

Resonate Blends Inc.

Amendment to [Annual Report](#) - Annual Report for the Year Ended December 31, 2025 for 12/31/2025 originally published through the OTC Disclosure & News Service on 04/28/2026

Explanatory Note:
Corrected financial information

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

RESONATE BLENDS, INC.

One Marine Plaza, Suite 305A
North Bergen, New Jersey 07047
(786) 369-9696
www.apollobiowellness.com
SIC Code: 2844

Amended Annual Report For the period ending December 31, 2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

272,123,476 shares of common stock as of December 31, 2025, and 346,314,106 shares of common stock as of May 20, 2026.

110,401,280 shares of common stock as of December 31, 2024.

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.

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.

The current name in the trading markets of the Issuer is Resonate Blends, Inc.

Prior names used: Founded in October 1984 in the State of Georgia as Brock Control Systems, Inc.; February 1996, name changed to Brock International Inc.; March 1998, name changed name to Firstwave Technologies, Inc.; 2008, name changed to FSTWV, Inc.; October 2013, converted to Nevada corporation and changed name to Textmunication Holdings, Inc. The Company also voted to approve a 1 for 5 reverse split of its outstanding common stock; December 2019, name changed to Resonate Blends, Inc.

Current State and Date of Incorporation or Registration: **Incorporated in the State of Georgia in October 1984, converted to Nevada corporation October 28, 2103.**

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

Prior incorporation information for the issuer and any predecessors during the past five years:

None.

Describe any trading suspension orders issued by the SEC or FINRA 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:

None.

Address of the issuer's principal executive office:

One Marine Plaza, Suite 305A, North Bergen, New Jersey 07047

Address of the issuer's principal place of business:

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

N/A

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: ClearTrust, LLC

Phone: (813) 235-4490

Email: inbox@cleartrusttransfer.com

Address: 16540 Pointe Village Drive, Suite 210, Lutz, Florida

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:	KOAN
Exact title and class of securities outstanding:	Common Stock
CUSIP:	76090M102
Par or stated value:	\$.001
Total shares authorized:	2,000,000,000 as of date: May 20, 2026
Total shares outstanding:	305,764,106 as of date: May 20, 2026
Total number of shareholders of record:	176 as of date: May 20, 2026

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	N/A
Exact title and class of securities outstanding:	
CUSIP:	
Par or stated value:	
Total shares authorized:	
Total shares outstanding:	
Total number of shareholders of record:	

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:	Series C Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	2,000,000 as of date: May 20, 2026
Total shares outstanding:	1 as of date: May 20, 2026
Total number of shareholders of record:	1 as of date: May 20, 2026

Exact title and class of the security:	Series F Preferred Stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	1,000 as of date: May 20, 2026
Total shares outstanding:	0 as of date: May 20, 2026
Total number of shareholders of record:	0 as of date: May 20, 2026

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.

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Certificate of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Certificate of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders. We have never declared or paid any cash dividends on our common stock.

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

Series C Preferred Stock. Series C Preferred Stock provides its holder with voting control of our company and is convertible.

Series F Preferred Stock. Series F Preferred Stock, as a class, converts into 93% of the then-outstanding shares of common stock.

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.

There have been no material modifications to rights of holders of the Company’s securities that occurred over the reporting period covered by this report.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years: No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: January 1, 2023 Common: 75,437,604 Preferred: Series C: 2,000,000									
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, debt conversion OR Nature of Services Provided)	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
5/1/2023	New issuance	1,273,273	Common	\$.001	No	Anne T. Van	Investment	Restricted	Section 4(a)(2)
5/30/2023	New issuance	50,000	Common	\$.001	No	Marvin Mansour	Investment	Restricted	Section 4(a)(2)
5/30/2023	New issuance	250,000	Common	\$.001	No	Marvin Mansour	Investment	Restricted	Section 4(a)(2)
6/23/2023	New issuance	1,318,000	Common	\$.001	No	622 Capital LLC	Investment	Restricted	Section 4(a)(2)

7/10/2023	New issuance	3,,282,219	Common	\$.001	No	Jefferson Street Capital LLC (Brian Goldberg)	Investment	Restricted	Section 4(a)(2)
7/19/2023	New issuance	137,500	Common	\$.001	No	Jefferson Street Capital LLC (Brian Goldberg)	Investment	Restricted	Section 4(a)(2)
8/21/2023	New issuance	650,000	Common	\$.001	No	Emanuel Mansour	Investment	Restricted	Section 4(a)(2)
8/21/2023	New issuance	112,500	Common	\$.001	No	John Mansour	Investment	Restricted	Section 4(a)(2)
9/15/2023	New issuance	330,000	Common	\$.001	No	622 Capital LLC (Gary Clyburn Jr.)	Investment	Restricted	Section 4(a)(2)
10/2/2023	New issuance	1,000,000	Common	\$.001	No	AJB Capital Investments, LLC (Simeon Walburg)	Investment	Restricted	Section 4(a)(2)
10/2/2023	New issuance	1,000,000	Common	\$.001	No	AJB Capital Investments, LLC (Simeon Walburg)	Investment	Restricted	Section 4(a)(2)
10/2/2023	New issuance	1,000,000	Common	\$.001	No	AJB Capital Investments, LLC (Simeon Walburg)	Investment	Restricted	Section 4(a)(2)
10/27/2023	New issuance	112,500	Common	\$.001	No	Warren Scott Randolph	Investment	Restricted	Section 4(a)(2)
11/7/2023	New issuance	250,000	Common	\$.001	No	Paul Becker	Investment	Restricted	Section 4(a)(2)
11/14/2023	New issuance	420,000	Common	\$.001	No	622 Capital LLC (Gary Clyburn Jr.)	Investment	Restricted	Section 4(a)(2)
2/28/2024	New issuance	557,842	Common	\$.001	No	Pamela Kerwin	Services	Restricted	Section 4(a)(2)
2/28/2024	New issuance	1,002,018	Common	\$.001	No	Skyler Qiesenberry	Services	Restricted	Section 4(a)(2)
2/28/2024	New issuance	357,842	Common	\$.001	No	Sian Seligman	Services	Restricted	Section 4(a)(2)
2/28/2024	New issuance	4,610,411	Common	\$.001	No	Geoffrey Selzer	Services	Restricted	Section 4(a)(2)
2/28/2024	New issuance	1,173,524	Common	\$.001	No	Henry Steingeiser	Services	Restricted	Section 4(a)(2)
2/28/2024	New issuance	1,385,263	Common	\$.001	No	David Thielen	Services	Restricted	Section 4(a)(2)
2/28/2024	New issuance	468,562	Common	\$.001	No	John Selzer	Services	Restricted	Section 4(a)(2)
8/7/2024	New issuance	2,222,222	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
9/26/2024	New issuance	2,000,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
11/27/2024	New issuance	5,000,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
12/31/2024	New issuance	5,000,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
1/8/2025	New issuance	5,500,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
1/15/2025	New issuance	5,775,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144

