Clean Vision Corporation

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Manhattan Beach, CA 90266
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info@cleanvisioncorp.com

Annual Report

For the period ending December 31, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,284,603,307 as of December 31, 2025

1,284,603,307 as of December 31, 2025

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[5] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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[5] "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.

Emergency Pest Services Inc. (effective as of May 5, 2015), previously China Vitup Healthcare Holdings, Inc. (September 15, 2006 - May 5, 2015). A DBA (doing business as Licence) in the name of Byzen Digital Inc. was received from the State of Nevada on February 28, 2018. The company changed its name with the state of Nevada on May 30, 2018, from Emergency Pest Services Inc, to Byzen Digital Inc. On March 12, 2021, the Company amended its Articles of Incorporation to change its name from Byzen Digital Inc. to Clean Vision Corporation.

Current State and Date of Incorporation or Registration: Nevada, 2006
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
NONE

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

NONE

List any company name change, 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:

2006 N. Sepulveda Bld. #1051 Manhattan Beach, CA 90266

Address of the issuer's principal place of business:
☒ *Check if principal executive office and principal place of business are the same address:*

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

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

_____

2) Security Information

Transfer Agent

Name: ClearTrust
Phone: 813.235.4490
Email: inbox@cleartrusttransfer.com

Address: 16540 Pointe Village Drive Suite 210, Lutz, Florida 33558

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:	CLNV	
Exact title and class of securities outstanding:	COMMON	
CUSIP:	18452W 104	
Par or stated value:	$0.001	
Total shares authorized:	2,000,000,000	as of date: December 31, 2025
Total shares outstanding:	1,284,603,307	as of date: December 31, 2025
Total number of shareholders of record:	187	as of date: December 31, 2025

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

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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 A	
Par or stated value:	$0.001	
Total shares authorized:	2,000,000	as of date: December 31, 2025
Total shares outstanding:	0	as of date: December 31, 2025
Total number of shareholders of record:	0	as of date: December 31, 2025

Exact title and class of the security:	Preferred B	
Par or stated value:	$0.001	
Total shares authorized:	2,000,000	as of date: December 31, 2025
Total shares outstanding:	0	as of date: December 31, 2025
Total number of shareholders of record:	0	as of date: December 31, 2025

Exact title and class of the security:	Preferred C	
Par or stated value:	$0.001	
Total shares authorized:	2,000,000	as of date: December 31, 2025
Total shares outstanding:	2,000,000	as of date: December 31, 2025
Total number of shareholders of record:	1	as of date: December 31, 2025

Exact title and class of the security:	Preferred D	
Par or stated value:	$0.001	
Total shares authorized:	500,000	as of date: December 31, 2025
Total shares outstanding:	0	as of date: December 31, 2025
Total number of shareholders of record:	0	as of date: December 31, 2025

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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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.

One vote per share

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

Series A Redeemable Preferred Stock

On September 21, 2020, the Company created a series of Preferred Stock designating 2,000,000 shares as Series A Redeemable Preferred Stock ranks senior to the Company's Common Stock upon the liquidation, dissolution or winding up of the Company. The Series A Preferred Stock does not bear a dividend or have voting rights and is not convertible into shares of our Common Stock.

Series B Preferred Stock

On December 14, 2020, the Company designated 2,000,000 shares of its authorized preferred stock as Series B Convertible, Non-voting Preferred Stock (the "Series B Preferred Stock"). The Series B Preferred Stock does not bear a dividend or have voting rights.

Series C Preferred Stock

On February 19, 2021, the Company amended its Articles of Incorporation whereby 2,000,000 shares of preferred stock were designated Series C Convertible Preferred Stock. The holders of the Series C Convertible Preferred Stock are entitled to 100 votes and shall vote together with the holders of common stock. Each share of the Series C Convertible Preferred Stock automatically converted into ten shares of common stock on January 1, 2023; however, such conversion has not been effectuated as of the date hereof.

Series D Preferred Stock

Pursuant to the KBI Agreement (Note 8), on July 22, 2025, the Company filed with the Secretary of State of the State of Nevada, a Certificate of Designation of Series D Convertible Preferred Stock establishing the voting powers, designations, preferences, limitations, restrictions and relative rights of the Series D Convertible Preferred Shares (the "Series D COD"). The Series D COD authorizes 500,000 shares of Series D Preferred Stock, which shares are convertible into shares of Common Stock at a price of $0.10 per share, meaning one share of Series D Preferred Stock converts into 10 shares of Common Stock, at the option of the holder thereof (the "Series D Conversion Price"). The Series D Conversion Price shall not be adjusted for stock splits, stock dividends, recapitalizations, or similar events. Additionally, the holder of Series D Preferred Stock shall not be entitled to convert any portion of its Series D Preferred Stock into shares of Common Stock to the extent that such conversion would result in the holder beneficially owning in excess of 4.99% of the then outstanding Common Stock.

