

Disclosure Statement Pursuant to the OTCID Basic Disclosure Guidelines

BitFrontier Capital Holdings, Inc.
(OTCID: BFCH)
d/b/a **UNLOCKD Inc.**

Incorporated in: State of Wyoming
SIC Code: 2086 — Bottled and Canned Soft Drinks and Carbonated Waters

Address of Principal Executive Offices:
342 N Queen St. Warehouse D
Lancaster, PA 17603

Telephone: +1 813-693-1377

Website: <https://UNLOCKDinc.com/>

Investor Relations Contact: Jordan P. Balencic, D.O., Chairman & CEO — jbalencic@thinkevermind.com

Quarterly Report

For the period ending: Mar 31, 2026

Outstanding Shares

The number of shares outstanding of our Common Stock shares was:

1,271,241,595 as of Mar 31, 2026 Period End

1,271,241,595 as of Dec 31, 2025 Most recent Fiscal end

482,365,290 as of Dec 31, 2024 Previous Fiscal end

Note: Any changes after Mar 31, 2026 are disclosed under "Subsequent Events."

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 Control¹ of the company has occurred over this reporting period:

¹ "Change in Control" shall mean any events resulting in:

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

Yes: No:

A Change in Control occurred on July 21, 2025, prior to the reporting period covered by this report (see “Subsequent Events” and related disclosures herein).

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

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

Current name of issuer: BitFrontier Capital Holdings, Inc. (d/b/a UNLOCKD, Inc.)

Previous names (with dates):

Purio, Inc. — name change approved December 20, 2017; effective in the market February 5, 2018.

AOM Minerals, Ltd. — incorporated June 3, 2005; changed name to Purio, Inc. on December 5, 2007.

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

The Company was originally incorporated in Nevada on June 3, 2005 and redomiciled to Wyoming on August 14, 2010. The issuer’s standing in Wyoming is Active.

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

None.

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

Currently anticipated:

On December 31, 2025, the Company completed the acquisition of ERApeutics, LLC (d/b/a EVERMIND Beverage), a cognitive-health and functional wellness platform focused on proprietary formulations and performance-oriented consumer products.

Management continues evaluating strategic commercialization pathways involving the EVERMIND™ intellectual-property and formulation platform, including potential integration into future wellness-oriented consumer products, ingredient applications, beverage enhancements, cognitive-performance formulations, and related commercialization initiatives.

On October 31, 2025, the Company executed a Letter of Intent involving a proposed wellness-oriented beverage initiative with a global consumer-brand partner. During the quarter ended March 31, 2026, management identified issues involving the licensing structure and related counterparties associated with the proposed transaction. As a result, the Company did not proceed with the previously contemplated financing associated with the initiative while management and legal counsel continued evaluating the underlying contractual and strategic matters.

During the quarter ended March 31, 2026, management increasingly focused on opportunities involving scalable direct-to-consumer infrastructure, vertically integrated wellness products, operational commercialization capabilities, and retail-transformation initiatives. This strategic evolution included advancement of acquisition discussions involving Ancient

Extracts USA through VerdaGenix, LLC, which management believes may provide foundational operating infrastructure supporting broader long-term platform expansion initiatives.

Occurred within the past 12 months:

On July 21, 2025, a Change of Control occurred in which Jordan P. Balencic, D.O. acquired all outstanding Series D Preferred super-voting shares of the Company and assumed the role of Chief Executive Officer. The transaction was completed pursuant to a Change of Control Agreement executed between Dr. Balencic and former Chief Executive Officer Andrew Gilton II.

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

342 N. Queen St. Warehouse D
Lancaster, PA 17603

The address(es) 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:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 433-1979
Email: ss@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act? Yes: No:

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>BFCH</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>09174L104</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>5,000,000,000</u>	as of 03/31/2026
Total shares outstanding:	<u>1,271,421,595</u>	as of 03/31/2026
Total number of shareholders of record:	<u>50</u>	as of 03/31/2026

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	<u>Preferred D</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>51</u>	as of 03/31/2026
Total shares outstanding (if applicable):	<u>51</u>	as of 03/31/2026
Total number of shareholders of record (if applicable):	<u>1</u>	as of 03/31/2026

Exact title and class of the security:	<u>Preferred C</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>24,750,000</u>	as of 03/31/2026
Total shares outstanding (if applicable):	<u>14,500,000</u>	as of 03/31/2026
Total number of shareholders of record:	<u>7</u>	as of 03/31/2026

Notes:

(i) On September 9, 2025, 4,000,000 shares of Series C Preferred Stock previously issued to Bryan Wilkinson were returned to the Company and canceled. No consideration was paid in connection with the cancellation. (ii) Pursuant to the Change of Control Agreement executed on July 21, 2025, 6,250,000 shares of Series C Preferred Stock held by Andrew Gilton II were converted into 12,500,000 shares of Common Stock at a one-for-two (1:2) conversion ratio. These actions reduced the total Series C Preferred shares outstanding from 24,750,000 as of June 30, 2025 to 14,500,000 as of December 31, 2025.

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.

Dividend Rights: Eligible when and if declared by the Board.

Voting Rights: 1:1 (one vote per share).

Preemptive Rights: None.

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

Series D Preferred Stock: 51 super-voting shares representing majority voting control of the Company. The Series D Preferred Stock is not convertible into Common Stock.

Series C Preferred Stock: Convertible into Common Stock at a one-for-two (1:2) conversion ratio pursuant to the Company's Articles of Incorporation and related governing documents.

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.

