

XALLES HOLDINGS INC.

A Nevada Corporation

2020 Pennsylvania Ave. NW, #527, Washington DC 20006

202-595-1299

xalles.com

info@xalles.com

SIC Code 7389

Quarterly Report

for the Three Months Ending March 31, 2026 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,313,712,023 as of May 8, 2026

1,812,685,075 as of December 31, 2025

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:

Yes: No:

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.

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Forward-looking Statements

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable laws, including the securities laws of the United States, we do not intend to update any of the forward-looking statements so as to conform these statements to actual results.

As used in this annual report, the terms "we", "us", "our", "the Company", and "Xalles" mean Xalles Holdings Inc., unless otherwise indicated.

All dollar amounts refer to US dollars unless otherwise indicated.

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.

Xalles Holdings Inc.
Stella Blu, Inc. from 2009 to 2015

Current State and Date of Incorporation or Registration: Nevada, December 14, 2009

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

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

The Company was incorporated as Stella Blu, Inc. in 2009 in the state of Nevada and renamed to Xalles Holdings Inc. on August 21, 2015.

EIN: 80-0524316

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

None

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

- Gateway Innovations Limited – spin-off
- AIGrowthHUB Inc. – spin-off
- InnovationsHR, Inc. – spin-off
- Capital Innovations Management, LLC – spin-off
- Appy Perks, Inc. – spin-off
- Artemis Defense Technologies UK Ltd. – spin-off
- CashXAI Inc. – spin-off

The following corporate structure was effective as of March 31, 2026:

The following active corporations are operating subsidiaries owned or partially owned by Xalles Holdings Inc.

- Xalles has a 25% ownership stake in Adaptive Analytics, Inc. (“Adaptive”). Additional future closing events are available to complete the transaction for Adaptive to become a wholly owned subsidiary of Xalles.

The following corporate structure changes were made since March 31, 2026, and before May 8, 2026:

None

Address of the issuer's principal executive office:

2020 Pennsylvania Ave. NW, #527, Washington DC 20006

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:

2) Security Information

Transfer Agent

Name: VStock Transfer LLC
Phone: 212-828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

Publicly Quoted or Traded Securities:

Trading Symbol: XALL
Exact Title and class of securities: Xalles Holdings Common Shares
CUSIP: 98388D107
Par Value: \$0.0001
Total shares authorized: 5,000,000,000 as of May 8, 2026
Total shares outstanding: 2,313,712,023 as of May 8, 2026
Total number of shareholders of record: 161 as of May 8, 2026

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

Exact title and class of the security: Preferred Shares, Series A
Par or stated value: \$0.001
Total shares authorized: 1,000,000 as of May 8, 2026
Total shares outstanding: 1,000,000 as of May 8, 2026
Total number of shareholders of record: 2 as of May 8, 2026

Exact title and class of the security: Preferred Shares, Series B
Par or stated value: \$0.001
Total shares authorized: 1,000,000 as of May 8, 2026
Total shares outstanding: 1,000,000 as of May 8, 2026
Total number of shareholders of record: 1 as of May 8, 2026

Exact title and class of the security: Preferred Shares, Series C
Par or stated value: \$0.001
Total shares authorized: 2,000,000 as of May 8, 2026
Total shares outstanding: 0 as of May 8, 2026
Total number of shareholders of record: 0 as of May 8, 2026

Security Description:

1. For common equity, describe any dividend, voting and preemption rights.

Each Common share has an equal right for dividends and voting rights. Since the Preferred Series A and Preferred Series B voting rights total 76%, and there are no outstanding Preferred Series C shares, then the outstanding common shares collectively comprise a 24% voting bloc.

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

Preferred Series A shares have 51% voting rights only, no dividend rights, and no conversion or special liquidation or redemption rights.

Preferred Series B shares have 25% voting rights only, no dividend rights, and no conversion or special liquidation or redemption rights.

Preferred Series C shares have a shareholder conversion option in the ratio of 1 Preferred Series C share converting to 100 XALL Common shares. The voting rights of the Preferred Series C shares are the same as if the shares have already been converted to common shares. There are no dividend rights, or other special rights until converted to common shares and then they will have the same rights as any other XALL Common Shares.