1/17/2025	New issuance	5,775,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
1/22/2025	New issuance	5,775,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
2/3/2025	New issuance	6,600,000	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
2/20/2025	New issuance	6,971,917	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
2/24/2025	New issuance	6,971,917	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
2/25/2025	New issuance	7,313,797	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
3/3/2025	New issuance	8,031,746	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
3/7/2025	New issuance	8,428,571	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
3/18/2025	New issuance	8,852,273	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
3/19/2025	New issuance	8,852,273	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
7/7/2025	New issuance	9,523,809	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
8/4/2025	New issuance	10,119,047	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
8/13/2025	New issuance	10,119,047	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
8/18/2025	New issuance	6,000,000	Common	\$.001	Yes	AJB Capital Investments, LLC (Simeon Walburg)	Debt conversion	Unrestricted	Rule 144
9/26/2025	New issuance	4,736,842	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
10/14/2025	New issuance	6,578,947	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
10/22/2025	New issuance	7,000,000	Common	\$.001	Yes	AJB Capital Investments, LLC (Simeon Walburg)	Debt conversion	Unrestricted	Rule 144
11/5/2025	New issuance	6,710,526	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
11/17/2025	New issuance	6,376,202	Common	\$.001	Yes	1800 Diagonal Lending, LLC (Curt Kramer)	Debt conversion	Unrestricted	Rule 144
12./9/2025	New issuance	6,710,562	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
12/9/2025	New issuance	3,000,000	Common	\$.001	Yes	622 Capital LLC (Gary Clyburn Jr.)	Debt conversion	Unrestricted	Rule 144
2/2/2026	New issuance	9,473,684	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144
2/17/2026	New issuance	10,000,000	Common	\$.001	Yes	AJB Capital Investments, LLC (Simeon Walburg)	Debt conversion	Unrestricted	Rule 144
4/10/2026	New issuance	14,166,666	Common	\$.001	Yes	Jefferson Street Capital LLC (Brian Goldberg)	Debt conversion	Unrestricted	Rule 144

4/30/2026	New Issuance	15,250,000	Common	\$.001	Yes	Quick Capital, LLC (Eilon Natan)	Debt conversion	Unrestricted	Rule 144
5/11/2026	New Issuance	12,000,000	Common	\$.001	Yes	AJB Capital Investments, LLC (Simeon Walburg)	Debt conversion	Unrestricted	Rule 144
5/12/2026	New Issuance	13,300,000	Common	\$.001	Yes	Quick Capital, LLC (Eilon Natan)	Debt conversion	Unrestricted	Rule 144
5/18/2026	New Issuance	12,600,000	Common	\$.001	Yes	Quick Capital, LLC (Eilon Natan)	Debt conversion	Unrestricted	Rule 144
Shares Outstanding on Date of this Report: <u>Ending Balance</u> Date: May 20, 2026 Common: 346,314,106 Preferred: Series C: 2,000,000									

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:

B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
7/22/2019	167,750	84,596	6/9/2023	Variable conversion price: 25% discount to market	-0-	19,942,442	Auctus Fund Management, LLC (Lou Posner)	Loan
1/28/2022	275,000	363,093	10/28/2022	Variable conversion price: 25% discount to market	-0-	87,370,774	BHP Capital NY, LLC (Bryan Pantofel)	Loan
1/28/2022	275,000	458,154	10/28/2022	Variable conversion price: 25% discount to market	-0-	87,370,774	Jefferson Street Capital, LLC (Brian Goldberg)	Loan
9/8/2022	600,000	727,104	3/8/2023	The lower of (a) VWAP for 20 days preceding note issuance or (b) VWAP for 20 days preceding conversion date	-0-	321,683,636	AJB Capital Investments, LLC (Ari Blaine)	Loan
3/4/2024	280,000	337,166	9/4/2024	The lower of (a) VWAP for 20 days preceding note issuance or (b) VWAP for 20 days preceding conversion date	-0-	147,482,727	AJB Capital Investments, LLC (Ari Blaine)	Loan

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.

3/29/2024	280,000	337,166		9/29/2024	Fixed conversion price of \$.035 per share	-0-	9,194,057	Ray Vollintine	Loan
4/4/2025	25,000	27,227		10/4/2024	The lower of (a) VWAP for 20 days preceding note issuance or (b) VWAP for 20 days preceding conversion date	-0-	6,789,439	AJB Capital Investments, LLC (Ari Blaine)	Loan
8/9/2023	55,000	70,657		11/9/2023	Fixed conversion price of \$.035 per share	-0-	15,690,561	John Mansour	Loan
8/1/2023	265,000	341,629		11/1/2023	Fixed conversion price of \$.035 per share	-0-	75,914,191	Emanuel Mansour	Loan
10/13/2022	55,000	67,903		4/3/2024	Fixed conversion price of \$.035 per share	-0-	14,963,432	Scott Randolph	Loan
10/27/2023	57,500	87,239		4/27/2023	Fixed conversion price of \$.035 per share	-0-	19,933,993	Paul Becker	Loan
9/28/2023	25,000	29,782		1/12/2023	Fixed conversion price of \$.035 per share	-0-	7,150,363	Marving Mansour	Loan
2/7/2023	25,000	30,208		2/7/2024	Fixed conversion price of \$.035 per share	-0-	7,315,644	Bert Richards	Loan
9/28/2023	35,000	38,500		9/28/2024	Fixed conversion price of \$.035 per share	-0-	9,240,924	Marvin Mansour	Loan
7/20/2020	25,000	35,253		8/20/2024	Fixed conversion price of \$.035 per share	-0-	8,647,656	Mark Curtis	Loan
7/20/2020	25,000	35,253		8/20/2024	Fixed conversion price of \$.035 per share	-0-	8,647,656	Chris Fisher	Loan
7/20/2020	100,000	141,257		8/20/2024	Fixed conversion price of \$.035 per share	-0-	34,655,314	Ramon Camacho	Loan
Total Outstanding Balance:		\$3,212,187		Total Shares:		-0-	687,309,593		

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

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").

Our company engages in the discovery, development and marketing of products designed to better mankind. We believe we are positioning our company as a leader in the field of Regenerative Medicine defined by the National Institute of Health using nutritionally designed products. Intended products are to be marketed under third-party label exemptions. We are focusing our current efforts on marketing licensed patent-pending natural stem cell mobilizing agents capable of enhancing each individual's ability to mobilize their own adult stem cells from their bone marrow. Also, we are licensed under a patent-pending application to market a dual acting all natural diet aid designed to help control hunger through normal body signals to the brain and stomach. Products are being developed for consumer and professional markets. Research and development activities center on exploring other areas, such as Secretogues that can naturally enhance a person's own growth hormone production and similar all natural bioactive formulations to enhance human performance safely, ethically, legally and utilizing known body mechanisms without the use of drugs.

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

Currently, we have no subsidiaries or affiliated companies.

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

Our company engages in the discovery, development and marketing of products designed to better mankind. We believe we are positioning our company as a leader in the field of Regenerative Medicine defined by the National Institute of Health using nutritionally designed products. Intended products are to be marketed under third-party label exemptions. We are focusing our current efforts on marketing licensed patent-pending natural stem cell mobilizing agents capable of enhancing each individual's ability to mobilize their own adult stem cells from their bone marrow. Also, we are licensed under a patent-pending application to market a dual acting all natural diet aid designed to help control hunger through normal body signals to the brain and stomach. Products are being developed for consumer and professional markets. Research and development activities center on exploring other areas, such as Secretogues that can naturally enhance a person's own growth hormone production and similar all natural bioactive formulations to enhance human performance safely, ethically, legally and utilizing known body mechanisms without the use of drugs.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

One of our directors, Jim Morrison, provides executive office space to us at no charge.