None during the reporting period

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>01/01/2024</u>	Common: <u>457,830,708</u>	Preferred: <u>44,750,051</u>							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>07/02/2024</u>	<u>New Issuance</u>	<u>23,026,666</u>	<u>Common</u>	<u>.00135</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>12/23/2024</u>	<u>New Issuance</u>	<u>70,760,666</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>02/15/2025</u>	<u>New Issuance</u>	<u>44,535,555</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>06/30/2025</u>	<u>New Issuance</u>	<u>51,282,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>04/17/2025</u>	<u>New Issuance</u>	<u>56,616,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>

<u>04/23/2025</u>	<u>New Issuance</u>	<u>58,324,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/02/2025</u>	<u>New Issuance</u>	<u>68,565,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/07/2025</u>	<u>New Issuance</u>	<u>74,500,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/08/2025</u>	<u>New Issuance</u>	<u>65,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Andrew Gilton III</u>	<u>Mgt Comp</u>	<u>Restricted</u>	<u>Restricted</u>
<u>07/11/2025</u>	<u>New Issuance</u>	<u>86,700,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/15/2025</u>	<u>New Issuance</u>	<u>97,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/18/2025</u>	<u>New Issuance</u>	<u>107,101,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>09/30/2025</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>		<u>Yes</u>	<u>Douglas Vaughn</u>	<u>Services: Corporate Filings</u>	<u>Restricted</u>	<u>Restricted</u>
<u>09/30/2025</u>	<u>New Issuance</u>	<u>10,323,750</u>	<u>Common</u>		<u>Yes</u>	<u>Jordan Balencic D.O., CEO</u>	<u>Cash Contribution</u>	<u>Restricted</u>	<u>Restricted</u>
<u>09/30/2025</u>	<u>New Issuance</u>	<u>6,250,000</u>	<u>Common</u>		<u>Yes</u>	<u>William Cheek</u>	<u>Cash Contribution</u>	<u>Restricted</u>	<u>Restricted</u>
<u>09/30/2025</u>	<u>Cancellation</u>	<u>(4,000,000)</u>	<u>Preferred Class C</u>			<u>Bryan Wilkison</u>	<u>Voluntary surrender and cancellation</u>		
<u>09/30/2025</u>	<u>Pref F Conversion</u>	<u>40,000,000 (20,000,000)</u>	<u>Common Pref F</u>		<u>Yes</u>	<u>Andrew Gilton II</u>	<u>Conversion of Preferred Stock pursuant to Change of Control Agreement</u>	<u>Restricted</u>	<u>Restricted</u>
<u>09/30/2025</u>	<u>Pref C Conversion</u>	<u>12,500,000 (6,250,000)</u>	<u>Common Pref C</u>		<u>Yes</u>	<u>Andrew Gilton II</u>	<u>Conversion of Preferred Stock pursuant to Change of Control Agreement</u>	<u>Restricted</u>	<u>Restricted</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date 12/31/2025 Common: <u>1,271,421,595</u> Preferred: <u>14,500,051</u>									

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

Shares vested but unissued (as of report date):

- (1) BGTV Direct 10,000,000 shares. Vested 11/26/2018 Reg A Stock Purchase
- (2) Who Are You Inc. 2,500,000 shares. Vested 03/04/2019 Reg A Stock Purchase
- (3) Traveling Caregivers 7,500,000 shares. Vested 03/14/2019 Reg A Stock Purchase
- (4) Jeffrey Mutual 200,000,000 shares. See Below.
- (5) ERApeutics, LLC (d/b/a EVERMIND Beverage) – 400,000,000 restricted Common shares issuable pursuant to the Asset Purchase Agreement completed on December 31, 2025 in connection with the acquisition of intellectual property, formulations, brand assets, and related commercialization rights.

Convertible Debt – Jeffrey Mutual (Amended July 24, 2025)

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement:

- The conversion price was fixed at \$0.01 per share of Common Stock.
- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the Company's current reserve schedule with its transfer agent, which shows 200,000,000 shares reserved for potential issuance under the amended agreement.
- A 9.9% beneficial ownership limit applies at any given time.
- Conversion may be made on demand by written instruction to the Company's transfer agent.
- The agreement tacks Rule 144 holding period to the original note issuance dates.
- A full mutual release of all claims related to the prior debt instruments was included.

As a result of the July 24, 2025 amendment and subsequent conversions, the amendment eliminated the prior variable-rate conversion provisions associated with the Company's historical convertible instruments, and the remaining fixed-price note balance no longer meets the definition of a liability under U.S. GAAP. Accordingly, the Company has no convertible debt reflected on its balance sheet as of December 31, 2025. Management believes the restructuring materially improved the Company's capitalization profile and reduced uncertainty associated with the Company's historical convertible financing structure.

Conversions to Date:

During the fiscal year ended June 30, 2025, Mr. Mutual converted portions of the legacy notes into an aggregate of approximately 210,000,000 shares of Common Stock. No conversions occurred during the quarter ended December 31, 2025. The remaining note balance is convertible solely under the fixed-price and capped terms of the Amended and Restated Convertible Note Agreement. Management believes these terms materially limit potential future dilution and provide greater transparency to existing shareholders.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement:

- The conversion price was fixed at \$0.01 per share of Common Stock.
- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the Company's current reserve schedule with its transfer agent, which shows 200,000,000 shares reserved for potential issuance under the amended agreement.
- A 9.9% beneficial ownership limit applies at any given time.
- Conversion may be made on demand by written instruction to the Company's transfer agent.
- The agreement tacks Rule 144 holding period to the original note issuance dates.
- A full mutual release of all claims related to the prior debt instruments was included.

As a result of the July 24, 2025 amendment and subsequent conversions, all variable-rate convertible debt instruments previously issued to Mr. Mutual were fully extinguished and no longer meet the definition of a liability under U.S. GAAP. Accordingly, the Company had no outstanding promissory or convertible notes as of March 31, 2026.

Mr. Mutual remains a significant historical creditor of the Company and, by virtue of his prior holdings, is deemed a beneficial owner of more than five percent of the Company's Common Stock for purposes of SEC Rule 13d-3. However, because of the contractual 9.9 percent beneficial-ownership limitation and the elimination of all variable-rate features, Mr. Mutual is **not** deemed a control person for purposes of Rule 405 of the Securities Act of 1933 or OTC Markets disclosure.

Management has been advised that Mr. Mutual currently does not intend to request any further conversions unless the market price of the Company's Common Stock is at or above \$0.01 per share, which corresponds to the fixed conversion rate established under the amended agreement. This statement reflects the noteholder's current intention only, is not contractually binding, and may change without notice.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

The Company is transitioning into a diversified operating platform focused on scalable wellness-oriented consumer products, direct-to-consumer infrastructure, commercialization capabilities, strategic intellectual-property assets, and performance-focused consumer brands under the UNLOCKD Inc. platform.