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

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

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 <u>Opening Balance</u> :									
Date: Jan 1, 2024 Common: 1,516,321,698 Preferred A: 1,000,000 Preferred B: 1,000,000 Preferred C: 0									
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 (if applicable)	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
January 29, 2024	New issuance	75,452,369	Common	\$0.0006	Yes	Trillium Partners, LP (Note 1)	Note conversion	Restricted	4(a)(2)
March 1, 2024	New issuance	72,926,917	Common	\$0.0006	Yes	Trillium Partners, LP (Note 1)	Note conversion	Restricted	4(a)(2)
March 15, 2024	New issuance	10,000,000	Common	\$0.001	Yes	Steve Salzer	Share purchase	Restricted	4(a)(2)
March 15, 2024	New issuance	5,000,000	Common	\$0.002	No	Thomas Nash	Services agreement	Restricted	4(a)(2)
March 15, 2024	New issuance	5,000,000	Common	\$0.002	No	Pau Erickson	Services agreement	Restricted	4(a)(2)
March 15, 2024	New issuance	5,000,000	Common	\$0.002	No	Steve Salzer	Services agreement	Restricted	4(a)(2)

March 15, 2024	New issuance	2,500,000	Common	\$0.001	Yes	Michael Schwartz	Share purchase	Restricted	4(a)(2)
March 28, 2024	New issuance	25,000,000	Common	\$0.0006	No	InnovationsHR Holding, LLC (Note 2)	Acquisition shares	Restricted	4(a)(2)
March 28, 2024	New issuance	25,000,000	Common	\$0.0006	No	JKS Consultant Group, LLC (Note 3)	Acquisition shares	Restricted	4(a)(2)
April 25, 2024	New issuance	70,484,091	Common	\$0.0006	Yes	Trillium Partners, LP (Note 1)	Note conversion	Restricted	4(a)(2)
January 28, 2026	Cancellation	(196,400,000)	Common	\$0.0008	No	Thomas Nash	Shares returned	Restricted	4(a)(2)
January 30, 2026	Cancellation	(91,200,000)	Common	\$0.0008	No	Jaydeep Shah	Shares returned	Restricted	4(a)(2)
February 17, 2026	Cancellation	(20,000,000)	Common	\$0.0008	No	Venugopal Thiyyagura	Shares returned	Restricted	4(a)(2)
February 17, 2026	Cancellation	(33,625,000)	Common	\$0.0008	No	Nalanda Investments Group LLC (Note 4)	Shares returned	Restricted	4(a)(2)
February 20, 2026	New issuance	38,961,039	Common	\$0.0004	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
February 27, 2026	New issuance	70,000,000	Common	\$0.0002	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 2, 2026	New issuance	70,000,000	Common	\$0.0002	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 9, 2026	New issuance	82,000,000	Common	\$0.0002	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)

March 12, 2026	New issuance	82,272,727	Common	\$0.0001	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 16, 2026	New issuance	90,500,000	Common	\$0.0001	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 17, 2026	New issuance	90,500,000	Common	\$0.0001	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 18, 2026	New issuance	90,500,000	Common	\$0.0001	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 20, 2026	New issuance	90,500,000	Common	\$0.0001	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 23, 2026	New issuance	90,500,000	Common	\$0.0001	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
March 24, 2026	New issuance	46,518,182	Common	\$0.0001	Yes	1800 Diagonal Lending LLC (Note 5)	Settlement share issuance	unrestricted	4(a)(2)
Shares Outstanding <u>Ending Balance</u> :									
Date: May 8, 2026 Common: 2,313,712,023									
Preferred A: 1,000,000									
Preferred B: 1,000,000									
Preferred C: 0									

Notes:

1. Stephen Hicks has voting and investment control over Trillium Partners, LP.
2. Dr. John McCormick has voting and investment control over InnovationsHR Holding, LLC.
3. Dr. John McCormick has voting and investment control over JKS Consultant Group, LLC.
4. Madhuri Gali has voting and investment control over Nalanda Investments Group LLC.
5. Curt Kramer has voting and investment control over 1800 Diagonal Lending LLC

B. Promissory and Convertible Notes

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

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
June 11, 2021	500,000	0	March 31, 2022	Option after default to convert at a 50% discount of market price (moving average)	0	0	Jaydeep Shah	Loan
September 23, 2021	25,000	0	January 21, 2022	Option after default to convert at a 50% discount of market price (moving average)	0	0	Stout, LLC (note 1)	Legal Services
October 19, 2022	24,000	0	October 19, 2023	Option after default to convert at a 50% discount of market price (moving average)	0	0	Stout, LLC (note 1)	Legal Services
November 18, 2022	90,000	0	November 18, 2023	Option after default to convert at a 50% discount of market price (moving average)	0	0	Janbella Group, LLC (note 2)	Loan
February 16, 2024	120,750	0	November 30, 2024	Option after default to convert at a 50% discount of market price (moving average)	0	0	1800 Diagonal Lending LLC (note 3)	Loan
Total Outstanding Balance:		0	Total Shares:		0	0		

