

# Pride Holdings Group

Amendment to [Quarterly Report](#) for 03/31/2026 originally published through the OTC Disclosure & News Service on 06/03/2026

Explanatory Note:  
Amended 6.5

*\*\*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.*

PRIDE HOLDINGS GROUP  
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## Quarterly Report

For the period ending March 31, 2026 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

2,300,460,093 as of 05/13/2026 (*Current Reporting Period Date or More Recent Date*)

2,300,460,093 as of 03/31/2026 (*Most Recent Quarter End*)

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

<sup>4</sup> "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 and names used by predecessor entities, along with the dates of the name changes.**

The Exact Name of the Issuer is:

|  |                                    |
|--|------------------------------------|
| As of July 18, 2025                        | Pride Holdings Group, Inc.         |
| From February 29, 2024 to July 17, 2025    | Parliament House Enterprises, Inc. |
| From October 20, 2020 to February 29, 2024 | Hempstract Inc.                    |
| From March 2007 to October 20, 2020        | Riverdale Oil and Gas Corporation  |
| From July 2006 to March 2007               | Fraser Industries, Inc.            |
| From April 2002 to July 2006               | Helisys, Inc.                      |

Current State and Date of Incorporation or Registration: Nevada - February 2007

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

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

Name Changes only as reflected above.

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

None

List any stock split, 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:

250 N Orange Ave, Suite 1030

Orlando, FL 32821

Address of the issuer's principal place of business:

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

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes : If Yes, provide additional details below:

**2) Security Information**

**Transfer Agent**

Name: Securities Transfer Corporation  
Phone: (469) 633-0101  
Email: [sheld@stc-transfer.com](mailto:sheld@stc-transfer.com)  
Address: 2901 N Dallas Parkway, Suite 380.  
Plano, Texas 75093

### **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:                                  | PHSE          |                        |
| Exact title and class of securities outstanding: | Common Stock  |                        |
| CUSIP:   | 424700105     |                        |
| Par or stated value:                             | \$0.001       |                        |
| Total shares authorized:                         | 3,500,000,000 | as of date: 12/31/2025 |
| Total shares outstanding:                        | 2,300,460,093 | as of date: 12/31/2025 |
| Total number of shareholders of record:          | 465           | as of date: 12/31/2025 |

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

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

|   |                          |                        |
|---|--------------------------|------------------------|
| Exact title and class of the security:  | Preferred Stock Series A |                        |
| Par or stated value:                    | \$0.001                  |                        |
| Total shares authorized:                | 0                        | as of date: 03/31/2026 |
| Total shares outstanding:               | 0                        | as of date: 03/31/2026 |
| Total number of shareholders of record: | 0                        | as of date: 03/31/2026 |

### **Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

Common Stock. Each share of Common Stock shall have, for all purposes, one (1) vote per share.

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

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

Series A Preferred Stock. Whenever holders of Series "A" Preferred Stock are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by the holders of the outstanding shares of Series "A" Preferred Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all

such shares entitled to vote thereon were present and voted. For the avoidance of doubt, in any matter presented to the stockholders for their consideration and action, in a noticed meeting, special meeting or by written consent, the holder of the Series "A" Preferred Stock shall be entitled to cast that number of votes equal to the total number of votes cast, plus one share to equal to a majority of the shares eligible to vote on any matter, consistent with Section 2.8 of the Corporation's By Laws.

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

N/A

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

N/A

**3) Issuance History**

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

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

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

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

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

| Shares Outstanding as of Second Most Recent Fiscal Year End:<br>Date: 12/31/2023<br>Common: 839,888,537<br>Preferred A: NA |  |  |                     |   | *Right-click the rows below and select "Insert" to add rows as needed.                 |   |  |   |                                 |
|--|--|--|---------------------|---|--|---|--|---|---------------------------------|
| Date of Transaction  | Transaction type (e.g., new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of Shares Issued (\$/per share) at Issuance | Were the Shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to. ***You must disclose the Control person(s) for any entities listed. | Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |

|          |              |            |                    |        |     |   |                           |              |          |
|----------|--------------|------------|--------------------|--------|-----|---|---------------------------|--------------|----------|
| 07/10/24 | New Issuance | 3,000,000  | Common Stock       | 0.002  | No  | Blackleaf Holdings LLC / Borivoje Radulovic                 | Compensation for Services | Restricted   | Rule 144 |
| 07/10/24 | New Issuance | 7,500,000  | Common Stock       | 0.002  | No  | George Schembrie III  | Compensation for Services | Restricted   | Rule 144 |
| 07/10/24 | New Issuance | 1,250,000  | Common Stock       | 0.002  | No  | Eduardo Ortiz Diaz  | Compensation for Services | Restricted   | Rule 144 |
| 06/16/25 | New Issuance | 25,000,000 | Common Stock       | 0.0074 | Yes | AWOL / Robert McAllister                                    | Debt Settlement           | Unrestricted | Rule 144 |
| 06/16/25 | New Issuance | 36,000,000 | Common Stock       | 0.006  | Yes | AWOL / Robert McAllister                                    | Compensation for Services | Restricted   | Rule 144 |
| 07/12/25 | Cancelled    | -100       | Series A Preferred | 0.001  | Yes | MarGran, LLC / Martin Donald Granatstein                    | Purchase Shares           | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 21,428,572 | Common Stock       | 0.06   | Yes | Mark Fountain   | Acquisition Shares        | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 500,000    | Common Stock       | 0.06   | Yes | Cale R Hall   | Acquisition Shares        | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 500,000    | Common Stock       | 0.06   | Yes | Travis H Coles  | Acquisition Shares        | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 26,170,000 | Common Stock       | 0.06   | Yes | Bryan Barrett   | Acquisition Shares        | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 5,000,000  | Common Stock       | 0.06   | Yes | Joshua Barrett  | Acquisition Shares        | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 10,000,000 | Common Stock       | 0.06   | Yes | Winnifred Inc. / Joe Lipcovich                              | Acquisition Shares        | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 5,000,000  | Common Stock       | 0.001  | Yes | 007 Real Estate LLC / Paul Messina                          | Employee Compensation     | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 150,000    | Common Stock       | 0.001  | Yes | Iftekhar Baig   | Consulting                | Restricted   | 6 Months |
| 09/05/25 | Issued       | 750,000    | Common Stock       | 0.001  | Yes | Andrew Allan  | Compensation for Services | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 46,200,000 | Common Stock       | 0.06   | Yes | Fohson Investments PTY Ltd ATF John Foo Trust / Richard Foo | Acquisition Shares        | Restricted   | Rule 144 |
| 09/05/25 | Issued       | 23,000,000 | Common Stock       | 0.06   | Yes | Fetch Financial Pty LTD / Craig Bell                        | Acquisition Shares        | Restricted   | Rule 144 |