Following the July 2025 change of control and restructuring initiatives, management initially focused on stabilization of the Company's capitalization structure, elimination of legacy variable-rate financing exposure, and development of a long-term operating strategy designed to reposition the Company from its historical cryptocurrency-mining operations toward scalable consumer-wellness and commercialization opportunities.

During the quarter ended March 31, 2026, management increasingly focused on acquisition opportunities involving operational infrastructure, vertically integrated wellness products, repeat-customer consumer models, e-commerce capabilities, and retail-transformation potential. Management believes fragmented and distressed wellness-oriented retail channels may create strategic opportunities for repositioning toward broader functional-health and performance-focused product categories.

On December 31, 2025, the Company completed the acquisition of ERApeutics, LLC (d/b/a EVERMIND Beverage), establishing an initial intellectual-property and formulation platform within the UNLOCKD ecosystem.

During the quarter ended March 31, 2026, management increasingly focused on opportunities involving scalable direct-to-consumer infrastructure, vertically integrated wellness products, commercialization capabilities, and retail-transformation initiatives. On April 22, 2026, the Company executed a binding Letter of Intent to acquire VerdaGenix, LLC, the operator of the Ancient Extracts USA platform. Management believes the proposed acquisition may provide foundational operating infrastructure capable of supporting broader long-term commercialization initiatives involving

direct-to-consumer growth, vertically integrated formulations, wellness-oriented consumer products, and future retail-distribution opportunities.

During the third quarter of 2025, the Company transitioned its principal business from data-processing to the development, manufacturing, and commercialization of functional wellness products and performance technologies. Accordingly, the Company updated its Standard Industrial Classification (SIC) code from 7374 (Data Processing and Preparation) to 2086 (Manufacture of Bottled Beverages) to reflect its current line of business.

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

As of the filing date, the Company's subsidiaries include:

- Evermind LLC – a provider of functional performance beverages.
- Liquid Immersion LLC – undergoing wind down procedures.

Future subsidiaries are being organized under the UNLOCKD platform to manage operating assets within dedicated divisions (consumer brands, technologies, and IP/ventures).

C. Describe the issuers' principal products or services.

The Company's current focus is expanding to include:

- **UNLOCKD Labs:** Consumer-products and commercialization division focused on acquiring, integrating, developing, and scaling wellness-oriented consumer brands, vertically integrated formulations, and direct-to-consumer infrastructure.
 - On December 31, 2025, the Company completed the acquisition of ERApeutics, LLC (d/b/a EVERMIND Beverage), establishing an intellectual-property and formulation platform centered on cognitive wellness and performance-oriented consumer products. Management continues evaluating strategic commercialization pathways involving EVERMIND™, including potential applications involving beverage enhancers, functional creamers, cognitive-performance formulations, ingredient integrations, and related wellness-oriented consumer-product categories.
 - On April 22, 2026, the Company executed a binding Letter of Intent to acquire VerdaGenix, LLC, the operator of the Ancient Extracts USA platform. Ancient Extracts USA is a direct-to-consumer wellness platform operating across categories including mushroom coffee, ceremonial-grade matcha, adaptogens, and botanical performance products. Management believes the proposed acquisition may provide scalable operational infrastructure including e-commerce systems, digital marketing capabilities, repeat-customer revenue channels, supplier relationships, proprietary formulations, and commercialization infrastructure capable of supporting broader future platform expansion initiatives involving EVERMIND™ and additional wellness-oriented consumer brands.
- **UNLOCKD Technologies:** Technology division focused on cognitive, biometric, and AI-enabled performance tools and related digital-health applications intended to support human optimization. Initial projects are in formation; no revenue has been recognized to date.
- **UNLOCKD Ventures:** Strategic investment and incubation arm targeting early-stage consumer brands and IP-backed assets with spin-off or licensing potential. On October 31, 2025, the Company executed a non-binding LOI with a well-known global consumer brand to develop a wellness-oriented beverage line through a majority-owned subsidiary; the structure contemplates Company operational control with revenues consolidated if and when closing conditions are satisfied.

This integrated model preserves remaining legacy assets while advancing a diversified operating platform at the intersection of functional wellness, cognitive performance, and applied health technologies. All initiatives described above will proceed subject to applicable approvals, definitive documentation, and customary closing conditions.

5) Issuer's Facilities

The Company's principal executive office is located at 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603.

The Company currently utilizes a combination of administrative office space, remote coordination, third-party service providers, and strategic operating relationships in support of its business operations and commercialization initiatives.

Management believes the Company's current facilities and operational infrastructure are adequate for its present administrative requirements while the Company continues advancing acquisition, commercialization, and platform-development initiatives.

Corporate / Administrative Office

The Company leases office space located at 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603, which serves as its principal location for management, finance, and investor-relations activities. The facility is adequate for current operational requirements and provides sufficient capacity for administrative expansion as the Company scales. The Company may also utilize co-working or short-term office arrangements as needed for project-based initiatives.

Principal Executive Office of Record

The Company's official executive office address of record with regulatory agencies and the transfer agent is 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603. All corporate correspondence and mail may be directed to this address.

Legacy Mining Equipment and Related Infrastructure

The Company continues to own certain cryptocurrency-mining servers and related hosting and cooling equipment, which remain recorded on the balance sheet as legacy assets. Management is evaluating the condition, valuation, and potential future use of these assets, including possible disposition, lease, or repurposing. No definitive agreements regarding disposition have been executed as of the filing date. Retention of these assets allows the Company to maintain operational continuity while completing its transition into consumer-wellness and performance-technology operations.

Manufacturing and Distribution (Consumer-Wellness Platform)

The Company does not own manufacturing or warehousing facilities. As part of its shift to consumer-product operations, the Company expects to utilize contract manufacturing (co-packing), independent laboratories, and third-party logistics providers for production, testing, and distribution. These relationships will be structured on a project or purchase-order basis without long-term lease or ownership obligations. No binding facility commitments exist as of the filing date.