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

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

Notes:

1. Matthew Stout has voting and investment control over Stout, LLC.
 2. William Alessi has voting and investment control over Janbella Group, LLC
 3. Curt Kramer has voting and investment control over 1800 Diagonal Lending LLC
-

4) Issuer's Business, Products and Services

A. Summarize the issuer's business operations

Xalles Holdings Inc. is a holding company, specializing in innovative technology and financial service solutions. Focused on growth and diversification, Xalles Holdings is committed to developing cutting-edge technology-based solutions across various sectors, with an emphasis on supporting disruptive companies. The company actively seeks acquisition targets with solid management teams, robust business models, expansive total attainable markets (TAM), and enticing exit opportunities. Xalles can also take on partial equity positions to bring companies into their portfolio.

The vision is to provide solutions and services to support government, business and consumer customers globally through the Xalles subsidiaries.

Xalles will continue to seek technology-related acquisitions. Specific areas of interest are consumer, government and business solutions, including Blockchain-based financial reconciliation solutions and services. We will continue to look for transactions that will add value and create synergy with our existing service offerings.

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

The following are active subsidiaries (unless stated otherwise) of Xalles as of February 14, 2026.

Subsidiary	Description	Officers	Directors
Adaptive Analytics, Inc. (25% ownership position)	AI and Data Governance platform	J.C. Goins, President	J.C. Goins

Adaptive Analytics AI (adaptive-analytics.ai) is a company focused on helping organizations manage and optimize their unique data and information landscapes through tailored governance, integration, and analytics leveraging our robust platform.

Adaptive's flagship product line called the Governance Enterprise Manager (GEM) augments existing technologies to enhance governance and integrity oversight to the existing information landscape of an organization. Adaptive works with AI centric, cyber protection and leading technology companies to leverage the Adaptive platform with their technology offerings. Adaptive Analytics enables data governance on unstructured data sources for enhanced analytics leveraging AI and machine learning. Adaptive works with consulting companies in areas such as regulatory compliance for the financial services industry as well as energy, insurance, and healthcare markets.

Companies globally are trying to expand their technological foundations to support AI and future capabilities, and Adaptive Analytics enables that comprehensive capability.

C. Describe the issuers' principal products or services.

Each Xalles subsidiary and business unit offers a variety of technology-based services to their respective target markets as summarized below:

Subsidiary or Business Unit	Description of Products and Services
Adaptive Analytics, Inc.	AI and Data Governance platform

5) Issuer's Facilities

The company is currently seeking office space for the corporate operations. Currently the mailing address is 2020 Pennsylvania Ave. NW, #527, Washington DC 20006. The company does not own any office space, buildings, real estate or other physical facilities.

6) Officers, Directors, and Control Persons

Our bylaws allow the number of directors to be fixed by the Board of Directors. Our Board of Directors has fixed the current number of directors at three.

Our current officers, directors and control persons as of May 8, 2026 are as follows:

Individual Name <small>(First, Last) or Entity Name</small> <small>(Include names of control person(s) if a corporate entity)</small>	Position/Company Affiliation <small>(ex: CEO, 5% Control person)</small>	City and State <small>(Include Country if outside U.S.)</small>	Number of Shares Owned <small>(List common, preferred, warrants and options separately)</small>	Class of Shares Owned	Percentage of Class of Shares Owned <small>(undiluted)</small>
Jaydeep Shah	Control person, owner of more than 5% of a share class	Houston, TX	500,000	Preferred Series A	50.00%
			1,000,000	Preferred Series B	100.00%
Robert Trevelyan	Chief Executive Officer, Xalles Holdings Inc.	Portland, OR	2,500,000	Common	0.108%
Steven Salzer	Director, Xalles Holdings Inc.	Tampa, FL	15,000,000	Common	0.648%
Mati Baumel	Owner of more than 5% of a share class	Atlanta, GA	100,000	Common	0.004%
			500,000	Preferred Series A	50.00%

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

Securities Counsel

Name: Morgan E. Petitti, Esq.
Firm:
Address 1: 118 W. Streetsboro Street, #317
Address 2: Hudson, Ohio 44236
Telephone: 330-697-8548
Email: PetittiLaw@gmail.com

All other means of Investor Communication:

X: <https://x.com/xalles1>
LinkedIn: <https://www.linkedin.com/company/xalles-limited>

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.

