

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

SB TECHNOLOGY HOLDINGS, INC.

447 Broadway
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New York, NY 10013
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info@vglscorp.com
SIC: 6719

For the quarterly period ending March 31, 2026 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:
21,095,499,355 as of March 31, 2026, current reporting period
21,095,499,355 as of December 31, 2025, last annual report

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

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

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

- SB Technology Holdings, Inc. since April, 2026
- VG Life Sciences Inc. from November 3, 2012 until April, 2026
- Viral Genetics, Inc. until November, 2012
- 5 Star Living Online, Inc. until November, 2001
- HiTech Investment, Inc. until April, 1999

Current State and Date of Incorporation or Registration: On January 27, 2023, the Company converted to a Florida corporation

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

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

- Delaware, April 16, 1990
- Florida, January 27, 2023, Active

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:

- On May 27, 2025, the Board of Directors and the Majority Shareholder approved a 1-for-20,000 reverse split of the Company's issued and outstanding Common Stock, together with a corporate name change to "SB Technology Holdings, Inc." and a corresponding ticker change. Articles of Amendment effecting the name change were filed with the Florida Secretary of State on May 29, 2025. FINRA processed the corporate action with a market-effective date of April 16, 2026 (subsequent to the period covered by this report). See Note 8 to the Financial Statements.
- The Company continues to evaluate additional restructuring transactions, which may include further recapitalization, merger, SEC registration statement, or acquisition.

Address of the issuer's principal executive office:

- The Company's principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013.

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:

2) Security Information

Transfer Agent

Name: Liberty Stock Transfer, Inc.

Phone: (732) 372-0707

Email: info@libtystocktransfer.com

Address: 788 Shrewsbury Ave., Suite 2163, Tinton Falls, NJ 07724

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.

Trading symbol: VGLS (changing to VGLSD effective April 16, 2026 – see Note 8)

Exact title and class of securities outstanding: Common Shares

CUSIP: 91822T101

Par or stated value: \$0.0001

Total shares authorized: 40,000,000,000 as of date: 03/31/2026

Total shares outstanding: 21,095,499,355 as of date: 03/31/2026

Number of shares in the Public Float: 20,394,425,635 as of date: 03/31/2026

Total number of shareholders of record: 348 as of date: 03/31/2026

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

Exact title and class of the security: Series A Preferred

CUSIP (if applicable): N/A

Par or stated value: \$0.0001

Total shares authorized: 100,000,000 as of date: 03/31/2026

Total shares outstanding (if applicable): 95,858,282 as of date: 03/31/2026

Total number of shareholders of record (if applicable): 1 as of date: 03/31/2026

Security Description

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

Common stock: 1:1 voting rights, no dividend unless declared by the Board, and holders have no preemption rights.

Preferred Series A:

a. Designation, Par Value and Number. The designation of the series of Preferred Stock created hereby shall be "Series A Preferred Stock" and the number of shares constituting the Series A Preferred Stock shall be One Hundred Million (100,000,000) shares, par value \$0.0001 per share.

b. Voting. In addition to the rights provided by law, each share of Series A Preferred shall have Super Voting rights of 10,000 votes at any meeting for each 1 share of Series A Preferred held as of the record date for a vote, voting together as a single class with the Common Stock and other securities that vote with the Common Stock.

c. Conversion. Each share of Series A Preferred may be converted into 1 share of common stock (1:1) at the discretion of the Board of Directors of the Company.

d. Dividends. Each holder of Series A Preferred shall be paid twice the amount of dividends issued by the Company to common stockholders on a pro rata basis.

e. Liquidation Preference. Holders of Series A Preferred Stock are entitled to a \$4,000,000 aggregate liquidation preference, prior and in preference to any distribution to holders of Common Stock.

f. Registration. Holders of Series A Preferred have a right of first refusal to participate in or purchase stock in any registration statement filed by the Corporation.

g. Transfer. Subject to compliance with applicable securities laws, the Series A Preferred Stock are freely assignable and transferable by the holder.

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

See above.

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.

No modifications occurred during Q1 2026. The 1-for-20,000 reverse stock split (approved by the Board and Majority Shareholder on May 27, 2025) became market-effective on April 16, 2026 (see Note 8 to the Financial Statements).

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.

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

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

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

Date of Transaction	Transaction Type	# of Shares Issued (or Cancelled)	Class of Securities	Value at Issuance (\$/share)	Issued at Discount? (Y/N)	Individual / Entity Issued To	Reason / Exemption
Opening Balance 01/01/2025: Common: 21,092,988,013 Pref A: 98,369,624	—	—	—	—	—	—	—
02/06/2024	Cancellation	(2,511,342)	Pref A	N/A	N/A	Various holders	Returned to treasury / cancelled
02/06/2024	New Issuance	2,511,342	Common	\$0.0001	No	Various holders	Conversion of Pref A 1:1
Q1 2026	No issuances or cancellations	0	—	—	—	—	No share activity Q1 2026
Ending Balance 03/31/2026: Common: 21,095,499,355 Pref A: 95,858,282	—	—	—	—	—	—	—

Any additional material details, including footnotes to the table: None.