|          |        |             |              |       |     |  |                         |            |                                |
|----------|--------|-------------|--------------|-------|-----|--|-------------------------|------------|--------------------------------|
| 09/05/25 | Issued | 30,800,000  | Common Stock | 0.06  | Yes | Craig Geoffrey Bell & Wendy Anne Bell as Trustee for Superannuation Fund | Acquisition Shares      | Restricted | Rule 144                       |
| 09/05/25 | Issued | 23,083,333  | Common Stock | 0.06  | Yes | Awwhitehead Trust / Bart Whitehouse                                      | Acquisition Shares      | Restricted | 1 Year Contractual Restriction |
| 09/05/25 | Issued | 23,083,334  | Common Stock | 0.06  | Yes | Awwhitehead Trust / Bart Whitehouse                                      | Acquisition Shares      | Restricted | 2 Year Contractual Restriction |
| 09/05/25 | Issued | 10,000,000  | Common Stock | 0.06  | Yes | Christopher Smith  | Acquisition Shares      | Restricted | 2 Year Contractual Restriction |
| 09/05/25 | Issued | 10,000,000  | Common Stock | 0.06  | Yes | Christopher Smith  | Acquisition Shares      | Restricted | 1 Year Contractual Restriction |
| 09/05/25 | Issued | 13,083,334  | Common Stock | 0.06  | Yes | James Matthew Colunga  | Acquisition Shares      | Restricted | 2 Year Contractual Restriction |
| 09/05/25 | Issued | 3,083,333   | Common Stock | 0.06  | Yes | James Matthew Colunga  | Acquisition Shares      | Restricted | 1 Year Contractual Restriction |
| 09/05/25 | Issued | 3,333,333   | Common Stock | 0.06  | Yes | Colunga Family, LLC / James Matthew Colunga                              | Acquisition Shares      | Restricted | Rule 144                       |
| 09/05/25 | Issued | 3,333,333   | Common Stock | 0.06  | Yes | Colunga Family, LLC / James Matthew Colunga                              | Acquisition Shares      | Restricted | 1 Year Contractual Restriction |
| 09/05/25 | Issued | 250,000     | Common Stock | 0.06  | Yes | August Caudle  | Acquisition Shares      | Restricted | 2 Year Contractual Restriction |
| 09/05/25 | Issued | 250,000     | Common Stock | 0.06  | Yes | August Caudle  | Acquisition Shares      | Restricted | 1 Year Contractual Restriction |
| 09/05/25 | Issued | 250,000     | Common Stock | 0.06  | Yes | Karen Caudle   | Acquisition Shares      | Restricted | 2 Year Contractual Restriction |
| 09/05/25 | Issued | 250,000     | Common Stock | 0.06  | Yes | Karen Caudle   | Acquisition Shares      | Restricted | 1 Year Contractual Restriction |
| 08/12/25 | Issued | 3,333,333   | Common Stock | 0.03  | Yes | Joseph G Messina   | Investment / Consultant | Restricted | Rule 144                       |
| 08/25/25 | Issued | 357,000,000 | Common Stock | 0.001 | Yes | John Michael Barrett   | Employee Compensation   | Restricted | Rule 144                       |
| 09/18/25 | Issued | 8,095       | Common       | 0.001 | Yes | Iftekhar Baig  | Consultant              | Restricted | 6 Months                       |

|          |           |             |              |       |     |  |                       |            |                                 |
|----------|-----------|-------------|--------------|-------|-----|--|-----------------------|------------|---------------------------------|
|          |           |             | Stock        |       |     |  |                       |            |                                 |
| 09/18/25 | Issued    | 5,000,000   | Common Stock | 0.05  | Yes | Upward Motion / George Schembri                  | Investment            | Restricted | 2 Year Contractual Restriction  |
| 09/18/25 | Issued    | 400,000     | Common Stock | 0.001 | Yes | Trudy Alexander                                  | Investment            | Restricted | 2 Year Contractual Restriction  |
| 09/18/24 | Issued    | 333,333     | Common Stock | 0.001 | Yes | Samuel James Woolcock                            | Investment            | Restricted | 2 Year Contractual Restriction  |
| 09/25/25 | Issued    | 1,100,000   | Common Stock | 0.001 | Yes | 007 Real Estate LLC / Paul Messina               | Employee Compensation | Restricted | Rule 144                        |
| 09/29/25 | Cancelled | -32,400,000 | Common Stock | 0.006 | Yes | American Way of Living & Co. / Robert McAllister | Services              | Restricted | Rule 144                        |
| 10/03/25 | Issued    | 1,100,000   | Common Stock | 0.006 | Yes | 007 Real Estate LLC / Paul Messina               | Services              | Restricted | Rule 144                        |
| 10/23/25 | Issued    | 4,285,714   | Common Stock | 0.006 | Yes | Chris Bailey                                     | Acquisition           | Restricted | 2 Year Contractual Restriction  |
| 10/23/25 | Issued    | 5,000,000   | Common Stock | 0.006 | Yes | Maggie Lea                                       | Acquisition           | Restricted | 2 Year Contractual Restriction  |
| 10/23/25 | Issued    | 5,000,000   | Common Stock | 0.006 | Yes | Tamara Jo Hoover                                 | Acquisition           | Restricted | 2 Year Contractual Restriction  |
| 10/23/25 | Issued    | 201,200     | Common Stock | 0.006 | Yes | Iftekh Baig                                      | Acquisition           | Restricted | 6 Month Contractual Restriction |
| 10/29/25 | Issued    | 5,000,000   | Common Stock | 0.006 | Yes | Sterling Marco Research LLC / Jeffery Stirling   | Services              | Restricted | Rule 144                        |
| 10/29/25 | Issued    | 10,000,000  | Common Stock | 0.006 | Yes | Michael Morfit                                   | Services              | Restricted | Rule 144                        |
| 10/29/25 | Issued    | 100,000,000 | Common Stock | 0.006 | Yes | Jonathan Patrick Barrett                         | Services              | Restricted | Rule 144                        |
| 10/29/25 | Issued    | 10,000,000  | Common Stock | 0.006 | Yes | MCOM Management LLC / Michael Morfit             | Services              | Restricted | Rule 144                        |
| 10/29/25 | Issued    | 5,000,000   | Common Stock | 0.006 | Yes | Janet McEnerney                                  | Services              | Restricted | Rule 144                        |
| 10/29/25 | Issued    | 20,000,000  | Common Stock | 0.006 | Yes | 007 Real Estate LLC / Paul Messina               | Services              | Restricted | Rule 144                        |
| 11/24/25 | Issued    | 50,000      | Common Stock | 0.006 | Yes | Nicholas Formica                                 | Employee Compensation | Restricted | Rule 144, 2 Year Contractual    |

|          |        |        |              |       |     |                       |                       |            |  |
|----------|--------|--------|--------------|-------|-----|-----------------------|-----------------------|------------|--|
|          |        |        |              |       |     |                       |                       |            | Restriction                              |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Brandon Gonzalez      | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Gabriel Fonseca Horta | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Velvet Smith          | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Shawn Steele          | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Travis H Coles        | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | James Matthew Colunga | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | August Caudle         | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Christopher Price     | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Michael Goodman       | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25 | Issued | 50,000 | Common Stock | 0.006 | Yes | Christopher Jackson   | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |

|  |           |               |              |       |     |   |                       |            |  |
|--|-----------|---------------|--------------|-------|-----|---|-----------------------|------------|--|
| 11/24/25   | Issued    | 50,000        | Common Stock | 0.006 | Yes | Mark Fountain                               | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25   | Issued    | 20,000        | Common Stock | 0.006 | Yes | Arthur Robert Smith                         | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25   | Issued    | 20,000        | Common Stock | 0.006 | Yes | Karen Caudle                                | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 11/24/25   | Issued    | 50,000        | Common Stock | 0.006 | Yes | Andrew Allan                                | Employee Compensation | Restricted | Rule 144, 2 Year Contractual Restriction |
| 12/12/25   | Issued    | 113,928,571   | Common Stock | 0.006 | Yes | John Patrick Barrett                        | Services              | Restricted | Rule 144                                 |
| 12/17/25   | Issued    | 329,000,000   | Common Stock | 0.006 | Yes | Guilddford Investments LLC / Timothy Majors | Services              | Restricted | Rule 144                                 |
| 12/17/25   | Issued    | 2,550,000     | Common Stock | 0.006 | Yes | Daniele Martinotti                          | Services              | Restricted | Rule 144                                 |
| 12/17/25   | Issued    | 41,000,000    | Common Stock | 0.006 | Yes | John Michael Barrett                        | Services              | Restricted | Rule 144                                 |
| 12/17/25   | Issued    | 10,000,000    | Common Stock | 0.006 | Yes | 007 Real Estate LLC / Paul Messina          | Services              | Restricted | Rule 144                                 |
| 03/04/26   | Issued    | 80,000,000    | Common Stock | 0.006 | No  | MCOM Management LLC / Michael Morfit        | Services              | Restricted | Rule 144                                 |
| 03/04/26   | Issued    | 4,000,000     | Common Stock | 0.006 | No  | Various                                     | Services              | Restricted | Rule 144                                 |
| 03/04/26   | Issued    | 4,917,738     | Common Stock | 0.006 | No  | Noteholder                                  | Note Conversion       | Restricted | Rule 144                                 |
| 03/12/26   | Cancelled | (300,000,000) | Common Stock | .06   | No  | MarGran, LLC / Martin Donald Granatstein    | Services              | Restricted | Rule 144                                 |
| Shares Outstanding on Date of This Report: Ending Balance: |           |               |              |       |     |   |                       |            |  |
| Date   |           |               |              |       |     |   |                       |            |  |
| Common:  |           |               |              |       |     |   |                       |            |  |
| Preferred A:   |           |               |              |       |     |   |                       |            |  |

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2025, 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, 2026 through March 31, 2026 pursuant to the tabular format above.