6) Officers, Directors and Control Persons

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

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

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)	Note
James Zimpler	Director, President, Chief	Nesconset,	0	Common Stock	0%	
	Executive Officer, Chief	New York	0	Series C Preferred Stock	0%	
	Financial Officer and Secretary		0	Series F Preferred Stock	0%	
James Morrison	Director	West New York,	0	Common Stock	0%	
		New Jersey	2,000,000	Series C Preferred Stock	100%	See Note A
			0	Series F Preferred Stock	0%	

Note A Ownership of 100% of the Series C Preferred Stock provides Mr. Morrison with voting control of our company.

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

7) Officers, Directors and Control Persons

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;

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 or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

8) Third Party Service Providers

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

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

Securities Counsel

Name: Eric Newlan, Esq.
Firm: Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Road, Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: 940-367-6154
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Jona Barnes, Partner
Firm: Mallett & Barnes Tax Service
Address 1: 6136 Mission Gorge Road, Suite 125
Address 2: San Diego, CA 92120
Phone: (619) 326-0840
Email: Jona@mbtax1.com

Investor Relations

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

All other means of Investor Communication:

Twitter:
Discord:
LinkedIn:
Facebook:
[Other]:

Other Service Providers

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

Name:

Firm:

Nature of Services:

Address 1:

Address 2:

Phone:

Email:

9) Disclosure & Financial Information

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

Name: **Eric Newlan**

Title: **Managing Member, Newlan Law Firm, PLLC**

Relationship to Issuer: **Outside Counsel**

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: **Jona Barnes**

Title: **Partner**

Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements⁽⁶⁾: **Ms. Barnes Possesses extensive experience in the collection of financial information and the preparation of financial statements.**

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

[CERTIFICATION PAGE FOLLOWS]

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:

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, James Zimbler, certify that:

1. I have reviewed this Disclosure Statement for **Resonate Blends, 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 20, 2026

/s/ James Zimbler

James Zimbler

Chief Executive Officer

Principal Financial Officer:

I, James Zimbler, certify that:

1. I have reviewed this Disclosure Statement for **Resonate Blends, 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 20, 2026

/s/ James Zimbler

James Zimbler

Chief Financial Officer

RESONATE BRANDS, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited)

	December 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 40,960	\$ 8,048
Accounts receivable, net	24,365	49,731
Advances to Pegasus Specialty Vehicles, LLC	970,000	970,000
Note receivable	500,000	-
Loan receivable	6,000	6,000
Total current assets	\$ 1,541,325	\$ 1,033,779
Fixed assets:		
Fixed assets, net	\$ 15,303	\$ 15,303
Total fixed assets	\$ 15,303	\$ 15,303
Other assets:		
Investments	\$ 805,379	\$ 805,379
Total other assets	\$ 805,379	\$ 805,379
Total assets	\$ 2,362,007	\$ 1,854,461

LIABILITIES AND SHAREHOLDERS' DEFICIT

Current liabilities:		
Accounts payable and accrued liabilities	\$ 1,758,957	\$ 1,196,528
Loans payable	125,827	248,434
Loans payable, related parties	272,500	270,000
Notes payable, net of discount	1,901,000	481,000
Notes payable, officer	352,796	200,901
Notes payable, related parties	845,443	845,443
Convertible notes payable, net of discount	1,801,494	1,811,734
Total current liabilities	\$ 7,058,017	\$ 5,054,040

Shareholders' Deficit:

Series B Preferred Stock, \$ 0.0001 par value; 66,667 shares authorized; 0 shares issued and outstanding at December 31, 2025 and 2024, respectively.

-

-

Series C Preferred Stock, \$ 0.0001 par value; 2,000,000 shares authorized; 2,000,000 shares issued and outstanding at December 31, 2025 and 2024, respectively.

200

200

Series D Preferred Stock, \$ 0.0001 par value; 40,000 shares authorized; 40,000 shares issued and outstanding at December 31, 2025 and 2024, respectively.

Common stock, \$ 0.0001 par value; 200,000,000 shares authorized; 272,123,476 and 110,401,280 shares issued and outstanding at December 31, 2025 and 2024, respectively.

	-	-
	27,214	11,040
Additional paid-in capital	25,718,221	25,498,539
Common stock issuable	421,312	421,312
Stock subscription receivable	(261,059)	(261,059)
Accumulated deficit	(30,601,897)	(28,869,611)
Total shareholders' deficit	\$ (4,696,010)	(3,199,579)
Total liabilities and shareholders' deficit	\$ 2,362,007	\$ 1,854,461

See accompanying notes to consolidated financial statements.

RESONATE BLENDS, INC.
Condensed Consolidated Statements of Operations
(Unaudited)

	<u>For the Year Ended December 31, 2025</u>	<u>For the Year Ended December 31, 2024</u>
Sales	\$ 1,703,326	\$ 1,896,215
Cost of Goods Sold	<u>373,509</u>	<u>660,024</u>
Gross Profit (Loss)	1,329,817	1,236,191
Operating expenses:		
General and administrative	396,333	1,091,198
Sales commissions	725,681	683,491
Selling expenses	595,857	110,062
Consulting	533,611	917,796
Legal and professional	63,450	69,395
Research and development	-	61,875
Total operating expenses	<u>2,314,932</u>	<u>2,933,817</u>
Loss from operations	<u>(985,115)</u>	# (1,697,626)
Other income (expense):		
Interest expense	(751,645)	(340,452)
Commission income	1,799	3,371
Other income	7,925	-
Gain on disposal of Resonate Blends	-	15,000
Gain (loss) on investment	-	69,243
Gain (loss) on change in derivative liability	-	(140,043)
Gain (loss) on conversion of debt	-	(32,455)
Amortization of issuance costs	-	(10,246)
Financing fees	(5,250)	-
Total other income (expense)	<u>(747,171)</u>	<u>(435,582)</u>
Net loss	\$ <u>(1,732,286)</u>	\$ <u>(2,133,208)</u>
Net loss per share - basic and diluted	\$ <u>(0.01)</u>	\$ <u>(0.02)</u>
Weighted average shares outstanding - basic	<u>205,535,099</u>	<u>98,093,448</u>

See accompanying notes to consolidated financial statements.

RESONATE BLENDS, INC.
Condensed Statement of Stockholder's Equity (Deficit)
For the Period from December 31, 2023 to December 31, 2025
(Unaudited)

	Preferred Stock Series A Shares	Preferred Stock Series A Amount	Preferred Stock Series C Shares	Preferred Stock Series C Amount	Common Stock Shares	Common Stock Amount	Addition Paid-in Capital	Common Stock Issuable	Subscription Receivable	Earnings (Deficit) Accumulated	Total
Balance, December 31, 2023	-	\$ -	2,000,000	\$ 200	86,623,596	\$ 8,662	\$ 24,853,028	\$ -	\$ (261,059)	\$ (26,736,403)	\$ (2,135,572)
Stock issuance for services	-	-	-	-	9,555,462	956	306,029	-	-	-	306,985
Conversion of convertible debt	-	-	-	-	14,222,222	1,422	32,578	421,312	-	-	455,312
Settlement of derivative liabilities	-	-	-	-	-	-	306,904	-	-	-	306,904
Net loss, December 31, 2024										(2,133,208)	(2,133,208)
Balance, December 31, 2024	-	\$ -	2,000,000	\$ 200	110,401,280	\$ 11,040	\$ 25,498,539	\$ 421,312	\$ (261,059)	\$ (28,869,611)	\$ (3,199,579)
Conversion of convertible debt and interest	-	-	-	-	161,722,476	16,172	219,682	-	-	-	235,854
Net loss, December 31, 2025										(1,732,286)	(1,732,286)
Balance, December 31, 2025	-	\$ -	2,000,000	\$ 200	272,123,756	\$ 27,214	\$ 25,718,221	\$ 421,312	\$ (261,059)	\$ (30,601,897)	\$ (4,696,011)

See accompanying notes to consolidated financial statements.

