)
STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2025	For the Years Ended December 31, 2024
Cash flows from operating activities:		
Net loss from continuing operations	$ (9,104,601)	$ (969,153)
Adjustments to reconcile net loss to net cash used in operating activities:		
Impairment of assets	-	232,352
Amortization of debt discount	7,459	313,976
Loss on extinguishment of debt	-	25,000
Common stock issued for officer compensation	3,680,780	-
Common stock issued for prepaid compensation	2,536,594	-
Common stock issued for non-cash interest	-	9,000
Common stock issued for services	1,086,588	3,750
Changes in operating asset and liability account balances:		
Inventory	56,407	-
Due from related parties	(237,461)	-
Prepaid expenses and other current assets	(104,439)	(232,353)
Accounts payable	330,032	3,096
Accrued expenses	(407,012)	67,856
Net cash used in operating activities from continuing operations	(2,155,654)	(546,476)
Net cash used in operating activities from discontinued operations	(335,760)	-
Net cash used in operating activities	(2,491,414)	(546,476)
Cash flows from investing activities		
Cash acquired on acquisitions	451,490	-
Deposits	(61,691)	-
Net cash provided by investing activities from continuing operations	389,800	-
Net cash provided by investing activities from discontinued operations	(382,623)	-
Net cash provided by investing activities	7,176	-
Cash flows from financing activities:		
Common stock issued for cash	306,600	-
Proceeds from notes payable	729,600	525,000
Proceeds from notes payable - related parties	672,554	630,000
Repayment of notes payable - related parties	(246,789)	(246,789)
Net cash provided by financing activities from continuing operations	1,461,965	908,211
Net cash provided by financing activities from discontinued operations	-	-
Net cash provided by financing activities	1,461,965	908,211
Net change in cash	(1,022,273)	361,735
Effect of exchange rate on cash	881,937	-
Cash at beginning of year	367,094	5,359
Cash at end of year	$ 226,758	$ 367,094
Supplemental Schedule of Cash Flow Information:		
Cash paid for interest	$ -	$ 25,000
Cash paid for income taxes	$ -	$ -
Supplemental Schedules of Non-cash Investing and Financing Activities:		
Fair value of assets assumed	$ 57,312,332	$ -
Fair value of liability assumed	$ 3,338,824	$ -
Common stock issued for acquisitions	$ 51,230,535	$ -
Notes payable issued for acquisitions	$ 895,757	$ -
Contingent consideration for acquisitions	$ 187,500	$ -
Reclassification of assets and liabilities to held for sale	$ 8,674,528	$ -
Deferred consideration for acquisitions	$ 442,447	$ -

See accompanying notes to the financial statements.

PRIDE HOLDINGS GROUP (PREVIOUSLY KNOWN AS PARLIAMENT HOUSE ENTERPRISES, INC.)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: ORGANIZATION AND NATURE OF OPERATIONS

Pride Holdings Group (the "Company"), is a Nevada corporation formed on February 23, 2007. The Company operates in the LGBTQ+ hospitality and entertainment business. The Company, through its subsidiaries acquired in 2025 (see Note 9), focuses on the bar, pub, tavern, restaurant, hotels, nightclubs, and live adult entertainment industry serving the LGBTQ population. On July 18, 2025, the Company legally changed its name from "Parliament House Enterprises, Inc." to "Pride Holdings Group."

On August 6, 2020, the Company entered into an Asset Purchase Agreement with Hempstract, LLC, a Washington limited liability company, pursuant to which the Company acquired all of Hempstract's assets, including licenses, equipment, materials, inventory, assignment of all leases, services, and vendor contracts for the purchase price of 36,800,000 common shares of the Company.

At the time of its acquisition of the Hempstract business, the Company discontinued and spun off its oil and gas interests and put into place a new business plan to develop and sell hemp-based products.

The Company was in the process of renovating a historic ICBM Titan Missile facility site in eastern Washington state to produce high quality THC-Free products that are derived from non-GMO industrial hemp grown with natural farming practices. The planned products included CBD Isolate & distillate oil, nutritional whole plant extract for topicals, lotions, bath bombs, pills and pet products. Focused on hemp, the laboratory continues isolating novel cannabinoids and developing new processes for the isolation of CBD. In addition, the lab developed many new formulations and applications for CBD and related cannabinoids.

Since the acquisition there has been a lawsuit between the parties involved in the asset purchase related to trademark infringement. In January of 2023 the parties agreed to a mutual dismissal of the complaints. On January 11, 2023 Hempstract, Inc., plaintiff, and defendants Gregory Haynes and Kim Melbye agreed to a mutual dismissal of a lawsuit and complaints related to trademark infringement. The action was dismissed in its entirety, without prejudice, with each party bearing its own attorney fees and costs.

The name of the Company was "Parliament House Enterprises, Inc" until July 17, 2025. The predecessor entities were Hempstract Inc. until February 29, 2024.

On September 19, 2023, the majority shareholder and control person of Hempstract, Inc. ("HPST") and MarGran LLC, a Wyoming Limited Liability Company ("MarGran"), executed a Stock Purchase Agreement. In the transaction MarGran, LLC purchased 100,000,000 common shares of HPST and purchased 100 Series A Preferred shares of HPST. The transaction closed on October 2, 2023. Further pursuant to the transaction, the Company's Board of Directors approved an amendment to the Company's Articles of Incorporation to increase the total number of common shares of the Company to 2,000,000,000. On September 28, 2023, by majority written consent of the shareholders eligible to vote, the shareholders approved an amendment to the Company's Articles of Incorporation increasing the Company's authorized shares to 2,000,000,000 shares. As a result of this agreement, MarGran, LLC now holds 714,000,000 Common shares of the Company representing 85% of the issued and outstanding common shares, and 100 Series "A" Preferred shares of the Company representing 100% of the issued and outstanding Series "A" Preferred class of shares.