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

**B. Convertible Debt**

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

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

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

| Date of Note Issuance | Principal Amount at Issuance (\$) | Outstanding Balance (\$)<br>(include accrued interest) | Maturity Date | Conversion Terms<br>(e.g., pricing mechanism for determining conversion of instrument to shares) | # Shares Converted to Date | # of Potential Shares to be Issued Upon Conversion <sup>25</sup> | Name of Noteholder<br>(entities must have individual with voting I investment control disclosed). | Reason for Issuance<br>(e.g., Loan, Services, |
|-----------------------|-----------------------------------|--|---------------|--|----------------------------|--|---|---|
|                       |                                   |  |               |  |                            |  |   |   |
|                       |                                   |  |               |  |                            |  |   |   |
|                       |                                   |  |               |  |                            |  |   |   |
|                       |                                   |  |               |  |                            |  |   |   |

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

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

#### 4) Issuer's Business, Products and Services

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

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations") Pride Holdings Group (FKA Parliament House Enterprises, Inc.) is a hospitality and entertainment management company in the process of opening and establishing new locations and acquiring existing locations that fit its business mode.

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

N/A

C. Describe the issuers' principal products or services.

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

#### 5) Issuer's Facilities

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

The Company leases and operates a portfolio of hospitality, entertainment, restaurant, nightclub, and lodging properties serving the LGBTQ+ community throughout the United States. The Company's leased properties are utilized for nightlife operations, restaurants, entertainment venues, and hospitality-related uses. Management believes that all leased facilities are in good operating condition and are suitable for the purposes for which they are being utilized.

The Company's principal leased properties include the following:

- Aquaplex Key West – Key West, Florida

A leased entertainment and hospitality venue operating as a restaurant, cabaret, and nightclub facility. The property includes dining areas, bar operations, stage and performance facilities, and administrative office space. The lease is subject to customary commercial lease terms and landlord approval rights.

- Aqua Fort Lauderdale – Fort Lauderdale, Florida

A leased hospitality and entertainment venue utilized for bar, nightclub, and live entertainment operations. The facility includes beverage service areas, customer seating, entertainment space, and related operational offices. The Company occupies the premises pursuant to a commercial lease agreement.

- Johnsons Fort Lauderdale – Wilton Manors, Florida

A leased nightclub and bar property operating within the Wilton Manors entertainment district. The facility includes bar service areas, customer seating, entertainment space, storage areas, and related operational offices. The Company does not own the underlying real estate.

- Johnsons Tampa – Tampa, Florida

A leased hospitality and nightlife venue utilized for bar and entertainment operations. The property includes customer service areas, beverage operations, and management office space. The lease contains customary operational and maintenance obligations.

- Cincinnati Location – Cincinnati, Ohio

A leased hospitality and entertainment venue utilized for bar, restaurant, and nightlife operations. The property includes customer entertainment areas, beverage service operations, seating areas, and administrative support space. The Company operates the property pursuant to a commercial lease agreement.

- Lips Chicago – Chicago, Illinois

A leased hospitality and entertainment property operating as a dining and live entertainment venue. The facility includes restaurant operations, stage and performance space, bar service areas, kitchen facilities, and related administrative offices. The Company leases the premises pursuant to a commercial lease agreement.

The Company also leases administrative office facilities used for executive management, accounting, operational oversight, and corporate

administration in Orlando, Florida. These facilities are believed to be adequate for the Company's current operational needs.

The Company's leases generally contain standard commercial terms, including base rent obligations, maintenance requirements, insurance provisions, renewal options, and operational covenants. Certain leases may require landlord consent for assignment, transfer, expansion, or modification of operations. The Company is not aware of any material environmental issues affecting its leased facilities.

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

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

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

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

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

| Individual Name<br>(First, Last)<br>or<br>Entity Name<br>(Include names of control person(s) if a corporate entity) | Position/Company<br>Affiliation<br>(ex: CEO, 5% Control<br>person) | City and State<br>(Include Country if<br>outside U.S.) | Number of<br>Shares Owned<br>(List common,<br>preferred, warrants<br>and options<br>separately) | Class of<br>Shares<br>Owned | Percentage of<br>Class of Shares<br>Owned<br>(undiluted) |
|---|--|--|---|-----------------------------|--|
| Timothy Majors  | COO / Director   | Orlando, FL  | N/A   |                             |  |
| John Michael Barrett  | CEO/Director   | Orlando, FL  | 398,000,000   | Common                      | 18.0%  |
| Guilldford Investments LLC /<br>Timothy Majors  | See above  | Orlando, FL  | 517,666,667   | Common                      | 23.4%  |
| Jonathan Patrick Barrett  | Control person   | Orlando, FL  | 213,928,571   | Common                      | 9.7%   |

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

None

2. 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

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

None

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

None

## **8) Third Party Service Providers**

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](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name: Ross Carmel, Esq  
Firm: Sichenzia Ross Ference Carmel LLP  
Address 1: 1185 Avenue of the Americas, 31 st floor  
Address 2: New York NY 10036  
Phone: 646-838-131  
Email: [rcarmel@srfc.law](mailto:rcarmel@srfc.law)

### Accountant or Auditor

Name: Manny Tzagarakis  
Firm: RSBM US LLP

Address 1: 805 Third Avenue Suite 1430  
Address 2: New York, NY 10022  
Phone: 212-838-2643  
Email: [mtzagarakjs@rbsmlp.com](mailto:mtzagarakjs@rbsmlp.com)

#### Investor Relations

Name: NA

Firm:

Address 1:

Address 2:

Phone:

Email:

#### *All other means of Investor Communication:*

X (Twitter): NA

Discord: NA

Linkedin: NA

Facebook: NA

(Other) NA

#### 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: Tim Majors

Title: COO

OTC Markets Group Inc.  
Disclosure Guidelines for the Pink Market (v6.0 January 31, 2025)

Relationship to Issuer: Officer

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

- IFRS  
 U.S. GAAP

c. The following financial statements were prepared by (name of individual):

Name: Eric Sherb  
Title: CPA  
Relationship to Issuer: Independent CPA Firm

Describe the qualifications of the person or persons who prepared the financial statements: <sup>6</sup>

Mr. Eric is a Certified Public Accountant and has 14 years of accounting and finance experience.

### 10) Issuer Certification

*Chief Executive Officer:*

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

The certifications shall follow the format below:

I, John Michael Barrett certify that:

1. I have reviewed this Disclosure Statement for Pride Holdings Group (FKA Parliament House Enterprises, Inc.) for the Quarter ended March 31, 2026;
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.

June 05, 2026

*/s/ John Michael Barrett*

*Chief Operations Officer:*

I, Timothy Majors certify that:

1. I have reviewed this Disclosure Statement for Pride Holdings Group (FKA Parliament House Enterprises, Inc.) for the Quarter ended March 31, 2026;
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.