RESONATE BLENDS, INC.
Unaudited Condensed Consolidated Statements of Cash Flows

	For the Year Ended December 31, 2025	For the Year Ended December 31, 2024
Cash flows from operating activities		
Net loss	\$ (1,732,286)	\$ (2,133,208)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accrued interest, notes payable	125,982	117,415
Gain on derivative liability	-	140,043
Gain on disposal of investment	-	15,000
Gain on disposal of subsidiary	-	69,243
Depreciation and amortization	-	17,136
Changes in operating assets and liabilities:		
Accounts receivables	25,366	-
Note receivables	(500,000)	
Other receivables	-	(6,000)
Accounts payable and accrued expenses	562,429	751,309
Net cash used in operating activities	(1,518,510)	(1,029,062)
Cash flows from investing activities		
Deposits on acquisitions	-	(358,261)
Net cash provided by investing activities	-	(358,261)
Cash flows from financing activities		
Payments to loans payable	(35,312)	-
Payments to loans payable, related parties	(54,100)	(137,640)
Proceeds from loans payable	205	-
Proceeds from loans payable, related parties	195,628	148,573
Proceeds from convertible notes payable	25,000	-
Proceeds from notes payable	1,420,000	1,377,500
Net cash provided by financing activities	1,551,421	1,388,433
Net increase (decrease) in cash	32,912	1,110
Cash at beginning of period	8,048	6,938
Cash at end of period	\$ 40,960	\$ 8,048

Supplemental Cash Flow Information:

Cash paid for interest	\$	<u>61,004</u>	\$	<u>826</u>
Cash paid for income taxes	\$	<u>-</u>	\$	<u>-</u>

Non-cash investing and financing information:

Conversion of debt for common stock	Common stock issued for convertible debt and interest	\$	<u>235,854</u>	\$	<u>34,000</u>
Conversion of debt for common stock	Common stock issued for financing fees	\$	<u>5,250</u>	\$	<u>-</u>

See accompanying notes to consolidated financial statements.

RESONATE BLENDS, INC.
Notes to the Consolidated Financial Statements
For the Years Ended
December 31, 2025 and 2024
(Unaudited)

NOTE 1 – ORGANIZATION AND BUSINESS OPERATIONS

The Company

Resonate Blends, Inc. formerly Textmunication Holdings, Inc. (the “Company”) was incorporated on in October 1984 in the State of Georgia as Brock Control Systems. Founded by Richard T. Brock, the Company was in the sales automation market and an early developer of enterprise customer management systems. The Company went public at the end of March of 1993. In February of 1996, the Company changed its name to Brock International Inc., and in March of 1998, the Company again changed its’ name to Firstwave Technologies, Inc.

In 2007, the Company deregistered its common stock in order to avoid the expenses of being a public company. The Company reported briefly on the OTC Disclosure & News Service in 2008. The Company again changed its name to FSTWV, Inc.

On October 28, 2013, the Company held a shareholder meeting to reincorporate the company in the State of Nevada and concurrently change its name to Textmunication Holdings, Inc. The Company also voted to approve a 1 for 5 reverse split of its outstanding common stock.

On November 16, 2013, the Company entered into a Share Exchange Agreement (SEA) with Textmunication, Inc. a California corporation, whereby the sole shareholder of the Company received 65,640,207 new shares of common stock of the Company in exchange for 100% of the Textmunication’s issued and outstanding shares.

On October 25, 2019, the Company entered into a Membership Interest Purchase Agreement (the “Resonate Purchase Agreement”) with Resonate Blends, LLC, a California limited liability company (“Resonate”), and the members of Resonate. As a result of the transaction, Resonate became a wholly owned subsidiary of the Company. In accordance with the terms of the Purchase Agreement, at the closing an aggregate of 5% of the Company’s outstanding shares of common stock for a total of 665,072 shares were issued to the holders of Resonate in exchange for their membership interests of Resonate. These shares have anti-dilution protection. We have also agreed as part of the purchase price to issue: (ii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon an annualized revenue run rate of Ten Million Dollars (\$10,000,000.00) for any three (3) consecutive month trailing period; and (iii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon the occurrence of the Company’s public market value reaching One Hundred Million US Dollars (\$100,000,000). The shares in (ii) and (iii) shall have anti-dilution protections, except that this provision only applies for 2.5% of the outstanding shares acquired under each subsection.

Also, on October 25, 2019, the Company entered into a Membership Interest Purchase Agreement (the “Entourage Labs Purchase Agreement”) with Entourage Labs, LLC, a California limited liability company (“Entourage Labs”), and the members of Entourage Labs. As a result of the transaction, Entourage Labs became a wholly owned subsidiary of the Company. In accordance with the terms of the Purchase Agreement, at the closing an aggregate of 5% of the Company’s outstanding shares of common stock for a total of 665,072 shares were issued to the holders of Entourage Labs in exchange for their membership interests of Entourage Labs. These shares have anti-dilution protection. We have also agreed as part of the purchase price to issue: (ii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon an annualized revenue run rate of Ten Million Dollars (\$10,000,000.00) for any three (3) consecutive month trailing period; and (iii) such number of shares of Series E Preferred Stock that will convert into 5% of the outstanding shares of common stock in the Company on a fully-diluted basis upon the occurrence of the Company’s public market value reaching One Hundred Million US Dollars (\$100,000,000). The shares in (ii) and (iii) shall have anti-dilution protections, except that this provision only applies for 2.5% of the outstanding shares acquired under each subsection.

In addition, the Company entered into an Agreement of Conveyance, Transfer and Assignment of Assets and Assumption of Obligations (the “Conveyance Agreement”) with Mark S. Johnson and the Company’s 49% owned subsidiary, Aspire Consulting Group, LLC, a Virginia limited liability company. Pursuant to the Conveyance Agreement, the Company transferred all assets and business operations associated with its IT consulting solutions, including all of the capital stock of Aspire Consulting, to Mr. Johnson. In exchange, Mr. Johnson agreed to cancel 20,000 shares of common stock in the Company and to assume and cancel all liabilities relating to the Company’s former business.

On December 16, 2019 the Company filed Articles of Merger with the Secretary of State of Nevada in order to effectuate a merger with its wholly owned subsidiary; Resonate Blends, Inc. Shareholder approval was not required under Section 92A.180 of the Nevada Revised Statutes. As part of the merger, the Company's board of directors authorized a change in our name to "Resonate Blends, Inc." and the Company's Articles of Incorporation have been amended to reflect this name change.

In connection with the name change, the Company's symbol was changed to "KOAN" that more resembles the Company's new business focus.