The transaction was accounted for as a "reverse recapitalization" in accordance with Accounting Standards Codification ("ASC") 805, *Business Combination*. MarGran was determined not to meet the definition of a "business" under ASC 805. Accordingly, the transaction was treated as a capital transaction involving the issuance of stock by the Company for the net assets of MarGran. MarGran was created to buy shares of HPST and do not have assets. Consequently, the assets and liabilities and the historical operations that are reflected in the financial statements are those of Pride Holdings Group and are recorded at their historical cost basis. No goodwill or intangible assets were recognized as a result of the transaction.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Basis of Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company has adopted a December 31 year-end.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. but are not limited to, provision for income taxes. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Concentration of Credit Risk

The Company maintains its cash with a bank located in the United States of America and believes it to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to $250,000. At times, the Fund may maintain balances in excess of the federally insured limits. At December 31, 2025 and 2024, the Company has not experienced losses on this account and management believes the Company is not exposed to significant risks on such account.

Fair Value of Financial Instruments

The Company adopted the ASC-820 "Fair Value Measurement" related to fair value measurement at inception. The standard defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements. The standard applies under other accounting pronouncements that require or permit fair value measurements and, accordingly, does not require any new fair value measurements. The standard clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the standard established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

At December 31, 2025 and 2024, the carrying amounts of accounts payable and accrued liabilities approximate fair value because of the short maturity of these instruments.

Warrants

The Company evaluates all warrants in accordance with ASC 480, *Distinguishing Liabilities from Equity*, and ASC 815-40, *Derivatives and Hedging – Contracts in Entity's Own Equity*, to determine whether the instruments should be classified as equity or liability. Warrants that meet the equity classification criteria under ASC 815-40 are recorded in additional paid-in capital and are not subsequently remeasured. Warrants that do not meet these criteria are classified as liabilities and initially measured at fair value, with subsequent remeasurement at each reporting date and changes in fair value recognized in earnings.

The fair value of warrants is determined using the Black-Scholes option pricing model in accordance with ASC 820, *Fair Value Measurement*, which incorporates assumptions such as expected volatility, expected term, risk-free interest rate, and dividend yield.

Impairment of Long-lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell. The Company recognized impairment of certain assets of $0 and $232,352 for the years ended December 31, 2025 and 2024, respectively.

Debt Discount and Issuance Costs

Debt discount and debt issuance costs are presented as a direct deduction from the carrying amount of the related debt liability on the balance sheets, pursuant to Financial Accounting Standards Board ("FASB") ASC 835-30 and ASC 470. These costs and discounts are amortized to interest expense over the term of the debt using the effective interest method.

Gain (Loss) on Extinguishment of Debt

The Company accounts for the extinguishment of debt in accordance with ASC 470-50, *Debt—Modifications and Extinguishments*. A liability is considered extinguished if the debtor pays the creditor and is legally relieved of the obligation. Upon extinguishment, a gain or loss is recognized currently in income and is not deferred or amortized (ASC 470-50-40-2). This gain or loss is measured as the difference between the reacquisition price (the amount paid to retire the debt) and the net carrying amount of the extinguished debt. The net carrying amount represents the face value of the debt adjusted for any unamortized premium, discount, or debt issuance costs (ASC 835-30-45-1A). Gains and losses on the extinguishment of debt are classified as a separate line item within the Non-Operating Income (Expense) section of the Statements of Operations (ASC 470-50-40-2).

Earnings Per Share

The company adopted the provisions of SFAS No. 128, "Earnings per Share." SFAS No. 128 requires the presentation of basic and diluted earnings per share ("EPS"). Basic EPS is computed by dividing income or losses available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted.

The Company has issued warrants in connection with debt financings (see Note 4).

General and Administrative Expenses

General and administrative expenses are recognized in the period in which they are incurred and consist primarily of costs related to the Company's corporate, executive, and administrative functions. These expenses include consulting services, information technology, administrative payroll and other corporate overhead.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606. The Company's revenue is primarily generated from the sale of food and alcohol pertaining to its nightclubs and bars.

Goodwill

Goodwill is created when we acquire a business. It is calculated by deducting the fair value of the net assets acquired from the consideration given and represents the value of factors that contribute to greater earning power, such as a good reputation, customer loyalty or intellectual capital.

Goodwill is tested for impairment at least annually at December 31 or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company has one reporting unit. For the year ended December 31, 2025, no impairment charge was recognized. As of December 31, 2025, goodwill of $5,783,099 allocated to the Stonewall Australia disposal group was reclassified to assets held for sale (see Note 10). Goodwill allocated to the Stonewall Bali disposal group was $0 following the bargain purchase adjustment.

The following table presents the changes in the carrying amount of goodwill for the year ended December 31, 2025:

	Amount
Balance at January 1, 2025	$ -
Goodwill acquired in business combinations (Note 10)	33,753,422
Measurement period adjustment – reclassification to intangible assets	(3,494,334)
Measurement period adjustment – deferred consideration	442,447
Reclassification to assets held for sale	(5,783,099)
Impairment losses	-
Other adjustments	(871,656)
Balance at December 31, 2025	**$ 24,046,780**

Intangible Assets

Intangible assets with indefinite useful lives, including liquor licenses, tradenames, and operating licenses, are not amortized but are tested for impairment at least annually at December 31 or more frequently if events or changes in circumstances indicate potential impairment. No impairment charges were recognized for the year ended December 31, 2025. As of December 31, 2025, intangible assets of $629,881 allocated to the Stonewall Australia ($194,053) and Stonewall Bali ($435,828) disposal groups were reclassified to assets held for sale (see Note 10).