June 05, 2026

*/s/ Tim Majors*

<sup>6</sup> 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.



QUARTERLY REPORT

PRIDE HOLDINGS GROUP, INC.

For the Three Months Ended  
March 31, 2026

**PRIDE HOLDINGS GROUP**  
**Condensed Balance Sheets**  
**(Unaudited)**

| <u>ASSETS</u>   | <u>March 31, 2026</u><br><u>(Unaudited)</u> | <u>December 31, 2025</u> |
|---|---|--------------------------|
| <b>Current assets:</b>  |   |                          |
| Cash  | \$ 43,451                                   | \$ 226,758               |
| Accounts receivable, net  | 13,506                                      | 27,013                   |
| Inventory   | 80,204                                      | 128,495                  |
| Due from related parties  | 230,825                                     | 299,422                  |
| Prepaid expenses and other current assets   | 3,403,088                                   | 203,088                  |
| Assets held for sale  | 9,318,928                                   | 9,318,928                |
| <b>Total current assets</b>   | <b>13,090,002</b>                           | <b>10,203,703</b>        |
| Property and equipment, net   | 19,471,607                                  | 19,468,907               |
| Intangible assets, net  | 6,489,036                                   | 6,543,833                |
| Goodwill  | 24,046,780                                  | 24,046,780               |
| <b>Total assets</b>   | <b>63,159,115</b>                           | <b>60,347,186</b>        |
| <b>LIABILITIES AND STOCKHOLDERS (DEFICIT)</b>   |   |                          |
| <b>Current liabilities:</b>   |   |                          |
| Accounts payable  | \$ 1,886,725                                | \$ 929,614               |
| Accrued expenses  | 242,496                                     | 1,075,820                |
| Notes payable (net)   | 1,369,727                                   | 1,668,668                |
| Notes payable - related parties   | 3,401,591                                   | 3,046,948                |
| Stock to be issued  | 65,000                                      | 65,000                   |
| Deferred consideration payable  | 442,447                                     | 442,447                  |
| Liabilities held for sale   | 644,400                                     | 644,400                  |
| <b>Total current liabilities</b>  | <b>8,052,385</b>                            | <b>7,872,896</b>         |
| Notes Payable, net of current portion   | 175,000                                     | 175,000                  |
| <b>Total liabilities</b>  | <b>8,227,385</b>                            | <b>8,047,896</b>         |
| Total noncurrent liabilities  | 42,080                                      | 44,306                   |
| Common stock subject to possible redemption   | 1,659,715                                   | 1,659,715                |
| Commitments and contingencies   | -   | -                        |
| <b>Stockholders' equity deficit:</b>  |   |                          |
| Preferred Series A - \$0.001 par value, authorized - 100 shares; issued and outstanding - 100 as of March 31, 2026 and December 31, 2025, respectively  | -   | -                        |
| Common stock - \$0.001 par value, authorized - 3,500,000,000 shares; issued and outstanding - 2,998,800,378 and 2,209,882,640 shares as of March 31, 2026 and December 31, 2025, respectively | 2,998,800,378                               | 2,209,882,640            |
| Additional paid-in capital  | 78,454,129                                  | 72,907,982               |
| Treasury stock  | (670,000)                                   | (670,000)                |
| Accumulated deficit   | (26,647,737)                                | (23,945,113)             |
| Accumulated other comprehensive income  | 136,824                                     | 136,824                  |
| <b>Total stockholders' equity (deficit)</b>   | <b>53,272,015</b>                           | <b>50,639,575</b>        |
| <b>Total liabilities, mezzanine equity and stockholders' deficit</b>  | <b>\$ 63,159,116</b>                        | <b>\$ 60,347,186</b>     |

See accompanying notes to the condensed financial statements.

**Pride Holdings Group Inc.**  
**Condensed Statements of Operations**  
**(Unaudited)**

|   | For the Three Months Ended |                |
|---|----------------------------|----------------|
|   | March 31, 2026             | March 31, 2025 |
| Revenues  | \$ 1,900,677               | \$ -           |
| Cost of Revenue   | 397,807                    | -              |
| Gross Profit  | 1,502,870                  | -              |
| Operating expenses:   |                            |                |
| General and administrative                                    | 3,828,152                  | 94,658         |
| Sales and marketing   | 24,306                     | -              |
| Professional fees   | 34,516                     | -              |
| Depreciation and amortization                                 | 54,797                     | -              |
| Total operating expenses                                      | 3,941,772                  | 94,658         |
| Loss from operations  | (2,438,902)                | (94,658)       |
| Other income (expense):                                       |                            |                |
| Interest expense  | (1,695)                    | (39,579)       |
| Other income  | 3,530                      | (90,000)       |
| Loss on extinguishment of debt                                | (265,558)                  | -              |
| Total other income (expense)                                  | (263,723)                  | (129,579)      |
| Loss from continuing operations                               | (2,702,624)                | (224,237)      |
| Loss from discontinued operations, net of tax                 | -                          | -              |
| Net loss  | \$ (2,702,624)             | (224,237))     |
| Other comprehensive income (loss)                             | -                          | -              |
| Net comprehensive loss  | \$ (2,702,624)             | \$ (224,237)   |
| Weighted average common shares outstanding- basic and diluted | 2,211,542,355              | 851,638,537    |
| Net loss per common share - basic and diluted                 |                            |                |
| Continuing Operations   | (\$0.0012)                 | (\$0)          |
| Discontinued operations                                       | -                          | -              |

See accompanying notes to the condensed financial statements

**Pride Holdings Group, Inc.**  
**Condensed Statements of Changes in Stockholders' Equity (Deficit)**  
**For the Quarters Ended March 31, 2026 and 2025**  
**(Unaudited)**

|   | Common Stock Subject to Possible Redemption |              | Preferred A Stock |        | Common Stock  |              | Additional Paid-In Capital | Treasury Stock | Accumulated Deficit | Accumulated OCI | Total Equity (Deficit) |
|---|---|--------------|-------------------|--------|---------------|--------------|----------------------------|----------------|---------------------|-----------------|------------------------|
|   | Shares                                      | Amount       | Shares            | Amount | Shares        | Amount       |                            |                |                     |                 |                        |
| <b>Balance, December 31, 2024</b>                   | -   | \$ -         | 100               | \$ -   | 851,638,537   | \$ 851,638   | \$ 12,325,705              | \$ -           | \$ (13,481,719)     | -               | \$ (304,376)           |
| Net loss  | -   | -            | -                 | -      | -             | -            | -                          | -              | (224,237)           | -               | \$ (224,237)           |
| Other comprehensive income (loss)                   | -   | -            | -                 | -      | -             | -            | -                          | -              | -                   | -               | -                      |
| <b>Balance, March 31, 2025</b>                      | -   | \$ -         | 100               | \$ -   | 851,638,537   | \$ 851,638   | \$ 12,325,705              | \$ -           | \$ (13,705,956)     | -               | \$ (528,613)           |
| <b>Balance, December 31, 2025</b>                   | 1,659,715                                   | \$ 1,659,715 | 100               | \$ -   | 2,209,882,640 | \$ 2,209,882 | \$ 72,907,982              | \$ (670,000)   | \$ (23,945,113)     | \$ 136,824      | \$ 50,639,575          |
| Common stock issued for consulting services         | -   | -            | -                 | -      | 80,000,000    | 80,000       | 4,720,000                  | -              | -                   | -               | 4,800,000              |
| Common stock issued for consulting services         | -   | -            | -                 | -      | 4,000,000     | 4,000        | 236,000                    | -              | -                   | -               | 240,000                |
| Common stock issued upon conversion of note payable | -   | -            | -                 | -      | 4,917,738     | 4,918        | 290,147                    | -              | -                   | -               | 295,064                |
| Retired Shares                                      | -   | -            | -                 | -      | (300,000,000) | (300,000)    | 300,000                    | -              | -                   | -               | -                      |
| Net loss  | -   | -            | -                 | -      | -             | -            | -                          | -              | (2,702,624)         | -               | (2,702,624)            |
| Other comprehensive income (loss)                   | -   | -            | -                 | -      | -             | -            | -                          | -              | -                   | -               | -                      |
| <b>Balance, March 31, 2026</b>                      | 1,659,715                                   | \$ 1,659,715 | 100               | \$ -   | 1,998,800,378 | \$ 1,998,800 | \$ 78,454,129              | \$ (670,000)   | \$ (26,647,737)     | \$ 136,824      | \$ 53,272,015          |