Effective March 14, 2024, Geoffrey Selzer, the Company's former Chief Executive Officer and Director, and Jim Morrison, the Company's past President and Director, entered into a Securities Purchase Agreement, pursuant to which Mr. Selzer sold all 2,000,000 outstanding shares of the Company's Series C Preferred Stock to Mr. Morrison for \$10.00 in cash. Mr. Morrison now possesses voting control of the Company.

On February 26, 2024, the Company entered into a Share Exchange Agreement, as amended, with Emergent Health Corp., a Wyoming corporation (EMGE), and the holders (the "EMGE Preferred Shareholders") of Series Class A Preferred Stock and the Series C Convertible Non-Voting Preferred Stock. On March 14, 2024, the parties closed the Exchange Agreement. At the closing of the Exchange Agreement: (a) the EMGE Preferred Shareholders exchanged all of their respective EMGE Equity Interests for an equal number of shares of the Company's to-be-designated Series F Convertible Preferred Stock that shall convert into 93% of the common stock of the Company on a fully-diluted basis (the "Series F Preferred Stock"), which shares of Series F Preferred Stock are currently issuable to the EMGE Preferred Shareholders and are to be issued upon the Company's filing of a Certificate of Designation with the State of Nevada; (b) the Company consummated the Conveyance Agreement; and (c) all persons serving as directors and officers of the Company prior to the consummation of the Exchange Agreement resigned and appointed four new members of the Company's Board of Directors.

Effective August 8, 2024, the Company entered into a Reformation of Share Exchange Agreement (the "Reformation Agreement") with EMGE and the EMGE Preferred Shareholders. The Reformation Agreement was entered into after the Company, EMGE and the EMGE Preferred Shareholders having independently determined that the structure of the Exchange Agreement resulted in the parties' experiencing consequences that were unintended and that would not, in the long term, be beneficial to the parties and that a reformation of the Exchange Agreement from a share-for-share structure to a share-for-asset structure would be beneficial to each of the parties.

By the Reformation Agreement, share-for-share structure of the Exchange Agreement was reformed to become a share-for-asset structure (the "Reformation"). Effecting the Reformation produced the following actions (the "Reformation Actions"):

- (a) First, the issuances of the Company Exchange Shares to the EMGE Preferred Shareholders were rescinded.
- (b) Next, the assignments of the EMGE Equity Interests by the EMGE Preferred Shareholders to the Company were rescinded.
- (c) The Company, then, re-issued the Exchange Shares to EMGE, in consideration of the following assets of EMGE (the "Acquired Assets"):
 - All of the capital stock of Evolutionary Biologics, Inc.;
 - All of the capital stock of Apollo Biowellness, Inc.;
 - All of the capital stock of Nanosthetic, Inc.; and
 - All of the capital stock of Nanogistics, Inc.

In addition, the Reformation Actions resulted in the Company's no longer being the controlling shareholder of EMGE.

On March 14, 2024, in conjunction with the acquisition of EMGE, we entered into an Agreement of Conveyance, Transfer and Assignment of Subsidiary with two of the Company's then-wholly-owned subsidiaries, Resonate Blends, LLC, a California limited liability company, and Entourage Labs, LLC, a California limited liability company, and our former Chief Executive Officer and Director, Geoffrey Selzer. Pursuant to the Conveyance Agreement, the Company assigned its' ownership in the Subsidiary to Mr. Selzer. In consideration of our assignment of the Subsidiary, Mr. Selzer (a) assumed and agreed to pay, perform and discharge, fully and completely, all liabilities of the Subsidiary, (b) indemnified us for any loss arising from or in connection with any of such liabilities and (c) agreed to pay the Company (i) 20% of any proceeds from the sale of the Subsidiary that occurs prior to the one-year anniversary of the Conveyance Agreement and (ii) 10% of any proceeds from the sale of the Subsidiary that occurs after the one-year anniversary and prior to the two-year anniversary of the Conveyance Agreement.

On March 5, 2025, Jim Morrison resigned as President/CEO of the Company but shall remain a director of the Company. As of March 5, 2025, James W. Zimbler was appointed by the Board of Directors as President/CEO of the Company. Mr. Zimbler has served on the Board of Directors and Vice President of Finance since March 2024.

Basis of Presentation

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's most recent Annual Financial Statements filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the period presented have been reflected herein. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal period, as reported in the Form 10-K, have been omitted.

Going concern

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of December 31, 2025, the Company has an accumulated deficit of \$30,601,897. The company's ability to continue as a going concern is contingent upon the successful completion of additional financing arrangements and its ability to achieve and maintain profitable operations. While the Company is expanding its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these financial statements. These consolidated financial statements do not include any adjustments that might arise from this uncertainty.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Consolidation

These consolidated financial statements have been prepared in accordance with U.S. GAAP and include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated.

Cash

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

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits.

Accounts receivable and allowance for doubtful accounts

Accounts receivables are stated at the amount management expects to collect. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. As of December 31, 2025, and 2024, there's no allowance for doubtful accounts and bad debts.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, the core principle of which is that the Company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled to receive in exchange for those goods or

services. To determine revenue recognition for arrangements that the Company determines are within the scope of ASC 606, the Company performs the following five steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of the revenue when, or as, performance

obligations are satisfied Revenue is generally recognized upon

purchase of products by customers.

KOAN sells ingestible and topical products to retail customers across the United States of America. The Company's standard delivery method is "free on board" shipping point. Consequently, the Company considers control of products to transfer at a single point in time when control is transferred to the customer, which is generally when products are shipped in accordance with an agreement or purchase order. Control is defined as the ability to direct the use of and obtain substantially all of the remaining benefits of the product. The Company considers the customer's purchase order, and the Company's corresponding sales order acknowledgement as the contract with the customer. For each contract, the Company considers the promise to transfer products to be the identified performance obligations. The Company satisfies its performance obligations under a contract with a customer by transferring goods and services in exchange for monetary consideration from the customer. Sales taxes the Company collects concurrent with revenue-producing activities are excluded from revenue.

Revenue is deferred when the Company receives payment under a contract with a customer prior to satisfying its performance obligation. As the majority of orders are processed and shipped immediately upon receipt of payment, it is rare that revenue is deferred. There was no deferred revenue as of December 31, 2025 and 2024.

Significant payment terms – The Company's contracts with its customers state the final terms of the sale, including the description, quantity, and price of each product purchased. Payments are typically due prior to delivery. Since the customer agrees to a stated rate and price in the contract that do not vary over the contract, the Company's contracts do not contain variable consideration. Economic factors - The Company's revenues and accounts receivable are derived primarily from the United States with no particular concentration in any industry. Sales revenue is impacted by overall economic conditions, as there are fewer sales when the Company's customers are impacted by negative economic conditions. Returns, refunds, and warranties – The Company has a 30-day return policy on all products. As the amount of returned product is minimal, management believes that returns on any goods sold subsequent to December 31, 2025 and 2024, were not material.

Fair Value of Financial Instruments

The carrying amounts reflected in the balance sheets for cash, accounts payable and accrued expenses approximate the respective fair values due to the short maturities of these items.

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The three levels of the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs that is observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Financial assets and liabilities measured at fair value on a recurring basis are summarized below for the nine months and year ended December 31, 2025 and 2024.