Intangible assets consist of identifiable assets acquired in business combinations and are recorded at their estimated fair values at the date of acquisition. The following table summarizes the Company's intangible assets as of December 31, 2025:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Operating licenses	$ 2,191,884	$ -	$ 2,191,884
Tradenames	1,302,450	-	1,302,450
Liquor licenses and other	3,049,499	-	3,049,499
Total intangible assets	$ 6,543,833	$ -	$ 6,543,833

Segment Reporting

ASC Topic 280, “Segment Reporting,” establishes standards for companies to report in their financial statement information about operating segments, products, services, geographic areas, and major customers. Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly evaluated by the Company’s chief operating decision maker, or group, in deciding how to allocate resources and assess performance.

Stock Based Compensation

As permitted by statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting Based Compensation", the company has elected to continue to follow the intrinsic value method in accounting for its' stock-based compensation arrangements as defined by Accounting Principles Board Opinion (APB") No. 25, "Accounting for Stock Issued Employees", and related Interpretations including " Financial Accounting Standards Board Interpretations" No. 44, "Accounting for Certain Transactions Involving Stock Compensation", and interpretation of APB No. 25. As of December 31, 2025, the company has not formed a Stock Option Plan and has not issued any options.

Fixed Assets

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets' estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

Property and equipment consist of the following as of December 31, 2025:

	December 31,	
	2025	2024
Castle of Camino – building and property (Italy)	$ 18,500,000	$ -
Bar and restaurant equipment	437,018	-
Leasehold improvements	295,351	-
Furniture and fixtures	236,538	-
Total property and equipment	19,468,907	-
Less: accumulated depreciation	-	-
Property and equipment, net	$ 19,468,907	$ -

No depreciation expense was recognized for the year ended December 31, 2025 as substantially all property and equipment was acquired during the fourth quarter and depreciation had not yet commenced as of the reporting date. The Company estimates the useful lives of property and equipment as follows: building and property – 39 years; bar and restaurant equipment – 5 to 7 years; leasehold improvements – lesser of useful life or remaining lease term; furniture and fixtures – 5 to 7 years. Property and equipment of $792,287 allocated to the Stonewall Australia and Stonewall Bali disposal groups was reclassified to assets held for sale (see Note 10).

Mezzanine Equity

In connection with certain business acquisitions completed during 2025, the Company issued shares of common stock that are subject to possible redemption outside of the Company's control. These shares are classified as mezzanine equity (temporary equity) at $1,659,715 and are presented outside of permanent stockholders' equity on the consolidated balance sheet in accordance with ASC 480-10-S99. The shares are recorded at their issuance-date fair value and will be reclassified to permanent equity upon resolution of the redemption contingency.

Treasury Stock

On October 20, 2025, the Company issued 10,000,000 shares of common stock at $0.067 per share ($670,000 fair value) as consideration for the acquisition of Cheer Up Charlies, located in Austin, Texas. The acquisition was subsequently abandoned and the shares were cancelled. The $670,000 fair value of the cancelled shares was reclassified to treasury stock. Treasury stock is recorded at cost and is presented as a reduction of stockholders' equity on the consolidated balance sheet.

Deferred Consideration Payable

In connection with one of the business acquisitions completed during 2025, the Company recognized a deferred consideration payable of $442,447, representing the estimated fair value of additional amounts payable to the seller upon the achievement of certain conditions

. The deferred consideration was recorded as a current liability on the consolidated balance sheet. A corresponding adjustment of $442,447 was recorded to goodwill (see Note 9). The Company will remeasure the deferred consideration at each reporting date until settlement, with changes in fair value recognized in the consolidated statement of operations.

Related Parties

Related parties are any entities or individuals that, through employment, ownership or other means, possess the ability to direct or cause the direction of the management and policies of the Company. The Company discloses related party transactions that are outside of normal compensatory agreements, such as loans. The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, *Income taxes* (Topic 740): Improvements to Income Tax Disclosure (“ASU 2023-09”), which enhances the transparency and usefulness of income tax disclosures. ASU 2023-09 will be effective for fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the impact of the pending adoption of ASU 2023-09 on its financial statements.

In November 2023, the FASB issued ASU No. 2023-07, Improvements to Reportable Segment Disclosures (Topic 280). This ASU updates reportable segment disclosure requirements by requiring disclosures of significant reportable segment expenses that are regularly provided to the Chief Operating Decision Maker ("CODM") and included within each reported measure of a segment's profit or loss. This ASU also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and deciding how to allocate resources. The ASU is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company adopted this ASU on January 1, 2024.

In August 2020, the FASB issued Accounting Standards Update ("ASU") No. 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for the derivative scope exception, and it simplifies the diluted earnings per share calculation in certain areas. The Company adopted ASU 2020-06 from the Company's inception. Adoption of the ASU did not impact the Company's financial position, results of operations or cash flows.

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

NOTE 3. GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

The Company has evaluated whether there are certain conditions and events, considered in the aggregate, that raise substantial doubt and the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has not generated revenue and profits since inception, has sustained net losses of $9,104,601 and $969,153 from continuing operations for the years ended December 31, 2025 and 2024, respectively, and has incurred negative cash flows of $2,874,036 from operations for the year ended December 31, 2025. These factors among others raise substantial doubt about the Company's ability to continue as a going concern for a period of 12 months from the issuance date of this report.

The Company's primary source of operating funds has been from funds generated from the sale of common shares and debt. The Company has experienced net losses from operations since inception but expects these conditions to improve in future years as it pursues its business model.