Facilities No Longer Operated

The Company has no current plans to open or maintain a company-owned facility in Wyoming. Prior references to such locations are no longer applicable following the corporate relocation of management and administrative functions to Pennsylvania.

6) Officers, Directors, and Control Persons

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

corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

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

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

As of the period ended March 31, 2026, the following individuals are officers, directors, or beneficial holders of more than 5% of any class of the Company's securities. Beneficial ownership determinations are made pursuant to **Exchange Act Rule 13d-3(d)(1)**, which includes the right to acquire securities within 60 days.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Jordan Balencic, D.O.	Chairman and CEO	PA/USA	51	Preferred D	100%	Individual ownership
Jordan Balencic, D.O.	Chairman and CEO	PA/USA	10,323,750	Common	<1%	Individual ownership
Jeffrey Mutual	Non-affiliate, beneficial holder >5%	MI/USA	* -	Common (on conversion)	* -	Beneficial owner

Basis of Ownership: Mr. Mutual previously held multiple legacy convertible promissory notes that were consolidated into a single fixed-price Amended and Restated Convertible Note Agreement dated July 24, 2025. The amended note carries a fixed conversion price of \$0.01 per share of Common Stock, is capped at 200,000,000 shares in the aggregate, and is subject to a 9.9 percent beneficial-ownership limitation at any time. During the fiscal year ended June 30, 2025, Mr. Mutual converted approximately 210,000,000 shares of Common Stock pursuant to the prior instruments. As of March 31, 2026, no convertible-debt liability associated with the historical variable-rate instruments remains reflected on the Company's balance sheet; however, for purposes of Exchange Act Rule 13d-3(d)(1), Mr. Mutual is deemed a beneficial owner of more than 5 percent of the Company's Common Stock based on his contractual right to acquire additional shares within 60 days.

Subsequent Event – Change of Control (July 21, 2025): On July 21, 2025, Andrew Gilton II resigned as Chief Executive Officer and transferred ownership of 51 shares of the Company's Series D Preferred Stock to Jordan P. Balencic, D.O., pursuant to a duly executed Change of Control Agreement. The Series D Preferred Stock carries super-voting rights representing majority voting control of the Company. Upon completion of the transaction, Dr. Balencic became the Company's control person and assumed the role of Chief Executive Officer.

7) Legal/Disciplinary History

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

1. Been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. Been the subject 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, 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

To the Company’s knowledge, after due inquiry, none of its officers, directors, or control persons have been the subject of the foregoing matters.

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

N/A.

The Company is not, and none of its subsidiaries are, parties to any material pending legal proceedings, nor is management aware of any such proceedings contemplated by governmental authorities. The Company is not aware of any threatened litigation or administrative actions that could materially affect its financial condition or operations.

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd. Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

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

The Company's quarterly and annual financial statements are prepared internally by management and outside accounting consultants and service providers and are not audited. No independent accountant or PCAOB-registered audit firm was engaged to review or audit the financial statements included in this report.

Investor Relations

The Company does not currently engage any third-party investor-relations or public-relations firm. All investor communications, shareholder inquiries, and corporate updates are managed internally by executive management.

All other means of investor communication:

Web: www.unlockdinc.com
X (Twitter): <https://x.com/bfchco>
Email: jbalencic@thinkevermind.com
Disclosures and periodic reports: www.otcmarkets.com/stock/BFCH/disclosure

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: Douglas B. Vaughn
Firm: Independent Contractor
Nature of Services: Assisted with subsidiary consolidation, financial-data compilation, and preparation support in connection with this Disclosure Statement.
Address 1: Memphis, Tennessee
Phone: -
Email: -

9) Financial Statements

A. This Disclosure Statement was prepared by:

Name: Douglas B. Vaughn
Title: Accountant/Financial Analyst
Relationship to issuer: Served in an interim administrative capacity as Acting Secretary during the reporting period.

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

- U.S. GAAP
 IFRS

C. The financial statements for this reporting period were prepared by (see notes to financials)²:

Name: Douglas B. Vaughn
Title: Accountant / Financial Analyst
Relationship to Issuer: Independent contractor; served in an interim administrative capacity as Acting Secretary during the reporting period
Qualifications: Certified Management Accountant (retired); experienced in subsidiary consolidation, financial modeling, and preparation of financial statements under U.S. GAAP.
Scope of Work: Consolidated subsidiary results with the holding company and prepared draft financial statements for management review and certification.

Governance Transition Note: On July 21, 2025, prior to the reporting period covered by this report, control of the Company transitioned to Jordan P. Balencic, D.O., who assumed the role of Chief Executive Officer. Accordingly, while financial reporting through early Q3 2025 incorporated information prepared with the assistance of Douglas B. Vaughn (Independent Contractor) and under the oversight of former CEO Andrew Gilton II, all financial-reporting responsibilities have since transitioned to Dr. Balencic as the Company's current Chief Executive Officer.

Reliance on Prior Information Note: Following the change of control, current management has relied upon workpapers and supporting information previously prepared by Douglas B. Vaughn and Andrew Gilton in connection with earlier financial reporting. Management believes this information to be materially accurate and complete; however, certain immaterial clerical or typographical inconsistencies were identified in prior filings. These errors did not affect the underlying financial results but are being addressed through the Company's ongoing reporting and turnaround process.

10) Issuer Certification

Principal Executive/Financial 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, Jordan P. Balencic, D.O., certify that:

1. I have reviewed this Disclosure Statement for BitFrontier Capital Holdings, Inc. d/b/a UNLOCKD, 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.