None

9) Disclosure & Financial Information

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

Name: Thomas Nash
Title: CFO
Relationship to Issuer: Director and 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: Thomas Nash
Title: CFO
Relationship to Issuer: Director and Officer

Describe the qualifications of the person or persons who prepared the financial statements:⁶

29 years of experience preparing financial statements for private and public companies. Intimate knowledge of the business in the roles of CEO (former) and CFO (current). University graduate in engineering and management programs, including successful completion of multiple finance and accounting courses.

The following unaudited financial statements are filed under Appendices A through D, and the unaudited notes to the unaudited financial statements are filed under Appendix E, which are included as part of this Disclosure:

Unaudited Condensed Financial Statements contained herein:

Appendix A: Unaudited Balance Sheets as of March 31, 2026 and December 31, 2025

Appendix B: Unaudited Statements of Operations for the three months ended March 31, 2026 and March 31, 2025

Appendix C: Unaudited Statements of Stockholders' Equity for the three months ended March 31, 2026 and twelve months ending December 31, 2025

Appendix D: Unaudited Statements of Cash Flows for the three months ended March 31, 2026 and March 31, 2025

Appendix E: Unaudited Notes to Unaudited Financial Statements

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

I, Robert Trevelyan certify that:

1. I have reviewed this Disclosure Statement for Xalles Holdings 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.

Dated: May 10, 2026

/s/ Robert Trevelyan
Robert Trevelyan
CEO, Xalles Holdings Inc.

Principal Financial Officer:

I, Thomas W. Nash certify that:

1. I have reviewed this Disclosure Statement for Xalles Holdings 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.

Dated: May 10, 2026

/s/Thomas W. Nash
Thomas W. Nash
CFO, Xalles Holdings Inc.

XALLES HOLDINGS INC.
CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2026
(Expressed in US dollars)
(Unaudited)

Appendix A: Consolidated Balance Sheets

Appendix B: Consolidated Statements of Operations

Appendix C: Consolidated Statement of Changes in Stockholders' Surplus/Deficit

Appendix D: Consolidated Statements of Cash Flows

Appendix E: Notes to Consolidated Financial Statements

XALLES HOLDINGS INC.
APPENDIX A: CONSOLIDATED BALANCE SHEETS
(Expressed in US dollars)
(Unaudited)

	As of March 31, 2026	As of December 31, 2025
ASSETS		
Cash	\$ 20	\$ 10
Advances (Note 4)	0	0
Other Current assets	80,103	85,442
Total Current Assets	80,123	85,542
Investments	25,000	25,000
Licenses (Note 5)	283	300
Prepaid Expenses	0	0
Total Assets	\$ 105,406	110,842
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	\$ 44,215	\$ 41,000
Accrued liabilities (Note 6)	92,312	71,822
Notes payable (Note 8)	819,600	819,600
Total Current Liabilities	956,127	932,422
Stock-settled debt obligation	0	0
Loan payable	0	0
Due to related parties (Note 7)	0	0
TOTAL LIABILITIES	\$ 956,127	932,422
STOCKHOLDERS' DEFICIT		
Capital Stock		
Preferred Stock, 5,000,000 shares authorized, par value \$0.001, Preferred Series A 1,000,000 shares designated, 1,000,000 shares issued and outstanding as of March 31, 2026 (December 31, 2025: 1,000,000)	1,000	1,000
Preferred Series B 1,000,000 shares designated, 1,000,000 shares issued and outstanding as of March 31, 2026 (December 31, 2025: 1,000,000)	1,000	1,000
Preferred Series C 2,000,000 shares designated, 0 shares issued and outstanding as of March 31, 2026 (December 31, 2025: 0)	0	0
Common stock, 5,000,000,000 shares authorized, par value \$0.0001, 2,313,712,023 shares issued and outstanding as of March 31, 2026 (December 31, 2025: 1,812,685,075)	231,371	181,268
Additional paid-in capital	128,308	128,308
Accumulated surplus/(deficit)	(1,212,400)	(1,133,156)
TOTAL STOCKHOLDERS' EQUITY/(DEFICIT)	(850,721)	(821,580)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIT)	\$ 105,406	\$ 110,842
Subsequent events (Note 11)		

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

XALLES HOLDINGS INC.
APPENDIX B: CONSOLIDATED STATEMENTS OF OPERATIONS
(Expressed in US dollars)
(Unaudited)