The Company's existence is dependent upon management's ability to develop profitable operations and to obtain additional funding sources. There can be no assurance that the Company's financing efforts will result in profitable operations or the resolution of the Company's liquidity problems. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

NOTE 4. NOTES PAYABLE

As of December 31, 2025 and 2024, the Company had outstanding the following notes payable:

	Maturity	December 31, 2025 Principal	December 31, 2025 Unamortized debt discount	December 31, 2025 Outstanding	December 31, 2024 Principal	December 31, 2024 Unamortized debt discount	December 31, 2024 Outstanding
AJB 2023 note	9/24/2024	$ 350,000	$ -	$ 350,000	$ 350,000	$ -	$ 350,000
AJB 2024 note	5/16/2024	135,000	-	135,000	135,000	-	135,000
G3 properties note	6/18/2026	175,000	-	175,000	175,000	(7,459)	167,541
CR Group note	10/1/2026	250,000	-	250,000	250,000	-	250,000
Double G Holdings Loan		760,000		760,000	-	-	-
Lips Chicago note		470,550	-	470,550	-	-	-
Johnsons Lauderdable		(296,882)	-	(296,882)		-	-
Total		$ 1,843,668	$ -	$ 1,843,668	$ 910,000	$ (7,459)	$ 902,541
Less: Current portion of notes payable		(175,000)	-	(175,000)	(735,000)	-	(735,000)
Notes payable, net of current portion		$ 1,668,668	$ -	$ 1,668,668	$ 175,000	$ (7,459)	$ 167,541

AJB 2023 Note

On September 29, 2023, the Company entered into a Securities Purchase Agreement with AJB Capital Investments, LLC providing for the issuance and sale by the Company of a Promissory Note ("AJB 2023 Note") in the aggregate principal amount of $350,000. The Company issued 16,797,770 warrants in connection with the financing. The warrants are exercisable for five years at $0.02 per warrant, or on a cashless basis. The fair value of the warrant was $167,978, which was concluded as equity classification and recorded in additional paid-in capital and the related amount recognized as a debt discount and will be amortized to interest expense over the life of the note.

Total debt discount recognized in connection with the note was $167,978, of which the remaining $126,672 was amortized during the year ended December 31, 2024. The note payable, net of unamortized discount of $0, was $350,000 as of December 31, 2025 and 2024.

As additional incentive per the AJB 2023 Note, the Company also issued 41,900,000 shares of common stock for a fair value of $419,000. $271,978 out of $419,000 was recognized as loss on issuance of debt and remaining was recorded as debt discount. Total debt discount recognized in connection with the share issuance was $147,022, of which the remaining $110,869 was amortized to interest expense during the year ended December 31, 2024. Unamortized debt discount as of December 31, 2025 and 2024 is $0.

Additionally, original issue discount of $35,000 was recorded during the year ended December 31, 2023, of which the remaining $26,393 was amortized to interest expense during the year ended December 31, 2024. Unamortized debt discount as of December 31, 2025 and 2024 is $0.

The AJB 2023 Note bears interest on the unpaid principal balance at a rate equal to ten percent (10%) per annum accruing from the closing date until the AJB 2023 Note becomes due and payable at maturity. All principal and interest owing hereunder, along with any and all other amounts, shall be due and owing on September 24, 2024. As of December 31, 2025, the note is in default.

AJB 2024 Note

On February 16, 2024, the Company entered into a Securities Purchase Agreement with AJB Capital Investments, LLC providing for the issuance of a Promissory Note ("AJB 2024 Note") in the aggregate principal amount of $105,000. On May 16, 2024, the Note was amended to a balance of $135,000 for an extension of the due date. As of December 31, 2025 and 2024, the note is in default.

Total debt discount recognized in connection with the note was $30,000, of which $30,000 was amortized during the year ended December 31, 2024. The note payable, net of unamortized discount of $0, was $135,000 as of December 31, 2025 and 2024.

The Company recognized $25,000 of loss on extinguishment of debt during the year ended December 31, 2024.

G3 Properties Note

On May 3, 2024, the Company entered into a two-year term note with an external lender, George Schembri, in the principal amount of $175,000, bearing interest at 15% per annum. The note matures on June 18, 2026. As part of the compensation related to this loan, the Company agreed to issue 7,500,000 common shares to the lender. The Company recorded 7,500,000 shares as "stock to be issued". The shares were issued for the fair value of $22,500 and the Company also recorded a related debt discount of $22,500 (see Note 5). $7,459 and $15,041 of the debt discount amortized to interest expense during the years ended December 31, 2025 and 2024, respectively.

For the year ended December 31, 2024, the Company recorded accrued interest of $17,045. The note payable, net of unamortized discount of $0, was $175,000 as of December 31, 2025.

CR Group Note

On June 18, 2024, the Company entered into a two-year term note with CR Group in the principal amount of $250,000, bearing interest at a fixed rate of 10% per annum. Repayment of the note was scheduled to commence on September 1, 2024, with full settlement required no later than October 1, 2026.

For the year ended December 31, 2024, the Company recognized accrued interest expense of $16,110. As of December 31, 2025, the outstanding principal balance under the note was $250,000. As of December 31, 2025, the note is in default as no payment of interest nor principal was made on scheduled dates as per agreement.

Double G Holdings Loan

Double G Holdings Loan

On September 5, 2025, the Company, through its subsidiary, entered into a secured promissory note with Double G Holdings LLC, a Wyoming limited liability company, in the principal amount of $760,000 bearing interest at a fixed rate of 10% per annum, secured by the Company's liquor license at the Aqua Key West location. The note requires monthly payments of principal and interest of $7,758 commencing October 1, 2025. In connection with the financing, the Company incurred debt issuance costs of $30,400 (origination fees) and $4,600 of recording fees. The net proceeds of $718,018 were received on September 12, 2025. Debt issuance costs are presented as a direct deduction from the carrying amount of the note and are being amortized to interest expense over the term of the note using the effective interest method.