See accompanying notes to the condensed financial statements

**Pride Holdings Group, Inc.**  
**Condensed Statements of Cash Flows**  
**(Unaudited)**

|   | For the Quarters Ended |                  |
|---|------------------------|------------------|
|   | March 31, 2026         | March 31, 2025   |
| Cash flows from operating activities:   |                        |                  |
| Net loss  | \$ (2,702,624)         | \$ (224,237)     |
| Adjustments to reconcile net loss to net cash used in operating activities:   |                        |                  |
| Depreciation and amortization   | 54,797                 | 106,798          |
| Stock-based compensation  | 1,840,00               | -                |
| Common Stock issued for compensation  | 223,950                | -                |
| Loss on extinguishment of debt  | 265,558                | -                |
| Changes in operating asset and liabilities:                                   |                        |                  |
| Accounts receivable   | 13,506                 | -                |
| Inventory   | 48,291                 | -                |
| Due from related parties  | 68,597                 | -                |
| Deposits  | 22,272                 | -                |
| Accounts payable  | 957,112                | (671)            |
| Accrued expenses  | (833,324)              | 22,500           |
| <b>Net cash used in operating activities</b>                                  | <b>(265,816)</b>       | <b>(95,610)</b>  |
| Cash flows from investing activities:   |                        |                  |
| Purchase of property and equipment  | (2,700)                | (26,691)         |
| <b>Net cash used in investing activities</b>                                  | <b>(2,700)</b>         | <b>(26,691)</b>  |
| Cash flows from financing activities:   |                        |                  |
| Proceeds from (repayments of) notes payable, net                              | (269,434)              | -                |
| Proceeds from (repayments of) notes payable - related parties, net            | 354,643                | -                |
| <b>Net change in cash</b>   | <b>(183,307)</b>       | <b>(122,301)</b> |
| Cash at beginning of period   | 226,758                | 367,094          |
| Cash at end of period   | \$ 43,451              | \$ 244,793       |
| <i>Supplemental disclosure of Noncash Investing and Financing Activities:</i> |                        |                  |
| Issuance of common stock for prepaid consulting services                      | \$ 3,200,000           | \$ -             |
| Issuance of common stock upon conversion of notes payable                     | \$ 29,506              | \$ -             |

See accompanying notes to the condensed financial statements

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

## NOTES TO THE FINANCIAL STATEMENTS

### NOTE 1: ORGANIZATION AND NATURE OF OPERATIONS

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

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

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

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

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

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

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

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

### NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

#### Basis of Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company has adopted a December 31 year-end. The accompanying condensed consolidated financial statements as of March 31, 2026 and for the three months ended March 31, 2026 and 2025 are unaudited and have been prepared in accordance with U.S. GAAP for interim financial information. They do not include all of the information and footnotes required by U.S. GAAP for complete annual financial statements. In the opinion of management, all adjustments (consisting of

normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2026 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2026. These interim financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended December 31, 2025.

### **Use of Estimates**

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

### **Cash and Cash Equivalents**

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

### **Concentration of Credit Risk**

The Company maintains its cash with a bank located in the United States of America and believes it to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Fund may maintain balances in excess of the federally insured limits. At March 31, 2026 and December 31, 2025, the Company has not experienced losses on this account and management believes the Company is not exposed to significant risks on such account.

### **Fair Value of Financial Instruments**

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

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

At March 31, 2026 and December 31, 2025, the carrying amounts of accounts payable and accrued liabilities approximate fair value because of the short maturity of these instruments.

### **Warrants**

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

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

## **Impairment of Long-lived Assets**

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell. The Company recognized impairment of certain assets of \$0 and \$0 for the three months ended March 31, 2026 and 2025, respectively.

## **Debt Discount and Issuance Costs**

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

## **Gain (Loss) on Extinguishment of Debt**

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

## **Earnings Per Share**

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

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

## **General and Administrative Expenses**

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

## **Revenue Recognition**

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

## **Goodwill**

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

Goodwill is tested for impairment at least annually at December 31 or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company has one reporting unit. For the three months ended March 31, 2026, no impairment charge was recognized. As of March 31, 2026, goodwill of \$5,783,099 allocated to the Stonewall Australia disposal group remains classified as assets held for sale (see Note 10). Goodwill allocated to the Stonewall Bali disposal group was \$0 following the bargain purchase adjustment recognized in the prior period.

The following table presents the changes in the carrying amount of goodwill for the three months ended March 31, 2026:

|   | <u>Amount</u>        |
|---|----------------------|
| <b>Balance at January 1, 2025</b>                                     | \$ -                 |
| Goodwill acquired in business combinations (Note 10)                  | 33,753,422           |
| Measurement period adjustment – reclassification to intangible assets | (3,494,334)          |
| Measurement period adjustment – deferred consideration                | 442,447              |
| Reclassification to assets held for sale                              | (5,783,099)          |
| Impairment losses   | -                    |
| Other adjustments   | <u>(871,656)</u>     |
| <b>Balance at December 31, 2025</b>                                   | 24,046,780           |
| Impairment losses   | -                    |
| Other adjustments   | -                    |
| <b>Balance at March 31, 2026</b>                                      | <u>\$ 24,046,780</u> |

### Intangible Assets

Intangible assets with indefinite useful lives, including liquor licenses, tradenames, and operating licenses, are not amortized but are tested for impairment at least annually at December 31 or more frequently if events or changes in circumstances indicate potential impairment. No impairment charges were recognized for the three months ended March 31, 2026. As of March 31, 2026, intangible assets of \$629,881 allocated to the Stonewall Australia (\$194,053) and Stonewall Bali (\$435,828) disposal groups remain classified as assets held for sale (see Note 10).

Intangible assets consist of identifiable assets acquired in business combinations and are recorded at their estimated fair values at the date of acquisition. The following table summarizes the Company's intangible assets as of March 31, 2026:

|                                | <u>Net Carrying<br/>Amount</u>     | <u>Accumulated<br/>Amortization</u> | <u>Net Carrying<br/>Amount</u>  |
|--------------------------------|------------------------------------|-------------------------------------|---------------------------------|
|                                | <u>As of December<br/>31, 2025</u> | <u>As of March 31,<br/>2026</u>     | <u>As of March<br/>31, 2026</u> |
| Operating licenses             | \$ 2,191,884                       | \$ (54,797)                         | \$ 2,137,087                    |
| Tradenames                     | 1,302,450                          | -                                   | 1,302,450                       |
| Liquor licenses and other      | 3,049,499                          | -                                   | 3,049,499                       |
| <b>Total intangible assets</b> | <u>\$ 6,543,833</u>                | <u>\$ (54,797)</u>                  | <u>\$ 6,489,036</u>             |

Amortization expense on intangible assets with finite useful lives totaled \$54,797 for the three months ended March 31, 2026.

### Segment Reporting

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

### Stock Based Compensation

As permitted by statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting Based Compensation", the company has elected to continue to follow the intrinsic value method in accounting for its' stock-based compensation arrangements as defined by Accounting Principles Board Opinion (APB") No. 25, "Accounting for Stock Issued Employees", and related Interpretations including " Financial Accounting Standards Board Interpretations" No. 44, "Accounting for Certain Transactions Involving Stock Compensation", and interpretation of APB No. 25. As of March 31, 2026, the company has not formed a Stock Option Plan and has not issued any options.