	Three months ended March 31, 2026	Three months ended March 31, 2025
REVENUE	\$ 0	\$ 4,933,510
EXPENSES		
Cost of Goods Sold	0	0
General and administrative	5,594	1,208,922
Amortization	17	17
Consulting/Contractor fees	0	3,529,330
Professional fees	3,040	2,500
Sales Tax	0	0
Total operating expenses	8,651	4,740,769
Net Income before other Income & (Expenses)	(8,651)	192,741
Other Income/(Expense)		
Interest earned	0	0
Other income/(loss)	(50,103)	0
Interest expense	(20,490)	(62,844)
Net Income/(Loss)	\$ (79,244)	\$ 129,897
BASIC AND DILUTED INCOME/(LOSS) PER COMMON SHARE	\$ (0.000034)	\$ 0.00007
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	2,313,712,023	1,812,685,075

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

XALLES HOLDINGS INC.
APPENDIX C: CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
(Expressed in US dollars)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Surplus/ (Deficit)	Total
	Shares	Amount	Shares	Amount			
Balance as of December 31, 2022	2,000,000	\$ 2,000	1,207,751,609	\$ 120,775	\$ 108,308	\$ (451,366)	\$ (220,283)
Acquisitions Open Equity & R/E							
Paid in Capital					20,000		20,000
Share Issuances/cancellations/conversions	–	–	308,570,089	30,857			30,857
Net income for the year ended 12/31/23	–	–	–	–	–	2,789,958	2,789,958
Balance as of December 31, 2023	2,000,000	\$ 2,000	1,516,321,698	\$ 151,632	\$ 128,308	\$ 2,338,592	\$ 2,620,532
Acquisitions Open Equity & R/E							
Paid in Capital					0		0
Share Issuances/cancellations/conversions	–	–	296,363,377	29,636	–		29,636
Net income for the year ended 12/31/24	–	–	–	–	–	433,708	433,708
Balance as of December 31, 2024	2,000,000	\$ 2,000	1,812,685,075	\$ 181,268	\$ 128,308	\$ 2,772,300	\$ 3,083,875
Acquisitions Open Equity & R/E							
Paid in Capital					0		0
Share Issuances/cancellations/conversions	–	–	0	0	–		0
Net income for the year ended 12/31/25	–	–	–	–	–	(3,905,455)	(3,905,455)
Balance as of December 31, 2025	2,000,000	\$ 2,000	1,812,685,075	\$ 181,268	\$ 128,308	\$ (1,133,155)	\$ (821,580)
Acquisitions Open Equity & R/E							
Paid in Capital					0		0
Share Issuances/cancellations/conversions	–	–	0	50,103	–		50,103
Net income for the year ended 03/31/26	–	–	–	–	–	(79,244)	(79,244)
Balance as of March 31, 2026	2,000,000	\$ 2,000	2,313,712,023	\$ 231,371	\$ 128,308	\$ (1,212,400)	\$ (850,721)

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

XALLES HOLDINGS INC.
APPENDIX D: CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in US dollars)

	Three Months ended March 31, 2026	Three Months ended March 31, 2025
	<hr/>	<hr/>
OPERATING ACTIVITIES		
Net income/(loss)	\$ (79,244)	\$ 129,897
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of license	17	17
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	23,705	5,938
Accounts receivable and other current assets	5,429	(73,786)
NET CASH USED IN OPERATING ACTIVITIES	(50,093)	62,066
	<hr/>	<hr/>
FINANCING ACTIVITIES		
Proceeds from related parties	0	4,708
Contributions from shareholders	50,103	0
Proceeds from loan payable	0	0
Net Proceeds from notes payable	0	(29,971)
Investments	0	0
NET CASH PROVIDED BY FINANCING ACTIVITIES	50,103	(25,263)
	<hr/>	<hr/>
NET CHANGE IN CASH	10	36,803
CASH, BEGINNING OF PERIOD	10	67,008
	<hr/>	<hr/>
CASH, END OF PERIOD	\$ 20	\$ 103,811
	<hr/>	<hr/>

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

XALLES HOLDINGS INC.
APPENDIX E: NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2026
(Expressed in US dollars)

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS AND GOING CONCERN

Xalles Holdings Inc. (“the Company”) was incorporated in the State of Nevada on December 14, 2009 under the name Stella Blu, Inc. On August 24, 2015, the Company changed its name to Xalles Holdings Inc.

As of December 31, 2025, the Company had the following active subsidiaries, namely, a 25% stake in Adaptive Analytics, Inc.

Xalles Holdings Inc. is a holding company, specializing in innovative technology and financial service solutions. Focused on growth and diversification, Xalles Holdings is committed to developing cutting-edge technology-based solutions across various sectors, with an emphasis on supporting disruptive companies. The company actively seeks acquisition targets with solid management teams, robust business models, expansive total attainable markets (TAM), and enticing exit opportunities. Emphasizing the integration of blockchain and cutting-edge technologies, Xalles provides industry-leading solutions, poised to capture recurring revenue streams over time.