05/14/2026

/s/ Jordan P. Balencic, D.O. [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAM

²The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

BitFrontier Capital Holdings, Inc.
Consolidated Balance Sheet

	3/31/2026	12/31/2025
Cash	\$ -	\$ 7,519
Prepaid & Other Assets	\$ -	\$ -
Accounts Receivable	<u>\$ -</u>	<u>\$ -</u>
Total Current Assets	\$ -	\$ 7,519
Building & FFE	\$ -	\$ -
Trademarks & Formulas	\$ 280,000	\$ 280,000
Equipment	\$ 421,212	\$ 421,212
Other L/T Assets	<u>\$ -</u>	<u>\$ -</u>
Total Other Assets	\$ 701,212	\$ 701,212
Total assets	\$ 701,212	\$ 708,731
Accounts payable	\$ -	\$ 7,500
Notes Payable	\$ -	\$ -
Other Current Liabilities	<u>\$ -</u>	<u>\$ -</u>
Current Liabilities	\$ -	\$ 7,500
Notes Payable	\$ -	\$ -
Accrued Int Payable	\$ -	\$ -
Other Misc Liabilities	<u>\$ 8,020</u>	<u>\$ -</u>
Long term Liabilities	\$ 8,020	\$ -
Total Liabilities	\$ 8,020	\$ 7,500
Common Stock	\$ 127,241	\$ 127,241
Preferred Stock	\$ 1,450	\$ 1,450
Shares Issuable	\$ 2,380,000	\$ 2,380,000
Paid In Capital	\$ 3,722,637	\$ 3,722,637
Retained Earnings	\$ (5,530,097)	\$ (5,530,097)
Net Income YTD	<u>\$ (8,039)</u>	<u>\$ -</u>
Equity	\$ 693,192	\$ 701,231
Total Lib & Equity	\$ 701,212	\$ 708,731

BitFrontier Capital Holdings, Inc
Consolidated Income Statement

	Year to Date 31-Mar-26	QTR to Date 31-Mar-26
Beverage Sales	\$ -	\$ -
Crypto	\$ -	\$ -
IT Services	\$ -	\$ -
<u>other</u>	<u>\$ -</u>	<u>\$ -</u>
Total revenues	\$ -	\$ -
Cost of Sales - Beverages	\$ -	\$ -
<u>Other Cost of Sales</u>	<u>\$ -</u>	<u>\$ -</u>
Total Cost of Sales	\$ -	\$ -
Gross Profit	\$ -	\$ -
Salaries	\$ -	\$ -
Administration	\$ 8,039	\$ 8,039
Marketing	\$ -	\$ -
<u>Interest Expense</u>	<u>\$ -</u>	<u>\$ -</u>
Total Expense	\$ 8,039	\$ 8,039
Net profit	\$ (8,039)	\$ (8,039)

BitFrontier Capital Holdings, Inc.
Consolidated Cash Flow Statement

	Year to Date 03-31-26	QTR to Date 03-31-26
Net Income	\$ (8,039)	\$ (8,039)
Adjustments to reconcile		
Changes in A/R and A/P	\$ -	\$ -
Changes in Other A/L	<u>\$ -</u>	<u>\$ -</u>
Net Cash From Operations	\$ (8,039)	\$ (66,002)
Investing Activities		
Beverage Formulas	\$ -	\$ -
Other Investments	<u>\$ -</u>	<u>\$ -</u>
Net Cash Used Investing	\$ -	\$ -
Financing Activities		
Notes Payable	\$ -	\$ -
Accued Int Pay	\$ -	\$ -
Other Financing	\$ 520	\$ 520
Equity Contribution/WD	<u>\$ -</u>	<u>\$ -</u>
Net Cash From Financing	\$ 520	\$ 520
<u>Net Cash Increase</u>	<u>\$ (7,519)</u>	<u>\$ (7,519)</u>
Cash At Beginning of Period	\$ 7,519	\$ 7,519
Cash At End of Period	\$ -	\$ -

UNLOCKD, Inc.
Consolidated Statements of Stockholders Equity

	Preferred Stock		Common Stock		Shares Issuable		Additional	Retained	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Earnings	Stockholders Equity
Balance 12/31/2023	44,750,051	4,475	457,830,708	45,900	-	-	3,553,606	(5,198,650)	(1,307,285)
Net Income YTD 2023								31,615	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (11,578)	(11,578)
preferred stock issued **	-	\$ -	-	\$ -	-	-	\$ -	\$ 102,256	102,256
Common Stock Issued	-	\$ -	93,787,332	\$ 9,379	-	-	\$ 149,231	\$ -	158,610
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ (183,003)	(183,003)
Net Income YTD 2024	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ (48,239)
Balance 12/31/2024	44,750,051	4,475	551,618,040	55,279	-	-	3,702,837	(5,259,360)	(1,289,239)
Net Income YTD 2024								(48,239)	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ (114,002)	(114,002)
preferred stock issued **	(30,250,000)	\$ (3,025)	-	\$ -	-	-	\$ -	\$ -	(3,025)
Common Stock Issued	-	\$ -	719,623,555	\$ 71,962	-	-	\$ 19,800	\$ -	91,762
Shares Issuable	-	\$ -	-	\$ -	-	2,380,000	\$ -	\$ -	2,220,709
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Net Income YTD 2025	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ (108,496)
Balance 12/31/2025	14,500,051	1,450	1,271,241,595	127,241	-	2,380,000	3,722,637	(5,421,601)	701,231
Net Income YTD 2025								(108,496)	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
preferred stock issued **	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Common Stock Issued	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Shares Issuable	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	\$ -	-
Net Income YTD 2026	-	\$ -	-	\$ -	-	-	\$ -	\$ -	\$ (8,039)
Balance 03/31/2026	14,500,051	1,450	1,271,241,595	127,241	-	2,380,000	3,722,637	(5,530,097)	693,192

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND BUSINESS HISTORY

BitFrontier Capital Holdings, Inc. (the “Company”) was originally incorporated in the State of Nevada on June 3, 2005 as AOM Minerals, Ltd. and later redomiciled to Wyoming in August 2010. Over the Company’s operating history, it has undergone multiple restructurings and name changes reflecting shifts in business focus, including Purio Inc. (water-clarification technology, 2007–2017) and BitFrontier Capital Holdings, Inc. (cryptocurrency-mining infrastructure and related activities, 2017–2024).