For the year ended December 31, 2025, the Company recognized interest expense of $24,570 on this note. As of December 31, 2025, the outstanding principal balance under the note was $760,000, net of unamortized debt issuance costs of $30,400.

Note Payable – Related Parties. See Note 7.

A total of $204,068 of the note payable assumed on business acquisitions during the year ended December 31, 2025. As of December 31, 2025, the outstanding principal balance under the note was $173,668.

NOTE 5. STOCKHOLDERS' DEFICIT

As of December 31, 2025, the Company is authorized to issue 2,500,000,000 shares of common stock at a par value of $0.001 and 100 shares of Series A preferred stock at a par value of $0.001.

2024 Equity Transactions

On April 1, 2024, the Company initially recorded 3,000,000 common shares as "stock to be issued" in connection with consulting services related to one of the Company's new locations. On July 29, 2024, the shares were issued for the fair value of $9,000.

On May 3, 2024, the Company entered into a term note for $125,000. As part of the compensation related to this loan, the Company agreed to issue 7,500,000 common shares to the lender. The Company recorded 7,500,000 shares as "stock to be issued". On July 29, 2024, the shares were issued for the fair value of $22,500 (see Note 4). On September 20, 2024, the Company issued 1,250,000 common shares to Eduardo Pritz Diaz for his assistance with regard to the June 18, 2024 note with Carlos Rodriguez. The shares were issued for the fair value of $3,750.

2025 Equity Transactions

On June 18, 2025, the Company issued 61,000,000 shares of common stock for cash proceeds of $750,000.

On August 1, 2025, the Company issued 21,428,572 common shares to Mark Fountain due to Club One Savannah acquisition.

On August 1, 2025, the Company issued 500,000 common shares to Cale R Hall due to Club One Savannah acquisition.

On August 1, 2025, the Company issued 500,000 common shares to Travis H Coles due to Club One Savannah acquisition.

On August 1, 2025, the Company issued 26,170,000 common shares to Bryan Barrett due to Aqua Key West acquisition.

On August 1, 2025, the Company issued 5,000,000 common shares to Joshua Barrett due to Aqua Key West acquisition.

On August 1, 2025, the Company issued 10,000,000 common shares to Winnifred Inc. – Joe Lipovich due to Lucky's Gay Bar acquisition.

On August 1, 2025, the Company issued 5,000,000 common shares to 007 Real Estate LLC – Paul Messina for officers compensation.

On August 1, 2025, the Company issued 150,000 common shares to lftekhar Baig for consulting services.

On August 1, 2025, the Company issued 750,000 common shares to Andrew Allan for compensation for services performed.

On August 1, 2025, the Company issued 46,200,000 common shares to Fohson Investments PTY LTD Atf John FooTrust – Richard Foo due to Stonewall Australia acquisition.

On August 1, 2025, the Company issued 23,000,000 common shares to Fetch Financial Pty LTD – Craig Bell due to Stonewall Australia acquisition.

On August 1, 2025, the Company issued 30,800,000 common shares to Craig Geoffrey Bell & Wendy Bell as Trustee for Superannuation Fund due to Stonewall Australia acquisition.

On August 1, 2025, the Company issued 46,166,667 common shares to Awwhitehead Trust – Bart Whitehead due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 20,000,000 common shares to Christopher Smith due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 26,166,667 common shares to James Matthew Colunga due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 6,666,666 common shares to Colunga Family Trust – James Matthew Colunga due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 500,000 common shares to August Caudle due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 500,000 common shares to Karen Caudle due to Johnsons Lauderdable acquisition.

On August 12, 2025, the Company issued 3,333,333 common shares to Joseph G Messina for investment.

On August 25, 2025, the Company issued 357,000,000 common shares to John Michael Barrett for prepaid officer compensation for the period of 5 years services.

On September 18, 2025, the Company issued 8,095 common shares to lftekhar Baig for consulting services.

On September 18, 2025, the Company issued 5,000,000 common shares to Upward Motion - George Schembrie for investment.

On September 18, 2025, the Company issued 400,000 common shares to Trudy Alexander for investment.

On September 18,2025, the Company issued 333,333 common shares to Samuel James Woolcock for investment.

In the fourth quarter of 2025, the Company issued an aggregate of 49,340,000 common shares for officers compensation, 15,201,200 shares of common stock for consulting services, 575,000 shares of common stock for cash, 213,928,571 shares of common stock for Aqua Key West acquisition, 10,000,000 shares of common stock for failed Cheer Up Charlies acquisition, 4,285,714 shares of common stock for Stonewall Bali acquisition and 370,000,000 shares for the acquisition of the castle located in Italy.

As of December 31, 2025, there were 2,211,542,355 common shares issued and outstanding.

NOTE 6. WARRANTS

In connection with the AJB 2023 note (see Note 4), in September 2023 the Company issued 16,797,770 warrants to purchase common stock. The warrants have an exercise price of $0.01 per share, are immediately exercisable and have a term of 5 years.

On February 28, 2025, the Company entered into an amendment to the February 16, 2024 Promissory Note extending the Maturity Date to April 30, 2025. In connection with the extension, the Company issued 10,000,000 warrants exercisable at either $0.0000001 per warrant or, on a cashless exercise basis (see Note 4).

The Company's outstanding and exercisable warrants as of December 31, 2025 and 2024 are presented below:

	Warrants	Weighted Average Exercise Price	Instrinsic Value
Outstanding as of December 31, 2023	16,797,770	$ 0.01	$ -
Exercised	-	-	-
Forfeited	-	-	-
Outstanding as of December 31, 2024	16,797,770	0.01	-
Granted	10,000,000	0.00	-
Exercised	-	-	-
Forfeited	-	-	-
Outstanding as of December 31, 2025	26,797,770	$ 0.01	$ -
Exerciseable as of December 31, 2025	26,797,770	$ 0.01	$ -
Exerciseable as of December 31, 2024	16,797,770	$ 0.01	$ -

NOTE 7 – RELATED PARTIES

During 2024, the Company received total advances of $630,000 from MarGan. During the year, certain repayments and settlement adjustments were made, resulting in an outstanding balance of $308,211 and $383,211 as of December 31, 2025 and 2024, respectively. The advances are unsecured, due on demand, and bear interest at 1% per annum.