The Company expects to generate revenues and related cash flows from the sale of products and services from its operating entities. The goal is to sell or spin out some of the operating companies when they are deemed ready.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary debt or equity financing to continue operations, and the attainment of profitable operations. There is no guarantee that the Company will be successful in these efforts. As of March 31, 2026, the Company has a working capital deficit of \$850,721 and has accumulated losses of \$1,212,400 since inception. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

These consolidated financial statements present the balance sheets, statements of operations, stockholders' deficit and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in accordance with accounting principles generally accepted in the United States. The Company’s financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 fiscal year end.

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of these 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. Actual results could differ from those estimates. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year. The Company regularly evaluates estimates and assumptions related to valuation of license, stock-based compensation, and deferred income tax asset valuation allowances.

Cash and Cash Equivalents

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

License

The Company acquired a license from a company controlled by our CEO on July 1, 2015 amounting to \$1,000. License has been capitalized in accordance with ASC 350-30 “Intangibles – Goodwill and Other – General Intangibles Other Than Goodwill.” Amortization commenced on July 1, 2015 when the license was acquired and became ready for its intended use. Amortization is calculated on a straight-line basis over its estimated useful life of 15 years.

If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset, a loss is recognized for the excess of the carrying value over the fair value of the asset.

Financial Instruments and Fair Value Measures

ASC 820, “*Fair Value Measurements and Disclosures*” requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company’s financial instruments consist principally of cash, accounts payable and accrued liabilities, convertible debenture, stock-settled debt obligation, and amounts due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on “Level 1” inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718 “Compensation – Stock Compensation” and ASC 505, “Equity Based Payments to Non-Employees”, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Earnings/Loss per Share

The Company computes net loss per share in accordance with ASC 260, "Earnings per Share", which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the statements of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Comprehensive Loss

ASC 220, "Comprehensive Income", establishes standards for the reporting and display of comprehensive loss and its components in the consolidated financial statements. As at March 31, 2026 and December 31, 2025, the Company had no items representing comprehensive income or loss.

Income Taxes

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

When required, the Company records a liability for unrecognized tax positions, defined as the aggregate tax effect of differences between positions taken on tax returns and the benefits recognized in the financial statements. Tax positions are measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. No tax benefits are recognized for positions that do not meet this threshold. The Company has no uncertain tax positions that require the Company to record a liability. The Company's tax years ended December 31, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024 and 2025 remain subject to examination by Federal and state jurisdictions.

The Company recognizes penalties and interest associated with tax matters as part of the income tax provision and includes accrued interest and penalties with the related tax liability in the balance sheet. The Company had no accrued penalties and interest as of March 31, 2026 and as of December 31, 2025.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – ACQUISITIONS AND DIVESTITURES

AlGrowthHub Inc. was acquired on July 31, 2022, in exchange for restricted shares of common stock. The transaction was completed and AlGrowthHub is now a 100% wholly owned subsidiary of Xalles. The entity was subsequently divested and is no longer a subsidiary.

Private Loyalty Club Inc. (“PLC”) was acquired on July 31, 2022, in exchange for restricted shares of common stock. The transaction was completed, and PLC was a 100% wholly owned subsidiary of Xalles Financial Services Inc. In January of 2023, PLC was sold and is no longer a subsidiary of Xalles.

Loyalty Superstore, Inc. (“LSS”) was acquired on March 30, 2023, in exchange for restricted shares of common stock. The transaction was completed and LSS is a 100% wholly owned subsidiary of Xalles Financial Services Inc. The transaction was subsequently terminated, and this entity is no longer a subsidiary of Xalles.

Appy Perks, Inc. was acquired in April of 2023, in exchange for restricted shares of common stock. The entity was subsequently divested in 2025 and is no longer a subsidiary.

Patient Healthcare Solutions, Inc. (“PHCS”) was acquired in April of 2023, in exchange for restricted shares of common stock. The transaction was completed and PHCS is a 100% wholly owned subsidiary of Xalles Financial Services Inc. There was a subsequent exit event, and this entity is no longer a subsidiary of Xalles.

Xalles acquired an ownership stake in Adaptive Analytics, Inc. (“Adaptive”) in April of 2023 and completed the first closing event of the transaction for Xalles Technology Inc. to own 25% of Adaptive. Additional future closing events are available to complete the transaction for Adaptive to become a wholly owned subsidiary of Xalles.