On July 21, 2025, control of the Company transferred to Jordan P. Balencic, D.O., pursuant to a duly executed Change of Control Agreement under which all outstanding Series C and Series F Preferred Stock held by former Chief Executive Officer Andrew Gilton II were converted into Common Stock. Immediately thereafter, Dr. Balencic assumed the roles of Chairman and Chief Executive Officer and initiated a strategic turnaround and re-branding of the Company as UNLOCKD Inc., a public operating platform focused on wellness-oriented consumer products, commercialization infrastructure, cognitive-health formulations, and performance-focused consumer brands.

Management’s objective is to reposition the former cryptocurrency-mining issuer into a diversified operating platform focused on scalable commercialization opportunities, direct-to-consumer infrastructure, vertically integrated wellness products, and strategic intellectual-property assets. The Wyoming Secretary of State accepted the corporate name change to UNLOCKD Inc. on September 29, 2025.

The Company’s legacy subsidiaries, ASICs Miners US LLC and Liquid Immersion LLC, which historically operated in cryptocurrency-server sales and hosting, are undergoing wind-down and administrative-streamlining procedures. Related mining servers, cooling systems, and other equipment remain recorded on the balance sheet and are being evaluated for potential disposition, lease, repurposing, or other strategic uses.

UNLOCKD is developing an operating platform focused on scalable wellness-oriented consumer products, commercialization infrastructure, direct-to-consumer operations, strategic formulations, and performance-focused consumer brands.

On December 31, 2025, the Company completed the acquisition of ERApeutics, LLC (d/b/a EVERMIND Beverage), establishing an intellectual-property and formulation platform within the UNLOCKD ecosystem. Management continues evaluating commercialization opportunities involving EVERMIND™, including beverage enhancements, ingredient integrations, cognitive-performance formulations, and related wellness-oriented product applications.

During the quarter ended March 31, 2026, management increasingly focused on acquisition opportunities involving scalable direct-to-consumer infrastructure, vertically integrated wellness products, e-commerce capabilities, and retail-transformation initiatives. On April 22, 2026, the Company executed a binding Letter of Intent to acquire VerdaGenix, LLC, the operator of the Ancient Extracts USA platform. Management believes the proposed acquisition may significantly expand the Company’s commercialization capabilities, operational infrastructure, direct-to-consumer reach, and future retail-distribution opportunities.

These initiatives collectively reflect the Company’s strategic transition from historical data-processing operations toward wellness-oriented consumer products and commercialization activities classified under SIC 2086.

NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN

The accompanying consolidated financial statements have been prepared on the accrual basis in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). All intercompany balances and transactions have been eliminated in consolidation. The interim financial statements include all normal recurring adjustments considered necessary for a fair presentation of the Company’s financial position and results of operations for the periods presented.

Management has evaluated the Company's ability to continue as a going concern in accordance with ASC 205-40, Presentation of Financial Statements – Going Concern. As of March 31, 2026, the Company had limited cash resources, minimal operating revenues, and recurring operating losses.

Management's strategic plan includes continued capitalization improvements, disciplined equity financing initiatives, acquisition and integration of commercialization-oriented operating assets, expansion of direct-to-consumer infrastructure, and development of scalable wellness-oriented consumer-product operations. During the quarter ended March 31, 2026, management also continued advancing acquisition and commercialization initiatives involving the EVERMIND™ platform and the proposed VerdaGenix, LLC / Ancient Extracts USA transaction.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. The Company's continuation as a going concern is dependent upon management's ability to successfully execute its operating strategy, improve liquidity, generate future revenues, and obtain additional financing as necessary. These conditions raise substantial doubt regarding the Company's ability to continue as a going concern within one year after the date these financial statements are issued. No adjustments have been made to the accompanying financial statements relating to the recoverability or classification of recorded asset amounts or liabilities that may result should the Company be unable to continue as a going concern.

NOTE 3 – CONVERTIBLE NOTES PAYABLE

On July 24, 2025, the Company and Jeffrey Mutual executed an Amended and Restated Convertible Note Agreement consolidating all prior variable-rate convertible notes issued between February 19, 2021 and December 13, 2022. Principal terms of the amended agreement include:

- Fixed conversion price of \$0.01 per share of Common Stock.
- Aggregate contractual cap of 200,000,000 shares issuable under the amended agreement, as reflected in the Company's transfer-agent reserve schedule.
- 9.9 percent beneficial-ownership limitation applicable at any given time.
- Conversion rights exercisable through written instruction to the Company's transfer agent.
- Rule 144 holding periods associated with the original note issuances were contractually preserved.
- Mutual releases relating to the prior debt instruments and associated historical claims.

The amended agreement eliminated the prior variable-rate conversion provisions associated with the Company's historical convertible instruments and replaced them with fixed-price conversion mechanics subject to contractual limitations.

During the fiscal year ended December 31, 2025, approximately 210,000,000 shares of Common Stock were issued pursuant to conversions under the historical instruments prior to execution of the amended agreement. No conversions occurred during the quarter ended March 31, 2026.

Management believes the amended structure materially improved the transparency and predictability of the Company's historical financing obligations and capitalization profile relative to the prior variable-rate financing arrangements.

NOTE 4 – LEGACY CRYPTOCURRENCY OPERATIONS AND SUBSIDIARIES

Certain historical subsidiaries associated with the Company's prior cryptocurrency-mining and related infrastructure operations, including Liquid Immersion LLC and ASICs Miners US LLC, are undergoing wind-down, administrative-streamlining, or dissolution procedures.

As part of management's strategic transition toward wellness-oriented consumer products, commercialization infrastructure, and direct-to-consumer operations, the Company has reduced emphasis on its legacy cryptocurrency activities. However, certain mining servers, cooling systems, and related equipment continue to remain recorded on the balance sheet as legacy assets pending management's evaluation of potential disposition, lease, repurposing, or other strategic alternatives.

Management continues evaluating opportunities to maximize value associated with these retained legacy assets while advancing the Company's transition toward wellness-oriented operating activities and commercialization initiatives.

NOTE 5 – EQUITY TRANSACTIONS AND CAPITAL STRUCTURE

During the quarter ended March 31, 2026, the Company continued implementing capitalization, governance, commercialization, and acquisition-related initiatives associated with its strategic transition toward wellness-oriented consumer products, direct-to-consumer infrastructure, vertically integrated formulations, and operating-platform development under the UNLOCKD Inc. brand.