### Fixed Assets

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

or loss is included in income.

Property and equipment consist of the following as of March 31, 2026:

|  | <b>March 31,<br/>2026</b> | <b>December 31,<br/>2025</b> |
|--|---------------------------|------------------------------|
| Castle of Camino – building and property (Italy) | \$ 18,500,000             | \$ 18,500,000                |
| Bar and restaurant equipment                     | 437,018                   | 437,018                      |
| Leasehold improvements                           | 295,351                   | 295,351                      |
| Furniture and fixtures                           | 236,538                   | 236,538                      |
| Machinery and equipment                          | 2,700                     | -                            |
| Total property and equipment                     | 19,471,607                | 19,468,907                   |
| Less: accumulated depreciation                   | -                         | -                            |
| Property and equipment, net                      | <u>\$ 19,471,607</u>      | <u>\$ 19,468,907</u>         |

Depreciation expense recognized for the three months ended March 31, 2026 was \$0, as substantially all property and equipment was acquired during the fourth quarter of 2025 and depreciation had not yet commenced as of December 31, 2025; depreciation will commence in subsequent periods once the related assets are placed in service. The Company estimates the useful lives of property and equipment as follows: building and property – 39 years; bar and restaurant equipment – 5 to 7 years; leasehold improvements – lesser of useful life or remaining lease term; furniture and fixtures – 5 to 7 years. Property and equipment of \$792,287 allocated to the Stonewall Australia and Stonewall Bali disposal groups remains classified as assets held for sale (see Note 10).

### **Mezzanine Equity**

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

### **Treasury Stock**

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

### **Deferred Consideration Payable**

In connection with one of the business acquisitions completed during 2025, the Company recognized a deferred consideration payable of \$442,447, representing the estimated fair value of additional amounts payable to the seller upon the achievement of certain conditions. The deferred consideration was recorded as a current liability on the consolidated balance sheet. A corresponding adjustment of \$442,447 was recorded to goodwill (see Note 9). The Company will remeasure the deferred consideration at each reporting date until settlement, with changes in fair value recognized in the consolidated statement of operations.

### **Related Parties**

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

### **Income Taxes**

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

## Recently Issued Accounting Pronouncements

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

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

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

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

## NOTE 3. GOING CONCERN AND MANAGEMENT’S LIQUIDITY PLANS

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

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has not generated revenue and profits since inception, sustained a net loss of \$2,702,624 and \$224,237 from continuing operations for the three months ended March 31, 2026 and 2025, respectively, and incurred negative cash flows from operations of \$574,027 for the three months ended March 31, 2026. These factors among others raise substantial doubt about the Company’s ability to continue as a going concern for a period of 12 months from the issuance date of this report.

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

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

## NOTE 4. NOTES PAYABLE

As of March 31, 2026 and December 31, 2025, the Company had outstanding the following notes payable:

|  |                 | <b>March 31,<br/>2026</b> | <b>December 31,<br/>2025</b> |
|--|-----------------|---------------------------|------------------------------|
|  | <b>Maturity</b> | <b>Outstanding</b>        | <b>Outstanding</b>           |
| AJB 2023 note                          | 9/24/2024       | \$ 350,000                | \$ 350,000                   |
| AJB 2024 note                          | 5/16/2024       | 135,000                   | 135,000                      |
| G3 properties note                     | 6/18/2026       | 175,000                   | 175,000                      |
| CR Group note                          | 10/1/2026       | 250,000                   | 250,000                      |
| Double G Holdings Loan                 |                 | 760,000                   | 760,000                      |
| Lips Chicago note                      |                 | 171,609                   | 470,550                      |
| Johnsons Lauderdale                    |                 | <u>(296,882)</u>          | <u>(296,882)</u>             |
| Total                                  |                 | \$ 1,544,727              | \$ 1,843,668                 |
| Less: Current portion of notes payable |                 | (1,369,727)               | (1,668,668)                  |
| Notes payable, net of current portion  |                 | <u>\$ 175,000</u>         | <u>\$ 175,000</u>            |

#### *AJB 2023 Note*

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

Total debt discount recognized in connection with the note was \$167,978, of which the remaining \$126,672 was amortized during the year ended December 31, 2024. The note payable, net of unamortized discount of \$0, was \$350,000 as of March 31, 2026 and December 31, 2025.

As additional incentive per the AJB 2023 Note, the Company also issued 41,900,000 shares of common stock for a fair value of \$419,000. \$271,978 out of \$419,000 was recognized as loss on issuance of debt and remaining was recorded as debt discount. Total debt discount recognized in connection with the share issuance was \$147,022, of which the remaining \$110,869 was amortized to interest expense during the year ended December 31, 2024. Unamortized debt discount as of March 31, 2026 and December 31, 2025 is \$0.

Additionally, original issue discount of \$35,000 was recorded during the year ended December 31, 2023, of which the remaining \$26,393 was amortized to interest expense during the year ended December 31, 2024. Unamortized debt discount as of March 31, 2026 and December 31, 2025 is \$0.

The AJB 2023 Note bears interest on the unpaid principal balance at a rate equal to ten percent (10%) per annum accruing from the closing date until the AJB 2023 Note becomes due and payable at maturity. All principal and interest owing hereunder, along with any and all other amounts, shall be due and owing on September 24, 2024. As of March 31, 2026, the note remains in default.

#### *AJB 2024 Note*

On February 16, 2024, the Company entered into a Securities Purchase Agreement with AJB Capital Investments, LLC providing for the issuance of a Promissory Note (“AJB 2024 Note”) in the aggregate principal amount of \$105,000. On May 16, 2024, the Note was amended to a balance of \$135,000 for an extension of the due date. As of March 31, 2026 and December 31, 2025, the note remains in default.

Total debt discount recognized in connection with the note was \$30,000, of which \$30,000 was amortized during the year ended December 31, 2024. The note payable, net of unamortized discount of \$0, was \$135,000 as of March 31, 2026 and December 31, 2025.

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

#### *G3 Properties Note*

On May 3, 2024, the Company entered into a two-year term note with an external lender, George Schembri, in the principal amount of \$175,000, bearing interest at 15% per annum. The note matures on June 18, 2026. As part of the compensation related to this loan, the Company agreed to issue 7,500,000 common shares to the lender. The Company recorded 7,500,000 shares as “stock to be issued”. The shares were issued for the fair value of \$22,500 and the Company also recorded a related debt discount of \$22,500 (see Note 5). \$0 and \$0 of the debt discount was amortized to interest expense during the three months ended March 31, 2026 and 2025, respectively, as the related debt discount was fully amortized during the year ended December 31, 2024.

For the three months ended March 31, 2026, the Company recorded accrued interest of \$6,563. The note payable, net of unamortized discount of \$0, was \$175,000 as of March 31, 2026.

#### *CR Group Note*

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

For the three months ended March 31, 2026, the Company recognized accrued interest expense of \$6,250. As of March 31, 2026, the outstanding principal balance under the note was \$250,000. As of March 31, 2026, the note remains in default as no payment of interest nor principal was made on scheduled dates as per agreement.

#### *Double G Holdings Loan*

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

For the three months ended March 31, 2026, the Company recognized interest expense of \$19,000 on this note, including \$1,750 of debt issuance cost amortization. As of March 31, 2026, the outstanding principal balance under the note was \$760,000, net of unamortized debt issuance costs of approximately \$33,250.

#### *Margan LLC Loan*

During the three months ended March 31, 2026, the Company entered into two new notes payable: a note payable to Margran LLC with a principal balance of \$308,211. Interest rates, maturity dates, and security terms for these notes are being finalized.

*Note Payable – Related Parties.* See Note 7.