Artemis Defense Technologies UK Ltd. (“Artemis”) was acquired in December of 2023, in exchange for restricted shares of common stock. The entity was subsequently divested in 2025 and is no longer a subsidiary.

As of January 5, 2024, the Company initiated the incorporation of ArtemisX Defense Inc., a Florida C Corporation for the purposes of expanding the business development and operational reach for Artemis Defense Technologies into the US.

As of January 14, 2024, the Company divested itself of ArtemisX Defense Inc. to SwetSpot LLC, a specialized government contractor in exchange for a profit-sharing plan.

As of January 15, 2024, the Company completed the acquisition of CashXAI Inc. in exchange for restricted common shares for CashXAI to become a wholly owned subsidiary of Xalles. In 2024, CashXAI was divested and is no longer a subsidiary of Xalles.

In 2024, group holding companies Xalles Capital Inc., Xalles Technology Inc. and Xalles Financial Services Inc. ceased to be active entities and all operating subsidiaries are directly under Xalles Holdings Inc.

NOTE 4 – ADVANCES

As at March 31, 2025, the Company had amounts advanced to unrelated parties of \$0 (December 31, 2025 - \$0). These amounts were unsecured, non-interest bearing and due on demand.

NOTE 5 – LICENSE

On July 1, 2015, the Company acquired the license from a company at the time controlled by our CEO. The license was recorded at the historical cost incurred by the related party and amortized over its estimated useful life of 15 years. The following represents the carrying value of the license at March 31, 2026:

License	\$	1,000
Accumulated depreciation		717
<hr/>		
Carrying value as at March 31, 2026	\$	283

NOTE 6 – ACCRUED LIABILITIES

Interest from Note Payable during this period.

NOTE 7 – RELATED PARTY TRANSACTIONS

- a) On January 9, 2015, the Company entered into an agreement whereby a director of the Company paid \$11,629 to service providers on behalf of the Company. The amount was recorded as additional paid-in-capital prior to the recapitalization. In 2025 that liability was transferred and is no longer a liability for Xalles.
- b) As of December 31, 2025, the Company owed \$0 (December 31, 2024 - \$54,040) to a former director of the Company. The amounts are unsecured, non-interest bearing and are due on demand. In 2025 that liability was transferred and is no longer a liability for Xalles.
- c) As of December 31, 2025, the Company owed \$0 (December 31, 2024 - \$115,453) to the CEO of the Company. The amount is unsecured, non-interest bearing and is due on demand. In 2025 the remaining liability was transferred and is no longer a liability for Xalles.

NOTE 8 – NOTES PAYABLE

- a) On September 4, 2019, in consideration for cash, the Company issued a \$30,000 convertible note which is unsecured, and bears interest. The Note is due in the earlier of 6 months, or within 60 days of a qualification event of a registered security offering. If the Note is not repaid before the due date then the principal is convertible to common shares at a 50% discount to the market price. In no event shall the holder be entitled to convert the Note resulting in ownership of more than 9.99% of the outstanding common shares of the Company. This Note has currently not been repaid and is part of Notes Payable in the financial statements.
- b) On March 11, 2021, The Company issued a promissory note for \$60,000. The amount owing is unsecured, due in 90 days, which will accrue at 10% interest per annum starting on day 91. 1,000,000 common restricted shares issued in lieu of interest in first 90 days.
- c) On June 11, 2021, The Company issued a promissory note for \$500,000. The amount owing is unsecured, due in 120 days. This Note replaces the notes of February 11, 2021 and February 24, 2021.
- d) On June 15, 2021, The Company issued a promissory note for \$250,000. The amount owing is unsecured, due on September 30, 2021, with a \$25,000 monthly fee until the due date.

- e) On September 23, 2021, The Company issued a promissory note for \$25,000. The amount owing is unsecured, due on January 21, 2022, with interest of 12%.
- f) On October 5, 2021, The Company issued a promissory note for \$110,000. The amount owing is unsecured, due on October 5, 2022, with interest of 12%.
- g) On October 19, 2022, The Company issued a promissory note for \$24,000 for legal services. The amount owing is unsecured, due on October 19, 2023, with interest of 12%.
- h) On November 18, 2022, The Company issued a promissory note for \$90,000. The amount owing is unsecured, due on November 18, 2023, with interest of 12%.
- i) On February 16, 2024, The Company entered into a loan agreement for \$120,750. The amount owing is due on November 30, 2024, with monthly payments.
- j) As of August 12, 2024, the Company issued a promissory note for \$9,000 to a noteholder. The amount owing is unsecured, due on October 31, 2024, with a fee of \$1,000.
- k) As of December 31, 2025, the Company entered into an agreement with a related party to transfer some of the assets and most of the liabilities to third party private corporation to reduce the debt burden on Xalles.
- l) As of December 31, 2025, the Company entered into an agreement with Jaydeep Shah to restructure the Notes payable to him. The result was a new consolidated note with a reduced interest rate and no stock convertibility options.