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt outstanding at any time during the most recent fiscal year and any interim period between the last fiscal year end and the date of this Disclosure Statement.

Date of Note Issuance	Principal at Issuance (\$)	Outstanding Balance incl. Accrued (\$)	Maturity Date	Conversion Terms	Noteholder	Reason for Issuance	Shares Issuable Upon Full Conversion (1)
10/26/2020	\$1,161,718.38	\$19,137.89	n/a	50% discount to market, 10-day lookback	Phase I Operations, Inc. – Paul A. Rachmuth, President (assigned from Top Knot, Inc. (USA) on 8/22/2022)	3(a)(10) Settlement Liability	19,138
11/19/2020	N/A	\$272,664.00	N/A	30-day past-due fees convertible at 75% discount to lowest 30-day average closing bid	Jim Wolff	Management Agreement – resigned 6/02/2021	545,328
11/24/2020	N/A	\$924,493.15	N/A	30-day past-due fees convertible at 75% discount to lowest 30-day average closing bid	Selkirk Global Holdings, LLC – Paul Strickland, Manager	Management Agreement (forborne)	1,848,986
4/21/2021	\$5,883,380	\$183,818.45	n/a	50% discount to market, 10-day lookback	Phase I Operations, Inc. – Paul A. Rachmuth, President (assigned from Top Knot, Inc. (USA) on 8/22/2022)	3(a)(10) Settlement Liability	183,818
10/10/2022	\$4,358.33	\$64,840	10/09/2023 (forborne to 12/31/2026)	30-day past-due fees convertible at 75% discount to lowest 30-day average closing bid	Selkirk Global Holdings, LLC / Paul Strickland	Loan	129,680
10/12/2022	\$96,000	\$140,989	10/11/2023 (forborne to 12/31/2026)	Payable upon completion of defined transaction per agreement	Jim Wolff	Loan (former officer)	N/A
01/23/2024	\$6,173	\$7,331	01/22/2025 (default)	10% note convertible into Common at 55% of avg closing price during 20 consecutive Trading Days prior to conversion	Paul Strickland – Director & Officer	Loan (cash exchange note)	6,665
02/14/2024	\$50,000 face (\$45,000 net of OID)	\$48,728	02/13/2025 (forborne to 12/31/2026)	10% note convertible at 55% of avg closing price during 20 consecutive Trading Days prior to conversion	Alpha Trading Strategies Software, Inc. – Salvatore Lauria, President	Loan (10% OID, \$50,000 face)	44,298

Date of Note Issuance	Principal at Issuance (\$)	Outstanding Balance incl. Accrued (\$)	Maturity Date	Conversion Terms	Noteholder	Reason for Issuance	Shares Issuable Upon Full Conversion (1)
11/26/2025	\$5,600 initial; \$13,595 funded	\$13,949	11/25/2026	10% note convertible at 75% discount to avg closing price during 20 consecutive Trading Days prior to conversion	Nicosel, LLC – Salvatore Lauria, Manager	Loan	27,898
12/17/2025	\$50,000 face (\$45,000 net of OID); \$9,000 funded thru 03/31/2026	\$9,146	12/16/2026	10% note convertible at 25% discount to avg closing price during 20 consecutive Trading Days prior to conversion	GMF Ventures, LLC – Steve Fleurimont, Manager	Loan	6,097
Total Outstanding Balance:		\$1,684,696					2,811,908

Footnotes:

- Shares Issuable Upon Full Conversion is a hypothetical maximum-dilution figure calculated using the outstanding balance (principal plus accrued interest at March 31, 2026) divided by an assumed conversion price equal to the applicable contractual discount applied to a market reference price of \$2.00 per share (the post-split equivalent of the pre-split \$0.0001 reference price). All share figures in this column are presented on a post-split basis to give effect to the 1-for-20,000 reverse stock split that became market-effective on April 16, 2026 (subsequent to the period covered by this report). Actual conversion shares would be determined by the contractual market-price formula at the time of any conversion notice and may differ materially. The Wolff 10/12/2022 note is non-market-converting per its terms and is therefore shown as N/A. As of March 31, 2026, total Common Stock authorized is 40,000,000,000 (2,000,000 post-split) and total Common Stock outstanding is 21,095,499,355 (1,054,775 post-split); the table figure is presented for disclosure of the dilution overhang notwithstanding any contractual or authorized-share limitations.
- Loans made by former officer and director of the Company.
- Convertible exchange note of cash payments by officer & director.
- 10% OID, \$50,000 face value of note.
- Forbearance Agreements were executed on November 6, 2025 with Alpha Trading Strategies Software, Inc., Selkirk Global Holdings, LLC, and Jim Wolff, extending all maturities and waiving any default through December 31, 2026. Forbearance remains in effect throughout Q1 2026.