As of December 31, 2025	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ -	\$ -
As of December 31, 2024	Level 1	Level 2	Level 3	Total
Liabilities				
Derivative Liabilities	\$ -	\$ -	\$ -	\$ -

Inventory

Inventory is stated at the lower of cost or net realizable value. Cost is determined on a first in, first out basis. Management compares the cost of inventory with the net realizable value and, if applicable, an allowance is made for writing down the inventory to its net realizable value, if lower than cost, inventory is reviewed for potential write-down for estimated obsolescence or unmarketable inventory based upon forecasts for future demand and market conditions. Generally, the Company only keeps inventory on hand for sales made and in which a deposit has been received.

Net income (loss) per Common Share

Basic net income (loss) per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

Property and equipment

Property and equipment are stated at cost, less accumulated depreciation provided on the straight-line method over the estimated useful lives of the assets, which range from three to seven years. Expenditures for renewals or betterments are capitalized, and repairs and maintenance are charged to expense as incurred the cost and accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss thereon is reflected in operations. Company policies capitalize property and equipment for cost over \$1,000, asset acquired under \$1,000 are charge to operations.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. Because the Company has no net income, the tax benefit of the accumulated net loss has been fully offset by an equal valuation allowance.

Stock-Based Compensation

The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, Compensation – Stock Compensation which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

The Company follows ASC Topic 505-50, formerly EITF 96-18, “Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services,” for stock options and warrants issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital over the period during which services are rendered.

NOTE 3 – RELATED PARTY TRANSACTIONS

Management has periodically advanced funds to the Company for operating expenses. At December 31, 2025 and 2024, amounts due related parties were \$1,470,739 and \$1,625,475, respectively. These advances are non-interest bearing and payable upon demand. On February 25, 2026, two notes were issued for the advances made during the years of 2023 and 2024 in the amounts of \$111,110 and \$172,902. On January 2, 2026, a note was issued for the year 2025 in the amount of \$68,784. These notes bear interest of 10% per annum. As of December 31, 2025, the loans have been reclassified to Notes payable – officer.

On March 14, 2024, in conjunction with our acquisition of EMGE, we entered into an Agreement of Conveyance, Transfer and Assignment of Subsidiary (the “Conveyance Agreement”) with two of our then-wholly-owned subsidiaries, Resonate Blends, LLC, a California limited liability company, and Entourage Labs, LLC, a California limited liability company (collectively, Resonate Blends, LLC and Entourage Labs, LLC are referred to as the “Subsidiary”), and our former Chief Executive Officer and Director, Geoffrey Selzer. Pursuant to the Conveyance Agreement, we assigned our ownership in the Subsidiary to Mr. Selzer. In consideration of our assignment of the Subsidiary, Mr. Selzer (a) assumed and agreed to pay, perform and discharge, fully and completely, all liabilities of the Subsidiary, (b) indemnified us for any loss arising from or in connection with any of such liabilities and (c) agreed to pay us (i) 20% of any proceeds from the sale of the Subsidiary that occurs prior to the one-year anniversary of the Conveyance Agreement and (ii) 10% of any proceeds from the sale of the Subsidiary that occurs after the one-year anniversary and prior to the two-year anniversary of the Conveyance Agreement.

NOTE 4 - CONVERTIBLE NOTE PAYABLE

Convertible notes payable consists of the following as of December 31, 2025, and 2024:

	December 31, 2025	December 31, 2024
Convertible notes face value	\$ 1,866,260	\$ 1,876,500
Less: Discounts	(64,766)	(64,766)
Less: Debt issuance cost	-	-
Net convertible notes	\$ 1,801,494	\$ 1,811,734

During the year ended December 31, 2022, the Company entered into Securities Purchase Agreements with five accredited investors, pursuant to which we issued and sold to the investors convertible promissory notes with a total principal amount of \$715,000. We received \$650,000 from the Notes after applying the original issue discount to the Notes. The Securities Purchase Agreements also included 812,500 warrants with a 5 year life and exercise price of \$0.40 and 650,000 commitment shares. These notes have a Fixed Conversion Price or, at the option of the Holder in the event that the Borrower fails to complete a Qualified Offering before the five (5) month anniversary of the Issue Date, the Registration Conversion Price. The “Fixed Conversion Price” shall mean \$0.15 per share. The “Registration Conversion Price” shall mean 75% multiplied by the Market Price (representing a discount rate of 25%). “Market Price” means the volume weighted average of the Common Stock during the twenty (20) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date. The Company is currently working with each of the accredited investor on payoff options.

On September 8, 2022, the Company issued and sold a senior secured convertible promissory note to AJB Capital Investments LLC (“AJB”) for a principal amount of \$600,000, together with guaranteed interest of 12% per year calendar from the date hereof. All Principal and Interest owing hereunder, along with any and all other amounts, shall be due and owing on the Maturity Date March 8, 2023. We received \$540,000 from the Note after applying the original issue discount to the Note. The note is convertible at a Variable Conversion Price shall equal the volume weighted average trading price (i) during the previous twenty (20) Trading Day period ending on the date of issuance of this Note, or (ii) during the previous twenty (20) Trading Day period ending on the Conversion Date.

The Maturity Date may be extended at the sole discretion of the Borrower up to six (6) months following the date of the original Maturity Date hereunder. In the event that the Maturity Date is extended, the interest rate shall equal fifteen percent (15%) per annum for any period following the original Maturity Date, payable monthly.

The maturity date for repayment of the Notes is nine months from issuance and the Notes bear interest at 10% per annum. On September 29, 2023, the Company entered into an amendment with AJB extending the maturity date of the Note through December 28, 2023. In exchange for this amendment, we issued AJB 3,000,000 shares (“extension shares”) of common stock. The Company can redeem certain shares if all principal and interest is repaid in full prior to the new maturity date. The note was converted into shares as of August 18, 2025.

The Securities Purchase Agreement contain a most-favored nation provision that allows the Investor to claim any lower price from any future securities six months after this closing and a blocker on issuing variable rate investments.

During the year ended December 31, 2023, the Company issued 5 convertible promissory notes totaling \$457,500, net of debt issuance costs of \$37,500. At December 31, 2023, the balance of the notes were \$453,125, net of unamortized discount. These notes are convertible into common stock into the next funding round expected to be priced at \$.08 per share issued in a Series Preferred with a 4% coupon payable until the Preferred is converted into common stock. A 2- year cash Warrant with 50% coverage priced at \$.25 is also available as part of this conversion. A total of 6,243,000 commitment shares and 250,000 warrants issued. This Note has a personal guarantee for the full principal amount to Resonate Blends, Inc. by Darshan Vyas, Principal of Pegasus. Resonate Blends, Inc. in return will guarantee the Lender.

On November 11, 2023, the Company issued and sold to an accredited investor a convertible promissory note the principal amount of \$80,000 under a Securities Purchase Agreement of the same date. The Company received \$75,000 from the Note after applying the original issue discount to the Note. The note can be converted 6 months after issuance into common stock at a variable conversion price of 73% of the market price, the market price being the average of the 3 lowest trading prices over the prior 10 days. The Note was converted into shares as of March 19, 2025.

On March 2024, the Company obtained a loan from AJB Capital Investments, LLC (“AJB”) which netted the Company \$252,000 in proceeds. In consideration of such loan, the Company issued a \$280,000 face amount promissory note (the “AJB Note”), with OID of \$28,000, bearing interest at 12% per annum, with principal and interest payable on September 4, 2024. The Company has the right to repay the AJB Note at any time. Should the Company be in default, which shall not have been cured, the AJB Note is convertible into shares of the Company’s common stock at a conversion price that shall equal the volume weighted average trading price (a) during the previous 20 trading-day period ending on the date of issuance of the AJB Note or (b) during the previous 20 trading-day period ending on the relevant conversion date, whichever is lower.