NOTE 9 – STOCKHOLDERS’ EQUITY

Authorized Shares

The Company is authorized to issue 5,000,000,000 shares of \$0.0001 par value common stock and 5,000,000 shares of preferred stock, par value \$0.001.

Common Stock

All common stock shares have equal voting rights, are non-assessable and have one vote per share.

Preferred Stock

The holders of the Series A Preferred Stock are granted 51% voting power on all matters to be voted on by the holders of the Company’s common stock and is not convertible into any shares of the Company’s common stock. With respect to rights on liquidation, dissolution or winding up, shares of Series A Preferred Stock rank on a parity with the Company’s common stock.

The holders of the Series B Preferred Stock are granted 25% voting power on all matters to be voted on by the holders of the Company’s common stock and is not convertible into any shares of the Company’s common stock. With respect to rights on liquidation, dissolution or winding up, shares of Series B Preferred Stock rank on a parity with the Company’s common stock.

The holders of the Series C Preferred Stock are able to convert their Preferred Series C shares to restricted Common Shares at a ratio of 1:100 (1 Series C share converts to 100 Common shares). The holders of the Series C Preferred Stock are granted the same voting rights as a common stock shareholder as if the

shares had already been converted to common. With respect to rights on liquidation, dissolution or winding up, shares of Series C Preferred Stock rank on a parity with the Company's common stock.

Issued and Outstanding since January 1, 2024:

- a) As of January 29, 2024, the Company issued 75,452,369 restricted common shares to a noteholder for a note conversion.
- b) As of March 1, 2024, the Company issued 72,926,917 restricted common shares to a noteholder for a note conversion.
- c) As of March 15, 2024, the Company issued 10,000,000 restricted common shares to an equity investor.
- d) As of March 15, 2024, the Company issued 5,000,000 restricted common shares to a director of the Company for compensation.
- e) As of March 15, 2024, the Company issued 5,000,000 restricted common shares to a director of the Company for compensation.
- f) As of March 15, 2024, the Company issued 5,000,000 restricted common shares to a director of the Company for compensation.
- g) As of March 15, 2024, the Company issued 2,500,000 restricted common shares to an equity investor.
- h) As of March 28, 2024, the Company issued 25,000,000 restricted common shares to the original shareholders of an acquired company.
- i) As of March 28, 2024, the Company issued 25,000,000 restricted common shares to the original shareholders of an acquired company.
- j) As of April 25, 2024, the Company issued 70,484,091 restricted common shares to a noteholder for a note conversion.
- k) As of January 28, 2026, Thomas Nash cancelled his 196,400,000 restricted common shares, representing 100% of his common shares.
- l) As of January 30, 2026, Jaydeep Shah cancelled his 91,200,000 restricted common shares, representing 100% of his common shares as part of the deal which restructured the Notes payable to Mr. Shah.
- m) As of February 17, 2026, Venugopal Thiyyagura cancelled 20,000,000 restricted common shares.
- n) As of February 17, 2026, Nalanda Investments Group LLC cancelled 33,625,000 restricted common shares.
- o) As of February 20, 2026, the Company issued 38,961,039 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- p) As of February 27, 2026, the Company issued 70,000,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- q) As of March 2, 2026, the Company issued 70,000,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.

- r) As of March 9, 2026, the Company issued 82,000,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- s) As of March 12, 2026, the Company issued 82,272,727 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- t) As of March 16, 2026, the Company issued 90,500,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- u) As of March 17, 2026, the Company issued 90,500,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- v) As of March 18, 2026, the Company issued 90,500,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- w) As of March 20, 2026, the Company issued 90,500,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- x) As of March 23, 2026, the Company issued 90,500,000 common shares to 1800 Diagonal Lending LLC as part of a settlement.
- y) As of March 24, 2026, the Company issued 46,518,182 common shares to 1800 Diagonal Lending LLC to complete the settlement obligation.

NOTE 10 – CONFLICTS OF INTEREST

The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such person may face a conflict in selecting between the Company and his other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 11 – SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to May 8, 2026, the date the financial statements were issued, pursuant to the requirements of ASC 855 and has determined the following material subsequent events:

None