During the year ended December 31, 2025, the Company recognized a total of $895,757 consideration payable in cash for business acquisition. As of December 31, 2025, the outstanding balance is $895,757.

During the year ended December 31, 2025, the Company assumed a total of $1,342,214 of the note payable as part of assets and liabilities acquired pursuant to business acquisitions. As of December 31, 2025, the outstanding balance is $1,342,214.

For the years ended December 31, 2025 and 2024, the Company incurred consulting expenses of $0 and $121,100, respectively, for services incurred by the Chief Operating Officer and principal stockholder of MarGan. The related amounts were accrued and paid in accordance with the terms of the consulting arrangement and were recorded within general and administrative expenses in the accompanying statements of operations.

Castle of Camino — Related-Party Asset Acquisition. On August 11, 2025, the Company acquired the Castello di Camino, a real property located in Camino (AL), Italy, from Mr. Timothy Fraser Majors, the Company's Chief Operating Officer, in an asset acquisition. The Purchase and Sale Agreement, executed August 11, 2025 and approved by unanimous written consent of the Board of Directors on the same date, established a purchase price of €15,400,000 (approximately $18,500,000), paid through the issuance of 370,000,000 shares of the Company's common stock at $0.05 per share. The transaction was negotiated at arm's length on terms approved unanimously by the Board, and the purchase price was independently corroborated by an appraisal prepared by Geometra Francesco Borzini, a licensed Italian surveyor, dated May 22, 2025, which valued the property at €15,339,069 (rounded to €15,400,000). The $0.05 per share consideration was below the Company's internally derived Q3 2025 discount-for-lack-of-marketability-adjusted fair value of $0.075 per share, indicating that the Company did not overpay the related party for the asset acquired.

In connection with the same transaction, the Company also agreed to issue common stock with an aggregate value of $250,000 to Mr. Daniele Martinotti, within twelve months, for facilitation services rendered in respect of the acquisition; this amount was capitalized into the basis of the acquired property in accordance with ASC 805-50-25. Total Castle basis recorded was $18,750,000. See Note 9 — Business Combinations and Acquisitions for additional information regarding the accounting for the acquisition.

NOTE 8 – SEGMENT REPORTING

The CODM has been identified as the Chief Executive Officer, who reviews the operating results for the Company as a whole to make decisions about allocating resources and assessing financial performance. Accordingly, management has determined that the Company only has one operating and reportable segment.

NOTE 9 – BUSINESS COMBINATIONS AND ACQUISITIONS

During the year ended December 31, 2025, the Company completed seven business acquisitions and one asset acquisition (Castle of Camino, Italy – property only) as part of its strategy to consolidate LGBTQ+ hospitality venues. All business acquisitions were accounted for under ASC 805, Business Combinations, using the acquisition method. The aggregate purchase consideration for all acquisitions totaled $53,973,507, consisting of $52,890,250 of common stock, $895,757 of notes payable issued to sellers, and $187,500 of contingent consideration.

	Businesses per ASC 805								
	Aqua	Johnsons	Lips Chicago	Lucky's Gay Bar	Stonewall Australia	Stonewall Bali	Club One Savannah	Castle - Property	Total
Purchase consideration:									
Common stock	$ 16,670,964	$ 7,500,000	$ -	$ 750,000	$ 7,500,000	$ 287,143	$ 1,682,143	$ 18,500,000	$ 52,890,250
Contingent consideration	-	-	-	187,500	-	-	-	-	187,500
Due to sellers	-	47,857	840,000	7,900	-	-	-	-	895,757
Total purchase consideration	$ 16,670,964	$ 7,547,857	$ 840,000	$ 945,400	$ 7,500,000	$ 287,143	$ 1,682,143	$ 18,500,000	$ 53,973,507
Purchase price allocation:									
Cash	$ 11,971	$ 64,830	$ 23,123	$ 13,097	$ 304,897	$ -	$ 33,572	$ -	$ 451,490
Inventory	1,328	-	5,310	20,400	133,039	-	24,825	-	184,902
Accounts receivable, net	27,013	-	-	-	-	-	-	-	27,013
Other receivable	-	-	-	-	892,219	-	-	-	892,219
Due from related parties	49,920	-	-	12,040	-	-	-	-	61,961
Prepaid expenses and other current asset	145,855	6,765	26,150		51,228	-	17,336	-	247,333
Deposits	1,560	6,475	-	14,237	-	-	-	-	22,272
Property and equipment, net	437,018	185,698	109,653	233,537	719,989	-	3,000	18,500,000	20,188,896
Goodwill	16,453,569	7,080,206	1,189,292	1,483,578	5,783,099	-	1,763,678	-	33,753,422
Intangible assets, net	965,563	-	-	36,065	194,053	435,828	-	-	1,631,509
Accounts payable	(374,425)	(33,990)	(42,978)	(4,663)	(137,159)	-	(3,270)	-	(596,485)
Accrued expenses	(565,344)	(28,609)	-	(3,741)	(441,365)	-	(156,998)	-	(1,196,057)
Notes payable - related parties	(483,063)	-	-	(859,151)	-	-	-	-	(1,342,214)
Notes payable, net	-	266,482	(470,550)		-				(204,068)
Net assets	-	-	-	-	-	(148,685)	-	-	(148,685)
Net assets acquired	$ 16,670,964	$ 7,547,857	$ 840,000	$ 945,400	$ 7,500,000	$ 287,143	$ 1,682,143	$ 18,500,000	$ 53,973,507

- Asset Purchase of Two Johnsons Locations (Fort Lauderdale, FL and Tampa, FL): On August 1, 2025, the Company executed the asset purchase of the two Johnsons locations, located in Fort Lauderdale, Florida and Tampa, Florida, for 100,000,000 shares of stock at $0.06 per share via an asset acquisition.