The Company's capitalization structure during the quarter reflected restructuring and governance actions initiated following the July 21, 2025 Change of Control transaction pursuant to which Jordan P. Balencic, D.O. assumed control of the Company through ownership of the Company's Series D Preferred Stock.

Preferred Share Cancellations and Capitalization Cleanup

On September 9, 2025, the Company accepted the voluntary surrender and cancellation of 4,000,000 shares of Series C Preferred Stock previously issued to Bryan Wilkinson. The shares were returned to authorized-but-unissued status without consideration.

During 2025 and continuing into 2026, management conducted a review and reconciliation of the Company's capitalization records in coordination with the transfer agent and identified approximately 235,000,000 unsupported or non-beneficially owned Common shares, which were invalidated or removed from the capitalization records. Management believes these corrective actions materially improved transparency and integrity within the Company's capitalization structure.

Change-of-Control Related Conversions

Pursuant to the July 21, 2025 Change of Control Agreement, Andrew Gilton II converted shares of Series C Preferred Stock and Series F Preferred Stock into restricted Common Stock in accordance with the governing conversion provisions applicable to such securities. These transactions extinguished the remaining Series F designation and aligned the Company's capitalization structure with post-transaction management control.

Bridge Financing and Capital Formation Activities

On September 5, 2025, the Board of Directors authorized a fixed-price Common Stock financing of up to \$150,000 at \$0.0008 per share pursuant to Section 4(a)(2) and Rule 506(b) of the Securities Act of 1933. On November 5, 2025, the Board approved an increase in the maximum aggregate offering amount from \$150,000 to \$175,000, with all other material terms remaining unchanged.

As of December 31, 2025, aggregate accepted subscriptions totaled approximately \$13,259, including subscriptions from Jordan P. Balencic, D.O. and William Cheek. During the quarter ended March 31, 2026, management continued evaluating additional capitalization initiatives, acquisition-related financing opportunities, and commercialization funding alternatives associated with the Company's broader operating-platform strategy.

During the quarter, certain previously anticipated financing activities associated with the Company's October 2025 global-brand partnership initiative did not proceed as management evaluated licensing and contractual matters associated with the proposed transaction structure and related counterparties.

Completed EVERMIND Acquisition

On December 31, 2025, the Company completed the acquisition of ERApeutics, LLC (d/b/a EVERMIND Beverage) pursuant to an Asset Purchase Agreement structured as an equity transaction. The acquisition established an intellectual-property

and formulation platform within the UNLOCKD ecosystem focused on cognitive wellness, beverage formulations, ingredient integrations, and related commercialization opportunities.

Strategic Acquisition Initiatives

During the quarter ended March 31, 2026, management increasingly focused on acquisition opportunities involving scalable direct-to-consumer infrastructure, vertically integrated wellness products, commercialization capabilities, and retail-transformation initiatives.

On April 22, 2026, the Company executed a binding Letter of Intent to acquire VerdaGenix, LLC, the operator of the Ancient Extracts USA platform. Management believes the proposed acquisition may provide scalable operational infrastructure including e-commerce systems, digital marketing capabilities, supplier relationships, vertically integrated wellness products, and repeat-customer revenue channels capable of supporting broader long-term commercialization initiatives involving EVERMIND™ and additional wellness-oriented consumer brands.

Corporate Rebranding

On September 29, 2025, the Wyoming Secretary of State accepted the Company's corporate name change to UNLOCKD Inc., reflecting management's strategic repositioning of the Company toward wellness-oriented consumer products, commercialization infrastructure, direct-to-consumer operations, and performance-focused consumer brands.

NOTE 6 – SUBSEQUENT EVENTS

Management evaluated subsequent events through the date of filing of these financial statements and identified the following material events occurring after March 31, 2026:

Binding Letter of Intent – VerdaGenix, LLC / Ancient Extracts USA

On April 22, 2026, the Company executed a binding Letter of Intent to acquire VerdaGenix, LLC, the operator of the Ancient Extracts USA platform. Ancient Extracts USA is a direct-to-consumer wellness platform operating across categories including mushroom coffee, ceremonial-grade matcha, adaptogens, botanical wellness products, and related performance-oriented consumer products.

Management believes the proposed acquisition may provide scalable commercialization infrastructure including e-commerce systems, digital marketing capabilities, supplier relationships, vertically integrated wellness products, repeat-customer revenue channels, and operational capabilities capable of supporting broader long-term platform expansion initiatives involving EVERMIND™ and additional wellness-oriented consumer brands.

The proposed transaction remains subject to completion of due diligence, negotiation and execution of definitive agreements, financing considerations, and customary closing conditions. No assurance can be provided that the proposed acquisition will close on the currently contemplated terms, or at all.

Executive Management Transition

Effective May 15, 2026, the Company appointed John P. Gorst as Chief Executive Officer and a member of the Board of Directors. Jordan P. Balencic, D.O. transitioned from Chief Executive Officer to Chairman and Chief Science Officer.

Mr. Gorst is an experienced public-company executive with leadership experience involving consumer brands, capital markets, operational scaling initiatives, direct-to-consumer operations, and corporate strategy. Management believes the appointment supports the Company's continued transition toward commercialization-focused operating activities and broader platform expansion initiatives.

Capital Formation Activities

Following the reporting period, the Company continued pursuing strategic capital-formation initiatives associated with its broader commercialization and acquisition strategy.

In connection with the proposed VerdaGenix / Ancient Extracts USA transaction, management initiated efforts to secure an initial \$100,000 financing tranche intended to support transaction execution, commercialization planning, operating infrastructure, and broader platform-development initiatives. Management continues evaluating additional financing opportunities, strategic relationships, and acquisition-related capital initiatives in connection with the Company's long-term operating strategy.