The AJB Note is secured by all assets of the Company.

The Company accounts for the fair value of the conversion features of its convertible debt in accordance with ASC Topic No. 815-15 “Derivatives and Hedging; Embedded Derivatives” (“Topic No. 815-15”). Topic No. 815-15 requires the Company to bifurcate and separately account for the conversion features as an embedded derivative contained in the Company’s convertible debt. The Company is required to carry the embedded derivative on its balance sheet at fair value and account for any unrealized change in fair value as a component of results of operations. The Company values the embedded derivatives using the Black-Scholes pricing model.

In March 2024, the Company obtained a loan from Ray Vollintine (“Vollintine”) which netted the Company \$250,000 in proceeds. In consideration of such loan, the Company issued a \$280,000 face amount promissory note (the “Vollintine Note”), with OID of \$30,000, bearing interest at 12% per annum, with principal and interest payable on September 29, 2024. The Company has the right to repay the Vollintine Note at any time. The Vollintine Note is convertible at any time and from time to time into shares of the Company’s common stock at a conversion price that shall equal to \$.035 per share; provided, however, that, upon an event of default, the conversion price shall be the lower of (a) \$.035 or (b) the volume weighted average trading price during the previous 20 trading-day period ending on the date of issuance of the Vollintine Note or during the previous 20 trading-day period ending on the relevant conversion date, whichever is lower.

The Vollintine Note is unsecured.

In addition, the Company issued to Vollintine a pre-funded common stock purchase warrant (the “Vollintine Warrant”) to purchase 7,200,000 shares of our common stock, with a nominal exercise price of \$.00001 per share. The Vollintine Warrant may be exercised on a cashless basis, As further consideration for Vollintine’s purchasing the Vollintine Note, the Company entered into a make-whole agreement that assures that Vollintine shall derive not less than \$250,000 in net proceeds from Vollintine’s sales of the common stock underlying the Vollintine Warrant.

On April 4, 2025, the Company issued and sold a senior secured convertible promissory note to AJB Capital Investments LLC (“AJB”) for a principal amount of \$25,000, together with guaranteed interest of 12% per year calendar from the date hereof. All Principal and Interest owing hereunder, along with any and all other amounts, shall be due and owing on the Maturity Date October 4, 2025. The note is convertible at a Variable Conversion Price shall equal the volume weighted average trading price (i) during the previous twenty (20) Trading Day period ending on the date of issuance of this Note, or (ii) during the previous twenty (20) Trading Day period ending on the Conversion Date.

NOTE 5 – DERIVATIVE LIABILITIES

Certain of the above convertible notes contained an embedded conversion option with a conversion price that could result in issuing an undeterminable amount of future common stock to settle the host contract. Accordingly, the embedded conversion option is required to be bifurcated from the host instrument (convertible note) and treated as a liability, which is calculated at fair value, and marked to market at each reporting period.

The Company used the Black-Scholes pricing model to estimate the fair value of its embedded conversion option and warrant liabilities on both the commitment date and the remeasurement date with the following inputs:

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Exercise price	\$ -	\$ -
Expected volatility	-%	-%
Risk-free interest rate	-%	-%
Expected term (in years)	-	-
Expected dividend rate	-%	-%

NOTE 6 – SENIOR PROMISSORY NOTE

On June 20, 2023, the Company signed a Securities Purchase Agreement (“SPA”) with an accredited investor, pursuant to which the Company issued and sold to the accredited investor a 15% original issue discount Senior Promissory Note (non-convertible), dated June 20, 2023, in the principal amount of \$575,000. The Senior Promissory Note is secured by all of the Company’s assets under a separate security agreement between the accredited investor and the Company.

The Company received \$435,000 from the Senior Promissory Note after applying the original issue discount and commissions and fees. The proceeds were utilized as a deposit on the Company’s acquisition of Pegasus Specialty Vehicles, LLC (See Note 7).

The maturity date for repayment of the Senior Promissory Note is September 20, 2023, and bears interest at 15% per annum starting 60 days after issuance and interest payable in cash monthly thereafter. The Company may prepay the Senior Promissory Note at any time but is required to pay a premium of 104% of the principal amount if repaid after 60 days.

As additional consideration, the Company issued 1,318,000 shares of its common stock as commitment shares. The Company was required to issue an additional 330,000 commitment shares due to the Senior Promissory Note not being prepaid at 60 days as required in the SPA. The Company is currently working with investor to address the entire Note payoff.

In the agreements, the Company agreed to certain restrictive covenants, including a restriction on borrowing and a most favored nation clause in favor of the accredited investor for any future offerings not specifically exempted.

On June 20, 2023, the Company and Pegasus Specialty Vehicles, LLC entered into a Loan and Security Agreement whereby the Company lent to Pegasus the principal amount of \$575,000 secured by all of the Pegasus’ assets, but subordinate to the security interest of accredited investor and another lender of Pegasus.

NOTE 7 – AGREEMENT AND PLAN OF MERGER WITH PEGASUS SPECIALTY VEHICLES, LLC

On June 20, 2023, the Company entered into an Agreement and Plan of Merger with Pegasus Specialty Vehicles, LLC, an Ohio limited liability company (“Pegasus”), and Pegasus Specialty Holdings LLC, an Ohio limited liability company and wholly owned subsidiary of the Company (“Pegasus Sub”).

The Merger Agreement provides that at the closing, subject to terms and conditions, Pegasus Sub will merge with and into Pegasus, with Pegasus surviving as a wholly owned subsidiary of the Company. At Closing of the Merger, the issued and outstanding common shares of Pegasus will automatically be converted into the right to receive an aggregate of 623,500 shares of Series AA Preferred Stock of the Company.

The Company, Pegasus, and Pegasus Sub have each made various representations and warranties and agreed to certain covenants in the Merger Agreement, including a covenant by the Company that it would raise \$3,000,000 less costs in new financing at Closing, with \$435,000 loaned pre-Closing to Pegasus under a secured promissory note with a face value of \$575,000. Pegasus granted a security interest to the Company in all of Pegasus’ assets on the \$575,000 loan, subordinate to other security interests as to the same collateral. The Company received \$500,000 from the Note after applying the Original Issue Discount (OID), \$30,000

of which was used to pay commission to a broker as placement agent, \$30,000 was paid to the lender for its legal fees and \$5,000 for a due diligence fee paid to the lender. The balance was tendered to the Company to lend to Pegasus under a Loan and Security Agreement as described below.

Consummation of the Merger is subject to the satisfaction or, if permitted by applicable law, waiver, by the Company, Pegasus, or both of various conditions. For Pegasus, these conditions include, without limitation, (i) an agreeable plan to spin out the existing Company cannabis assets and operations, (ii) an agreeable plan to transfer the outstanding shares of Series C Preferred Stock of the Company to Brian Barrington simultaneously to the date of the aforementioned spin-out; (iii) an agreeable plan to retire the Series E Designation; (iv) financing by the Company of \$3,000,000 less costs; (v) the filing of the Certificate of Designation for the Series AA Preferred Stock with the Secretary of State of Nevada; and (vi) certain other customary conditions. For the Company, these conditions include, without limitation, (i) a secured promissory note issued by Pegasus to the Company in the amount of \$500,000 with the collateral being a UCC lien subordinate to other lenders; (ii) the payback by the Company of certain advances contributed by corporate officers and others in the Company in an amount not to exceed \$140,000; (iii) resolutions of the equity holders of Pegasus approving the Merger Agreement and the transactions contemplated; and (iv) certain other customary conditions.