- Asset Purchase of Stonewall (Sydney, Australia): On August 3, 2025, the Company executed the asset purchase of Stonewall, located in Sydney, Australia, for 100,000,000 shares of stock at $0.06 per share via an asset acquisition.

- Asset Purchase of Two Aquaplex Locations (Key West, FL and Fort Lauderdale, FL): On August 3, 2025, the Company executed the asset purchase of two Aquaplex locations, located in Key West, Florida and Fort Lauderdale, Florida, for 254,000,000 shares of stock at $0.06 per share via an asset acquisition.

- Asset Purchase of Luckys Gay Bar (West Palm Beach, FL): On August 14, 2025, the Company executed the asset purchase of Luckys Gay Bar, located in West Palm Beach, Florida, for 10,000,000 shares of stock at $0.06 per share via an asset acquisition.

- Asset Purchase of Fountain Coles & Company, LLC dba Club One (Savannah, GA): On August 15, 2025, the Company executed the asset purchase of Fountain Coles & Company, LLC dba Club One, located in Savannah, Georgia, for 22,428,572 shares of stock at $0.06 per share via an asset acquisition.

- Acquisition of Lips Motor Row (Chicago, IL): On September 15, 2025, the Company executed the acquisition of Lips Motor Row, located in Chicago, Illinois, for $840,000 in cash.

- Asset Purchase of Stonewall Bali (Bali, Indonesia): On September 19, 2025, the Company executed the asset purchase of Stonewall Bali, located in Bali, Indonesia, for 4,285,714 shares of stock at $0.06 per share via an asset acquisition.

- Asset Purchase of Cheer Up Charlies (Austin, TX): On October 20, 2025, the Company executed the asset purc18hase of Cheer Up Charlies, located in Austin, Texas, for 10,000,000 shares of stock at $0.06 per share via an asset acquisition.

Goodwill of $33,753,422 arising from the acquisitions is attributable to the assembled workforce, expected synergies from combining the operations, and the strategic value of establishing the Company's LGBTQ+ hospitality platform. Goodwill is not deductible for income tax purposes. Subsequent to initial recognition, the Company refined the preliminary purchase price allocation to reclassify $3,494,334 of goodwill to identifiable intangible assets, resulting in an adjusted goodwill balance of $24,046,780 as of December 31, 2025. The Company further reclassified $5,783,099 of goodwill and $629,881 of intangible assets allocated to the Stonewall Australia and Stonewall Bali disposal groups to assets held for sale (see Note 10).

The acquisition of Stonewall Bali resulted in a bargain purchase of $148,685, reflecting a situation in which the fair value of net identifiable assets acquired exceeded the purchase consideration. The Company reassessed the identification and valuation of assets acquired and liabilities assumed and confirmed the bargain purchase gain, which was recognized in the consolidated statement of operations during the year ended December 31, 2025.

Castle of Camino (Italy) — Related-Party Asset Acquisition. On August 11, 2025, the Company acquired the Castello di Camino, a medieval real property aggregating approximately 5,763.25 square meters located in Camino (AL), Italy, from Mr. Timothy Fraser Majors, the Company's Chief Operating Officer. The acquisition was effected pursuant to a Purchase and Sale Agreement executed on August 11, 2025 and approved by unanimous written consent of the Board of Directors on the same date. The Company obtained control on August 11, 2025 (the acquisition date under ASC 805-10-25-6).

The purchase price was €15,400,000 (approximately $18,500,000), satisfied by the issuance of 370,000,000 shares of the Company's common stock at $0.05 per share, the Board-approved acquisition-date fair value. The purchase price was independently supported by an appraisal dated May 22, 2025 prepared by a licensed Italian surveyor, which valued the property at €15,339,069 (rounded to €15,400,000) using the comparison method applied to cadastral-identified premises. The $0.05 per share consideration was below the Company's internally derived discount-for-lack-of-marketability-adjusted fair value of $0.075 per share.

In connection with the transaction, the Company also agreed to issue, within twelve months, common stock with an aggregate value of $250,000 to Mr. Daniele Martinotti for facilitation services rendered in respect of the acquisition. Under ASC 805-50-25, transaction services costs in an asset acquisition are capitalized into the basis of the acquired asset.

The transaction did not meet the definition of a business under ASC 805-10-55-5A (substantially all of the fair value of the acquired gross assets is concentrated in a single identifiable real-estate asset group) and was therefore accounted for as an asset acquisition under ASC 805-50. The Company evaluated the transaction under ASC 810-10-15-8 and concluded it was not a common-control transaction, as Mr. Majors and his confirmed affiliates held less than a controlling financial interest in the Company at the acquisition date; accordingly, fair-value measurement under ASC 805-50-30 (rather than historical carrying value) was applied.

The total Castle basis recorded was $18,750,000, comprising the $18,500,000 acquisition-date contractual consideration plus the $250,000 capitalized Martinotti transaction services cost. The basis was allocated across land, the historic castle structure, the hotel/event facility, ancillary buildings, furniture and fixtures, and vineyard improvements in accordance with ASC 360, with land treated as non-depreciable. The property is subject to Italian cultural heritage constraints pursuant to Legislative Decree 42/2004, which supports an extended useful life for the historic castle structure. See Note 7 — Related Party Transactions for further discussion.