4) Issuer’s Business, Products and Services

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

A. Summarize the issuer’s business operations.

- The Company is in the process of restructuring its business. During Q1 2026 the Company continued to advance the corporate actions approved on May 27, 2025 by the Board of Directors and Majority Shareholder, including the 1-for-20,000 reverse stock split, name change to SB Technology Holdings, Inc., and corresponding ticker change. The corporate action became market-effective on April 16, 2026 (subsequent to the period covered by this report).

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

- None.

C. Describe the issuer’s principal products or services.

- Focused on restructuring its business to pursue high value & growth opportunities.

5) Issuer’s Facilities

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

- The Company’s principal place of business is 447 Broadway, 2nd Floor, Unit 103, New York, NY 10013. The space is used on a shared/virtual office basis and is in good condition. The Company does not own any real property.

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

Information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own, and all individuals or entities controlling 5% or more of any class of the issuer’s securities, as of the period end date of this report:

Name	Affiliation	Residential Address (City/State)	# Shares Owned	Share Type	% of Class Outstanding	Control Persons
William P. Farrand	CEO, Director	Washington, D.C.	N/A	N/A	N/A	—
Paul Strickland	Director & Secretary	Olympia, WA	N/A	N/A	N/A	—
Selkirk Global Holdings, LLC (Paul Strickland, Sole Member, Sole Manager)	Voting Control Shareholder >5%	Olympia, WA	95,858,282	Pref Series A	100%	Paul Strickland
Jim Wolff	>5%	Steamboat Springs, CO	1,900,096,281	Common	9.0%	—
Ken Kopf	>5%	Long Island City, NY	1,728,932,012	Common	8.2%	—

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, or a foreign regulatory body or court;

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;

None.

5. Been the subject of an order by a self-regulatory organization;

None.

6. Been the subject of a U.S. Postal Service false representation order or temporary restraining order;

None.

B. Material pending legal proceedings:

- On April 21, 2021, the Company completed a 3(a)(10) Court Ordered Settlement Agreement (Top Knot, Inc. (USA), assigned to Phase I Operations, Inc. on August 22, 2022).
- On October 26, 2020, the Company completed a 3(a)(10) Court Ordered Settlement Agreement (Top Knot, Inc. (USA), assigned to Phase I Operations, Inc. on August 22, 2022).
- No new legal proceedings were instituted during Q1 2026, and no material developments occurred in any prior proceeding during Q1 2026.

8) Third Party Service Providers

Securities Counsel

Name: Thomas Beener

Address 1: 224 Faraday

Address 2: Carlsbad, CA 92008

Phone: 760-603-1238

Email: tom@beenerlaw.com

Auditor

Name: Kory Kolterman

Firm: FRUCI & ASSOCIATES II, PLLC

Address 1: 802 N. Washington

Address 2: Spokane, WA 99201

Phone: (509) 624-9223

Email: www.fruci.com

Investor Relations

None engaged during Q1 2026.

Other Service Providers

Name: Rachel Boulds

Nature of Services: Accounting

Email: rachelbouldscpa@hotmail.com

Name: Liberty Stock Transfer, Inc.

Nature of Services: Transfer Agent

Address: 788 Shrewsbury Ave., Suite 2163, Tinton Falls, NJ 07724

Phone: (732) 372-0707

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by:

Name: Paul Strickland

Title: Secretary

Relationship to Issuer: Secretary

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

IFRS U.S. GAAP

C. The following financial statements were prepared by:

Name: Rachel Boulds

Title: Accountant

Relationship to Issuer: Accountant

Qualifications: CPA

Provide the following qualifying financial statements:

- Balance Sheet
- Statement of Operations
- Statement of Cash Flows
- Statement of Changes in Stockholders' Deficit
- Notes to Financial Statements

The Q1 2026 financial statements are attached hereto as required and have been prepared on a basis consistent with the Company's December 31, 2025 unaudited financial statements. Comparative

figures are presented as of December 31, 2025 (audited – audit in process by Fruci & Associates II, PLLC).

10) Issuer Certification

Principal Executive Officer:

I, William P. Farrand, certify that:

1. I have reviewed this Disclosure Statement for SB Technology 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.

May 15, 2026

/s/ William P. Farrand

Principal Financial Officer:

I, Paul Strickland, certify that:

1. I have reviewed this Disclosure Statement for SB Technology 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.

May 15, 2026

/s/ Paul Strickland