Commercialization Initiatives

Following the reporting period, management continued evaluating strategic commercialization opportunities involving the EVERMIND™ intellectual-property and formulation platform, including potential applications involving beverage enhancements, ingredient integrations, cognitive-performance formulations, functional creamers, and related wellness-oriented consumer-product initiatives.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the accompanying financial statements and notes thereto contained elsewhere in this Quarterly Report. The following discussion contains forward-looking statements reflecting management's current plans, estimates, expectations, and business objectives. Actual results may differ materially from those discussed herein due to various risks and uncertainties, including financing conditions, acquisition risks, operational challenges, regulatory developments, and market conditions.

Overview

During the quarter ended March 31, 2026, the Company continued executing its strategic transition from its historical cryptocurrency-mining and related infrastructure operations toward wellness-oriented consumer products, commercialization infrastructure, direct-to-consumer operations, and acquisition-driven growth initiatives under the UNLOCKD Inc. platform.

Management's activities during the quarter remained primarily focused on capitalization management, commercialization planning, acquisition evaluation, operational restructuring, governance initiatives, and development of a scalable operating strategy centered on vertically integrated wellness products and consumer-facing infrastructure.

The Company continued implementing capitalization and governance initiatives associated with the July 21, 2025 Change of Control transaction pursuant to which Jordan P. Balencic, D.O. assumed control of the Company. Management believes prior restructuring initiatives materially improved the Company's capitalization profile through elimination of historical variable-rate financing exposure, capitalization reconciliation efforts, reduction of legacy liabilities, and corporate restructuring activities.

Operational Strategy

Management's current operational strategy is focused on the acquisition, development, integration, and commercialization of wellness-oriented consumer-product platforms capable of supporting scalable direct-to-consumer operations, repeat-customer revenue channels, vertically integrated formulations, and future retail-distribution opportunities.

On December 31, 2025, the Company completed the acquisition of ERApeutics, LLC (d/b/a EVERMIND Beverage), establishing an intellectual-property and formulation platform involving cognitive wellness and performance-oriented formulations. Management continues evaluating commercialization opportunities involving EVERMIND™, including

beverage enhancements, ingredient integrations, cognitive-performance formulations, and related wellness-oriented product applications.

During and subsequent to the quarter ended March 31, 2026, management increasingly focused on acquisition opportunities involving scalable operational infrastructure and direct-to-consumer capabilities.

On April 22, 2026, the Company executed a binding Letter of Intent to acquire VerdaGenix, LLC, the operator of the Ancient Extracts USA platform. Ancient Extracts USA operates within categories including mushroom coffee, ceremonial-grade matcha, adaptogens, botanical wellness products, and related performance-oriented consumer products.

Management believes the proposed acquisition may provide operational infrastructure including e-commerce systems, digital marketing capabilities, customer-acquisition channels, supplier relationships, vertically integrated wellness products, existing purchase-order opportunities, and repeat-customer revenue channels capable of supporting broader commercialization initiatives.

The proposed transaction remains subject to due diligence, negotiation and execution of definitive agreements, financing considerations, and customary closing conditions. No assurance can be provided that the proposed transaction will close on the currently contemplated terms, or at all.

Retail and Commercialization Initiatives

Management also believes opportunities may exist within fragmented and financially distressed wellness-oriented retail channels, including certain CBD-focused retail operators impacted by broader industry contraction, evolving regulatory frameworks, margin compression, declining product differentiation, and reduced access to scalable operating infrastructure.

Management is currently evaluating potential retail-transformation initiatives involving the repositioning of certain legacy CBD-oriented retail environments toward broader wellness-oriented consumer categories including functional mushrooms, adaptogens, botanical wellness products, nootropic formulations, mushroom coffee products, ceremonial-grade matcha, performance-oriented wellness products, and vertically integrated direct-to-consumer ecosystems.

Management believes a combination of scalable direct-to-consumer infrastructure, strategically aligned retail relationships, vertically integrated formulations, and future commercialization partnerships may create opportunities to expand product distribution, strengthen customer-acquisition channels, improve repeat-purchase behavior, and support broader commercialization initiatives involving Ancient Extracts USA, EVERMIND™, and future wellness-oriented consumer-product platforms.

Capital Resources and Liquidity

As of March 31, 2026, the Company had limited cash resources and continued to incur operating losses. During the quarter and subsequent reporting period, management continued pursuing financing initiatives, acquisition-related capital opportunities, commercialization planning, and strategic operating relationships.

Management is currently pursuing an initial financing tranche associated with the proposed VerdaGenix / Ancient Extracts USA transaction intended to support commercialization planning, operational infrastructure, acquisition execution activities, and broader platform-development initiatives.

The Company's future operations remain dependent upon management's ability to obtain additional financing, execute acquisition and commercialization initiatives, improve liquidity, and ultimately achieve profitable operations.

Corporate Development Initiatives

During and subsequent to the reporting period, management continued evaluating additional corporate-development initiatives including expansion of the Company's executive and advisory team, modernization of corporate governance documents and operating agreements, development of updated corporate and investor-relations infrastructure, and evaluation of potential future corporate branding and FINRA-related initiatives.

Effective May 15, 2026, the Company appointed John P. Gorst as Chief Executive Officer and a member of the Board of Directors. Jordan P. Balencic, D.O. transitioned from Chief Executive Officer to Chairman and Chief Science Officer. Management believes the appointment supports the Company's broader commercialization, operational-scaling, and acquisition-related initiatives.

Strategic Outlook

Management believes the combination of direct-to-consumer infrastructure, vertically integrated wellness formulations, commercialization-focused operating assets, strategic acquisition initiatives, and potential retail-transformation opportunities may position the Company to pursue scalable long-term growth opportunities within the broader wellness and performance-oriented consumer-products sector.

Management further believes that evolving consumer demand for functional wellness products, adaptogens, nootropic formulations, mushroom-based products, and performance-oriented health categories continues to support opportunities for integrated operating platforms capable of combining digital commerce, repeat-customer revenue channels, vertically integrated product development, and strategic retail-distribution relationships.

The Company's current strategic focus remains centered on capitalization discipline, acquisition execution, commercialization infrastructure, operational scalability, and expansion of wellness-oriented consumer-product platforms capable of supporting long-term enterprise-value development.