On October 20, 2025, the Company entered into an asset purchase agreement for Cheer Up Charlies, located in Austin, Texas, for 10,000,000 shares of common stock. The acquisition was subsequently abandoned and the shares were cancelled and reclassified to treasury stock (see Note 5). The fair value of the cancelled shares of $670,000 was recognized as treasury stock.

The purchase price allocations for all seven business acquisitions are preliminary and subject to adjustment during the measurement period (up to one year from each respective acquisition date) as the Company obtains additional information regarding the fair values of assets acquired and liabilities assumed. During the measurement period, the Company reclassified $2,191,884 of goodwill to operating licenses and $1,302,450 to tradenames based on refined valuations. Pro forma results of operations have not been presented because the effects of the acquisitions were not material to the Company's consolidated financial statements on an individual or aggregate basis.

NOTE 10 – DISCONTINUED OPERATIONS

In December 2025, the Company committed to a plan to dispose of its two foreign subsidiaries, Stonewall Hotel Australia ("Stonewall AUS") and Stonewall Bali, through a sale-back transaction with the original sellers. The Company will return the respective ownership interests in each foreign subsidiary in exchange for the return of common shares previously issued as acquisition consideration. The disposal plan reflects the Company's strategic decision to refocus operations on the United States LGBTQ+ hospitality consolidation pipeline.

Both foreign subsidiaries qualified as held-for-sale at December 31, 2025 under ASC 360-10-45-9 and are presented as discontinued operations under ASC 205-20. Substantive negotiations with both the AUS sellers and the Bali seller commenced in December 2025 and have continued through the first quarter of 2026. Expected completion is during the second to third quarter of 2026, within the one-year window prescribed by ASC 360-10-45-9(d).

The major classes of assets and liabilities classified as held for sale on the balance sheet as of December 31, 2025 are as follows:

		Stonewall AUS	Stonewall Bali	Total
Assets:				
	Cash and cash equivalents	130,598	648,772	779,370
	Accounts receivable, net	-	-	-
	Inventory	36,639	4,655	41,295
	Other receivable	914,753	-	914,753
	Prepaid expenses and other current assets	56,013	29,600	85,613
	Property and equipment, net	746,448	45,839	792,287
	Intangible assets, net	486,682	*435,828*	922,510
	Goodwill	5,783,099	-	5,783,099
		-	-	-
Total assets held for sale		**8,154,233**	**1,164,694**	**9,318,928**
Liabilities:				
	Accounts payable	153,398	1,476	154,874
	Accrued expenses	237,348	5,173	242,521
	Tax payable	4,013	2,119	6,132
	Shareholder loans	2,248	20,359	22,607
	Other liabilities	218,266	-	218,266
Total liabilities held for sale		**615,273**	**29,127**	**644,400**
Net assets held for sale		**7,538,960**	**1,135,567**	**8,674,528**

The following table presents the results of discontinued operations for the period from the respective acquisition dates through December 31, 2025:

		Stonewall AUS	Stonewall Bali	Total
	Revenues	909,378	123,276	1,032,654
	Cost of sales	(400,423)	42,408	(358,016)
Gross profit		508,955	165,684	674,639
	Operating expenses:			
	Wages and salaries	136	37,087	37,222
	Rent and utilities	140,862	4,985	145,847
	Management and professional fees	460,548	3,850	464,398
	Other operating expenses	258,618	104,974	363,592
	Depreciation and amortization		4,838	4,838
Total operating expenses		860,164	155734.1866	1,015,898
Operating loss		**(351,209)**	**9,950**	(341,259)
	Other income (expense), net	26,333	44	26,377
	Interest expense	265	-	265
Loss from discontinued operations before tax		**(325,141)**	**9,993**	(315,148)
	Income tax expense	-	-	-
Loss from discontinued operations, net of tax		**(325,141)**	9,993	**(315,148)**

Cumulative translation adjustments accumulated in other comprehensive income for each foreign subsidiary will be reclassified from accumulated other comprehensive income to discontinued operations upon completion of the disposal pursuant to ASC 830-30-40-1. At December 31, 2025, cumulative translation adjustment balances attributable to the disposal group were: Stonewall AUS $(170,048) loss; Stonewall Bali $33,224 gain; combined $(136,824).

Per ASC 360-10-35-43, the disposal group is measured at the lower of carrying amount or fair value less costs to sell. Fair value is referenced to the acquisition-date fair value of common shares to be returned: $7,500,000 (Stonewall AUS) and $287,143 (Stonewall Bali), totaling $7,787,143. Carrying values approximate fair value less costs to sell at December 31, 2025. Per ASC 360-10-35-44, depreciation and amortization on long-lived assets within the disposal group ceased upon classification as held for sale.

NOTE 11 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date these financial statements were issued and identified the following:

Subsequent to December 31, 2025 and through the date of issuance of these financial statements, the Company issued an aggregate of 88,917,738 shares of common stock as follows:

On March 4, 2026, the Company issued 80,000,000 shares of common stock toa consultant in consideration for services rendered, at an issuance price of $0.0006 per share.

On March 4, 2026, the Company issued 4,000,000 shares of common stock to various consultants in consideration for services rendered, at an issuance price of $0.0006 per share.

On March 4, 2026, the Company issued 4,917,738 shares of common stock to a noteholder upon conversion of outstanding indebtedness, at a conversion price of $0.006 per share.

As a result of the foregoing issuances, the Company's outstanding common stock increased from 2,211,542,355 shares at December 31, 2025 to 2,300,460,093 shares at May 13, 2026.

The Company has evaluated all other transactions and events occurring subsequent to December 31, 2025 and determined that no other matters require recognition or disclosure in these consolidated financial statements.