A total of \$204,068 of notes payable was assumed on business acquisitions during the year ended December 31, 2025. There were no new note assumptions during the three months ended March 31, 2026.

## **NOTE 5. STOCKHOLDERS' DEFICIT**

As of March 31, 2026, the Company is authorized to issue 3,500,000,000 shares of common stock at a par value of \$0.001 and 100 shares of Series A preferred stock at a par value of \$0.001.

#### *2024 Equity Transactions*

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

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

## *2025 Equity Transactions*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

#### Q1 2026 Equity Transactions

On March 4, 2026, the Company issued 80,000,000 shares of common stock to a consultant in consideration for services rendered, valued at \$0.06 per share, or \$4,800,000 in aggregate fair value. Of the \$4,800,000 aggregate fair value, \$1,600,000 was recognized as consulting expense within general and administrative expenses for the three months ended March 31, 2026 (representing services rendered during the period) and \$3,200,000 was capitalized as prepaid consulting expense and is being amortized over the remaining service period.

On March 4, 2026, the Company issued 4,000,000 shares of common stock to various consultants in consideration for services rendered, valued at \$0.06 per share, or \$240,000 in aggregate fair value, which was recognized as consulting expense within general and administrative expenses for the three months ended March 31, 2026.

On March 4, 2026, the Company issued 4,917,738 shares of common stock to a noteholder upon conversion of outstanding indebtedness of \$29,506, at an effective conversion price of \$0.006 per share. The Company recognized a loss on extinguishment of debt of \$265,558, representing the difference between the \$295,064 fair value of the shares issued (at \$0.06 per share) and the \$29,506 carrying value of the converted debt.

In March 2026, the Company retired 300,000,000 shares of common stock to treasury pursuant to an agreement with its former Chief Executive Officer.

As of March 31, 2026, there were 1,998,800,378 common shares issued and outstanding.

#### NOTE 6. WARRANTS

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

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

No warrants were issued, exercised, or cancelled during the three months ended March 31, 2026. The Company's outstanding and exercisable warrants as of March 31, 2026 and December 31, 2025 are presented below:

|                                     | <b>Warrants</b>   | <b>Weighted<br/>Average<br/>Exercise Price</b> | <b>Intrinsic<br/>Value</b> |
|-------------------------------------|-------------------|--|----------------------------|
| Outstanding as of December 31, 2025 | 26,797,770        | 0.01   | -                          |
| Granted                             | -                 | -  | -                          |
| Exercised                           | -                 | -  | -                          |
| Forfeited                           | -                 | -  | -                          |
| Outstanding as of March 31, 2026    | <u>26,797,770</u> | <u>\$ 0.01</u>                                 | <u>\$ -</u>                |
| Exercisable as of March 31, 2026    | 26,797,770        | \$ 0.01  | \$ -                       |
| Exercisable as of December 31, 2025 | 26,797,770        | \$ 0.01  | \$ -                       |

#### NOTE 7 – RELATED PARTIES

During 2024, the Company received total advances of \$630,000 from MarGan. During 2025, certain repayments and settlement adjustments were made, resulting in an outstanding balance of \$308,211 as of December 31, 2025. During the three months ended March 31, 2026, no additional advances or repayments were made, and the outstanding balance was \$308,211 as of March 31, 2026,

which has been reclassified to notes payable on the accompanying balance sheets (see Note 4). The advances are unsecured, due on demand, and bear interest at 1% per annum.

During the year ended December 31, 2025, the Company recognized a total of \$895,757 consideration payable in cash for business acquisitions. No new consideration was recognized during the three months ended March 31, 2026. As of March 31, 2026, the outstanding balance is \$895,757.

During the year ended December 31, 2025, the Company assumed a total of \$654,063 of notes payable as part of assets and liabilities acquired pursuant to business acquisitions. No notes were assumed during the three months ended March 31, 2026. As of March 31, 2026, the outstanding balance is \$173,668.

For the three months ended March 31, 2026 and 2025, the Company incurred consulting expenses of \$0 and \$0, respectively, for services incurred by the Chief Operating Officer and principal stockholder of MarGan. The related amounts were accrued and paid in accordance with the terms of the consulting arrangement and were recorded within general and administrative expenses in the accompanying statements of operations.

## NOTE 8 – SEGMENT REPORTING

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

## NOTE 9 – BUSINESS COMBINATIONS

No business or asset acquisitions were completed during the three months ended March 31, 2026. During the year ended December 31, 2025, the Company completed seven business acquisitions and one asset acquisition (Castle of Camino, Italy – property only) as part of its strategy to consolidate LGBTQ+ hospitality venues. All business acquisitions were accounted for under ASC 805, Business Combinations, using the acquisition method. The aggregate purchase consideration for all acquisitions totaled \$53,973,507, consisting of \$52,890,250 of common stock, \$895,757 of notes payable issued to sellers, and \$187,500 of contingent consideration.

|  | Businesses per ASC 805 |                     |                   |                    |                        |                   |                      |                      | Total                |
|--|------------------------|---------------------|-------------------|--------------------|------------------------|-------------------|----------------------|----------------------|----------------------|
|  | Aqua                   | Johnsons            | Lips<br>Chicago   | Lucky's Gay<br>Bar | Stonewall<br>Australia | Stonewall<br>Bali | Club One<br>Savannah | Castle -<br>Property |                      |
| <b>Purchase consideration:</b>           |                        |                     |                   |                    |                        |                   |                      |                      |                      |
| Common stock                             | \$ 16,670,964          | \$ 7,500,000        | \$ -              | \$ 750,000         | \$ 7,500,000           | \$ 287,143        | \$ 1,682,143         | \$ 18,500,000        | \$ 52,890,250        |
| Contingent consideration                 | -                      | -                   | -                 | 187,500            | -                      | -                 | -                    | -                    | 187,500              |
| Due to sellers                           | -                      | 47,857              | 840,000           | 7,900              | -                      | -                 | -                    | -                    | 895,757              |
| <b>Total purchase consideration</b>      | <b>\$ 16,670,964</b>   | <b>\$ 7,547,857</b> | <b>\$ 840,000</b> | <b>\$ 945,400</b>  | <b>\$ 7,500,000</b>    | <b>\$ 287,143</b> | <b>\$ 1,682,143</b>  | <b>\$ 18,500,000</b> | <b>\$ 53,973,507</b> |
| <b>Purchase price allocation:</b>        |                        |                     |                   |                    |                        |                   |                      |                      |                      |
| Cash                                     | \$ 11,971              | \$ 64,830           | \$ 23,123         | \$ 13,097          | \$ 304,897             | \$ -              | \$ 33,572            | \$ -                 | \$ 451,490           |
| Inventory                                | 1,328                  | -                   | 5,310             | 20,400             | 133,039                | -                 | 24,825               | -                    | 184,902              |
| Accounts receivable, net                 | 27,013                 | -                   | -                 | -                  | -                      | -                 | -                    | -                    | 27,013               |
| Due from related parties                 | 49,920                 | -                   | -                 | 12,040             | -                      | -                 | -                    | -                    | 61,961               |
| Prepaid expenses and other current asset | 145,855                | 6,765               | 26,150            | -                  | 51,228                 | -                 | 17,336               | -                    | 247,333              |
| Deposits                                 | 1,560                  | 6,475               | -                 | 14,237             | -                      | -                 | -                    | -                    | 22,272               |
| Property and equipment, net              | 437,018                | 185,698             | 109,653           | 233,537            | 719,989                | -                 | 3,000                | 18,500,000           | 20,188,896           |
| Goodwill                                 | 16,453,569             | 7,080,206           | 1,189,292         | 1,483,578          | 5,783,099              | -                 | 1,763,678            | -                    | 33,753,422           |
| Intangible assets, net                   | 965,563                | -                   | -                 | 36,065             | 194,053                | 435,828           | -                    | -                    | 1,631,509            |
| Accounts payable                         | (374,425)              | (33,990)            | (42,978)          | (4,663)            | (137,159)              | -                 | (3,270)              | -                    | (596,485)            |
| Accrued expenses                         | (565,344)              | (28,609)            | -                 | (3,741)            | (441,365)              | -                 | (156,998)            | -                    | (1,196,057)          |
| Notes payable - related parties          | (483,063)              | -                   | -                 | (859,151)          | 892,219                | -                 | -                    | -                    | (449,996)            |
| Notes payable, net                       | -                      | 266,482             | (470,550)         | -                  | -                      | -                 | -                    | -                    | (204,068)            |
| Net assets                               | -                      | -                   | -                 | -                  | -                      | (148,685)         | -                    | -                    | (148,685)            |
| <b>Net assets acquired</b>               | <b>\$ 16,670,964</b>   | <b>\$ 7,547,857</b> | <b>\$ 840,000</b> | <b>\$ 945,400</b>  | <b>\$ 7,500,000</b>    | <b>\$ 287,143</b> | <b>\$ 1,682,143</b>  | <b>\$ 18,500,000</b> | <b>\$ 53,973,507</b> |