The Merger Agreement contains certain termination rights including the right of the parties to mutually agree upon termination, and by each of the Company and Pegasus unilaterally if the other party has committed a violation of the covenants, representations and warranties in the Merger Agreement.

The Merger Agreement, the Merger, and the transactions contemplated thereby were unanimously approved by the board of directors of Pegasus, and unanimously approved by the board of directors of the Company.

On December 7, 2023, the Company notice received a notice of termination from Pegasus notifying the Company that the Agreement and Plan of Merger has been terminated.

At December 31, 2025, Pegasus owed the Company \$970,000 of funds raised by the Company and advanced to Pegasus.

NOTE 8 – SHARE EXCHANGE AGREEMENT

On February 26, 2024, the Company entered into a Share Exchange Agreement, as amended (the Exchange Agreement), with Emergent Health Corp., a Wyoming corporation (EMGE), and the holders (the EMGE Preferred Shareholders) of Series Class A Preferred Stock and the Series C Convertible Non-Voting Preferred Stock (the EMGE Equity Interests). On March 14, 2024, the parties closed the Exchange Agreement. At the closing of the Exchange Agreement: (a) the EMGE Preferred Shareholders exchanged all of their respective EMGE Equity Interests for an equal number of shares of the Company's to-be-designated Series F Convertible Preferred Stock (the Exchange Shares) that shall convert into 93% of the common stock of the Company on a fully-diluted basis (the "Series F Preferred Stock"), which shares of Series F Preferred Stock are currently issuable to the EMGE Preferred Shareholders and are to be issued upon the Company's filing of a Certificate of Designation with the State of Nevada; (b) the Company consummated the Conveyance Agreement; and (c) all persons serving as directors and officers of the Company prior to the consummation of the Exchange Agreement resigned and appointed four new members of the Company's Board of Directors.

Effective August 8, 2024, the Company entered into a Reformation of Share Exchange Agreement (the Reformation Agreement) with EMGE and the EMGE Preferred Shareholders. The Reformation Agreement was entered into after the Company, EMGE and the EMGE Preferred Shareholders having independently determined that the structure of the Exchange Agreement resulted in the parties' experiencing consequences that were unintended and that would not, in the long term, be beneficial to the parties and that a reformation of the Exchange Agreement from a share-for-share structure to a share-for-asset structure would be beneficial to each of the parties.

By the Reformation Agreement, share-for-share structure of the Exchange Agreement was reformed to become a share-for-asset structure (the Reformation). Effecting the Reformation produced the following actions (the Reformation Actions):

- (a) First, the issuances of the Company Exchange Shares to the EMGE Preferred Shareholders were rescinded.
- (b) Next, the assignments of the EMGE Equity Interests by the EMGE Preferred Shareholders to the Company were rescinded.
- (c) The Company, then, re-issued the Exchange Shares to EMGE, in consideration of the following assets of EMGE (the "Acquired Assets"):

- All of the capital stock of Evolutionary Biologics, Inc.;
- All of the capital stock of Apollo Biowellness, Inc.;
- All of the capital stock of Nanosthetic, Inc.; and
- All of the capital stock of Nanogistics, Inc.

In addition, the Reformation Actions resulted in the Company's no longer being the controlling shareholder of EMGE.

NOTE 9 – STOCKHOLDERS' EQUITY

During the year ended December 31, 2025, the Company issued the following shares of common stock:

- On January 8, 2025, The Company issued a total of 5,500,000 shares of common stock as to convert a convertible note of \$6,600.
- On January 15, 2025, The Company issued a total of 5,775,000 shares of common stock as to convert a convertible note of \$6,930.
- On January 17, 2025, The Company issued a total of 5,775,000 shares of common stock as to convert a convertible note of \$6,930.
- On January 22, 2025, The Company issued a total of 5,775,000 shares of common stock as to convert a convertible note of \$6,930.
- On February 3, 2025, The Company issued a total of 6,600,000 shares of common stock as to convert a convertible note of \$7,260.
- On February 20, 2025, The Company issued a total of 6,971,917 shares of common stock as to convert a convertible note of \$5,578.
- On February 20, 2025, The Company issued a total of 6,971,917 shares of common stock as to convert a convertible note of \$5,578.
- On February 25, 2025, The Company issued a total of 7,313,797 shares of common stock as to convert a convertible note and accrued interest of \$5,851.
- On March 3, 2025, The Company issued a total of 8,031,746 shares of common stock as to convert a convertible note and accrued interest of \$4,819.
- On March 7, 2025, The Company issued a total of 8,428,571 shares of common stock as to convert a convertible note and accrued interest of \$5,057.
- On March 18, 2025, The Company issued a total of 8,852,273 shares of common stock as to convert a convertible note and accrued interest of \$3,541.
- On March 19, 2025, The Company issued a total of 8,852,273 shares of common stock as to convert a convertible note and accrued interest of \$3,541.
- On July 7, 2025, The Company issued a total of 9,523,809 shares of common stock as to convert a convertible note and accrued interest of \$4,000.
- On August 4, 2025, The Company issued a total of 10,119,047 shares of common stock as to convert a convertible note and accrued interest of \$4,250.
- On August 13, 2025, The Company issued a total of 10,119,047 shares of common stock as to convert a convertible note and accrued interest of \$4,250.
- On August 18, 2025, The Company issued a total of 6,000,000 shares of common stock as to convert a convertible note and accrued interest of \$16,290.

- On September 26, 2025, The Company issued a total of 4,736,842 shares of common stock as to convert a convertible note and accrued interest of \$9,000.
- On October 14, 2025, The Company issued a total of 6,578,947 shares of common stock as to convert a convertible note and accrued interest of \$12,500.
- On October 22, 2025, The Company issued a total of 7,000,000 shares of common stock as to convert accrued interest of \$52,150.
- On November 5, 2025, The Company issued a total of 6,710,526 shares of common stock as to convert a convertible note and accrued interest of \$12,750.
- On November 17, 2025, The Company issued a total of 6,376,202 shares of common stock as to convert accrued interest of \$21,692.
- On December 9, 2025, The Company issued a total of 6,710,562 shares of common stock as to convert a convertible note and accrued interest of \$12,750.
- On December 9, 2025, The Company issued a total of 3,000,000 shares of common stock as to convert accrued interest of \$16,200.

During the year ended December 31, 2024, the Company issued the following shares of common stock:

- The Company issued a total of 9,555,462 shares of common stock as to convert a convertible note and accrued interest of \$306,985.
- The Company issued a total of 4,222,222 shares of common stock as to convert a convertible note of \$20,000.
- The Company issued a total of 5,000,000 shares of common stock as to convert a convertible note of \$9,500.
- The Company issued a total of 5,000,000 shares of common stock as to convert a convertible note of \$4,500.

NOTE 10 – SUBSEQUENT EVENTS

Stock Issuances

Since December 31, 2025, the Company has issued a total of 33,640,630 shares of common stock.

*** * * End of Report * * ***