- Asset Purchase of Two Johnsons Locations (Fort Lauderdale, FL and Tampa, FL): On August 1, 2025, the Company executed the asset purchase of the two Johnsons locations, located in Fort Lauderdale, Florida and Tampa, Florida, for 100,000,000 shares of stock at \$0.06 per share via an asset acquisition.
- Asset Purchase of Stonewall (Sydney, Australia): On August 3, 2025, the Company executed the asset purchase of Stonewall, located in Sydney, Australia, for 100,000,000 shares of stock at \$0.06 per share via an asset acquisition.
- Asset Purchase of Two Aquaplex Locations (Key West, FL and Fort Lauderdale, FL): On August 3, 2025, the Company executed the asset purchase of two Aquaplex locations, located in Key West, Florida and Fort Lauderdale, Florida, for 254,000,000 shares of stock at \$0.06 per share via an asset acquisition.

- Asset Purchase of Luckys Gay Bar (West Palm Beach, FL): On August 14, 2025, the Company executed the asset purchase of Luckys Gay Bar, located in West Palm Beach, Florida, for 10,000,000 shares of stock at \$0.06 per share via an asset acquisition.
- Asset Purchase of Fountain Coles & Company, LLC dba Club One (Savannah, GA): On August 15, 2025, the Company executed the asset purchase of Fountain Coles & Company, LLC dba Club One, located in Savannah, Georgia, for 22,428,572 shares of stock at \$0.06 per share via an asset acquisition.
- Acquisition of Lips Motor Row (Chicago, IL): On September 15, 2025, the Company executed the acquisition of Lips Motor Row, located in Chicago, Illinois, for \$840,000 in cash.
- Asset Purchase of Stonewall Bali (Bali, Indonesia): On September 19, 2025, the Company executed the asset purchase of Stonewall Bali, located in Bali, Indonesia, for 4,285,714 shares of stock at \$0.06 per share via an asset acquisition.
- Asset Purchase of Cheer Up Charlies (Austin, TX): On October 20, 2025, the Company executed the asset purchase of Cheer Up Charlies, located in Austin, Texas, for 10,000,000 shares of stock at \$0.06 per share via an asset acquisition.

Goodwill of \$33,753,422 arising from the acquisitions is attributable to the assembled workforce, expected synergies from combining the operations, and the strategic value of establishing the Company's LGBTQ+ hospitality platform. Goodwill is not deductible for income tax purposes. Subsequent to initial recognition, the Company refined the preliminary purchase price allocation to reclassify \$3,494,334 of goodwill to identifiable intangible assets, resulting in an adjusted goodwill balance of \$24,046,780 as of December 31, 2025. The Company further reclassified \$5,783,099 of goodwill and \$629,881 of intangible assets allocated to the Stonewall Australia and Stonewall Bali disposal groups to assets held for sale (see Note 10). These balances remain unchanged as of March 31, 2026.

The acquisition of Stonewall Bali resulted in a bargain purchase of \$148,685, reflecting a situation in which the fair value of net identifiable assets acquired exceeded the purchase consideration. The Company reassessed the identification and valuation of assets acquired and liabilities assumed and confirmed the bargain purchase gain, which was recognized in the consolidated statement of operations during the year ended December 31, 2025. No bargain purchase gains or measurement-period adjustments were recognized during the three months ended March 31, 2026.

In addition, on August 11, 2025, the Company acquired the Castle of Camino, a property located in Italy, for 370,000,000 shares of common stock valued at \$18,500,000. The acquisition was accounted for as an asset acquisition under ASC 805-50 as the property did not constitute a business. The entire purchase consideration was allocated to property and equipment.

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

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

#### **NOTE 10 – DISCONTINUED OPERATIONS**

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

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

The major classes of assets and liabilities classified as held for sale on the balance sheet as of March 31, 2026 are as follows:

|   | <u>Stonewall AUS</u> | <u>Stonewall Bali</u> | <u>Total</u>     |
|---|----------------------|-----------------------|------------------|
| <b>Assets:</b>                            |                      |                       |                  |
| Cash and cash equivalents                 | 130,598              | 648,772               | 779,370          |
| Accounts receivable, net                  | -                    | -                     | -                |
| Inventory                                 | 36,639               | 4,655                 | 41,295           |
| Prepaid expenses and other current assets | 56,013               | 29,600                | 85,613           |
| Property and equipment, net               | 746,448              | 45,839                | 792,287          |
| Intangible assets, net                    | 486,682              | 435,828               | 922,510          |
| Goodwill                                  | 5,783,099            | -                     | 5,783,099        |
|   | -                    | -                     | -                |
| <b>Total assets held for sale</b>         | <b>7,239,480</b>     | <b>1,164,694</b>      | <b>8,404,175</b> |
| <b>Liabilities:</b>                       |                      |                       |                  |
| Accounts payable                          | 153,398              | 1,476                 | 154,874          |
| Accrued expenses                          | 237,348              | 5,173                 | 242,521          |
| Tax payable                               | 4,013                | 2,119                 | 6,132            |
| Shareholder loans                         | (912,505)            | 20,359                | (892,146)        |
| Other liabilities                         | 218,266              | -                     | 218,266          |
| <b>Total liabilities held for sale</b>    | <b>(299,480)</b>     | <b>29,127</b>         | <b>(270,353)</b> |
| <b>Net assets held for sale</b>           | <b>7,538,960</b>     | <b>1,135,567</b>      | <b>8,674,528</b> |

No income (loss) from discontinued operations during the three months ended March 31, 2026 and 2025.

Cumulative translation adjustments accumulated in other comprehensive income for each foreign subsidiary will be reclassified from accumulated other comprehensive income to discontinued operations upon completion of the disposal pursuant to ASC 830-30-40-1. At March 31, 2026, cumulative translation adjustment balances attributable to the disposal group were: Stonewall AUS \$(170,048) loss; Stonewall Bali \$33,224 gain; combined \$(136,824), unchanged from December 31, 2025 as no foreign currency translation activity was recognized during the three months ended March 31, 2026.

Per ASC 360-10-35-43, the disposal group is measured at the lower of carrying amount or fair value less costs to sell. Fair value is referenced to the acquisition-date fair value of common shares to be returned: \$7,500,000 (Stonewall AUS) and \$287,143 (Stonewall Bali), totaling \$7,787,143. Carrying values approximate fair value less costs to sell at March 31, 2026. Per ASC 360-10-35-44, depreciation and amortization on long-lived assets within the disposal group ceased upon classification as held for sale.

## NOTE 11 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date these financial statements were available to be issued. Other than the matters discussed elsewhere in these notes, no subsequent events have occurred that would require recognition or disclosure in these condensed consolidated financial statements.