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

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

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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 Opening Balance: Date December 31, 2023 Common: 682,463,425 Preferred: Series C - 2,000,000			*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.**
______	______	______	______	______	______	______	______	______	______
1/9/2024	New Issuance	5,000,000	Common Stock	0.0200	Yes	Fred Sexton	Cash	Restricted	Rule 144
2/6/2024	New Issuance	6,896,552	Common Stock	0.0145	No	Winnow Morgan Driscoll	Consulting Services	Restricted	Rule 144
2/9/2024	New Issuance	600,000	Common Stock	0.0351	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
2/9/2024	New Issuance	1,000,000	Common Stock	0.0351	Yes	ClearThink Capital Partners- Stephen Hart	Debt Conversion	Restricted	Rule 144
2/9/2024	New Issuance	455,840	Common Stock	0.0351	No	Carter Terry - Adam Cabibi	Broker Dealer Services	Restricted	Rule 144

2/15/2024	New Issuance	4,000,000	Common Stock	0.0365	Yes	Trillium Partners LP - Steve Hicks	Debt Conversion	Restricted	Rule 144
3/4/2024	New Issuance	2,181,818	Common Stock	0.0000	Yes	Silverback – Gillian Gold	Warrants	Restricted	Rule 144
5/6/2024	New Issuance	125,004	Common Stock	0.0457	No	Chris Galazzi	Employee Stock Bonus	Restricted	Rule 144
5/6/2024	New Issuance	125,004	Common Stock	0.0457	No	John Yonce	Employee Stock Bonus	Restricted	Rule 144
5/6/2024	New Issuance	60,000	Common Stock	0.0442	No	Shane Perl	Project Consulting Services	Restricted	Rule 144
5/6/2024	New Issuance	125,004	Common Stock	0.0457	No	Daniel Harris	Employee Stock Bonus	Restricted	Rule 144
5/24/2024	New Issuance	5,000,000	Common Stock	0.0222	Yes	ClearThink Capital Partners - Stephen Hart	Debt Commitment Shares	Restricted	Rule 144
5/31/2024	New Issuance	4,511,226	Common Stock	0.0131	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
6/14/2024	New Issuance	5,000,000	Common Stock	0.0210	Yes	Coventry Enterprises, LLC - Jack Bodenstein	Debt Commitment Shares	Restricted	Rule 144
6/17/2024	New Issuance	5,008,862	Common Stock	0.0119	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
7/9/2024	New Issuance	5,549,975	Common Stock	0.0112	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
7/26/2024	New Issuance	370,370	Common Stock	0.0216	Yes	Adam Cabibi	Broker Dealer Services	Restricted	Rule 144
7/30/2024	New Issuance	40,000	Common Stock	0.0248	No	Bartholomew Pan-Kita	Consulting Services	Restricted	Rule 144
7/30/2024	New Issuance	3,600,000	Common Stock	0.0248	No	Themis Globa LLC - Bartholomew Pan-Kita	Consulting Services	Restricted	Rule 144
8/1/2024	New Issuance	5,000,000	Common Stock	0.0343	No	Paramount Advisors - Larry Clark	Investor Relation Services	Restricted	Rule 144
8/7/2024	New Issuance	7,081,461	Common Stock	0.0088	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144

8/14/2024	New Issuance	4,454,165	Common Stock	0.0088	Yes	Coventry Enterprises LLC - Jack Bodenstein	Debt Conversion	Restricted	Rule 144
8/22/2024	New Issuance	8,080,810	Common Stock	0.0140	Yes	Trillium Partners LP - Steve Hicks	Debt Conversion	Restricted	Rule 144
8/28/2024	New Issuance	8,000,045	Common Stock	0.0130	Yes	Trillium Partners LP - Steve Hicks	Debt Conversion	Restricted	Rule 144
9/9/2024	New Issuance	7,216,770	Common Stock	0.0088	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
9/9/2024	New Issuance	8,000,108	Common Stock	0.0145	Yes	Trillium Partners LP - Steve Hicks	Debt Conversion	Restricted	Rule 144
9/12/2024	New Issuance	5,454,545	Common Stock	0.0110	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
9/18/2024	New Issuance	10,000,360	Common Stock	0.0128	Yes	Trillium Partners LP - Steve Hicks	Debt Conversion	Restricted	Rule 144
9/20/2024	New Issuance	10,006,662	Common Stock	0.0135	Yes	Trillium Partners LP - Steve Hicks	Debt Conversion	Restricted	Rule 144
10/14/2024	New Issuance	5,681,818	Common Stock	0.0088	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
11/4/2024	New Issuance	3,412,319	Common Stock	0.0071	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
1/1/2025	New Issuance	5,000,000	Common Stock	0.0206	No	Tommy Wang	Project Consulting Services	Restricted	Rule 144
1/30/2025	New Issuance	2,000,000	Common Stock	0.0204	No	Ezra SchoolCraft	Project Consulting Services	Restricted	Rule 144
1/31/2025	New Issuance	7,500,000	Common Stock	0.0215	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Commitment Shares	Restricted	Rule 144
1/31/2025	New Issuance	3,968,254	Common Stock	0.0126	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
2/6/2025	New Issuance	30,000,000	Common Stock	0.0170	No	Daniel Bates	Officer Services	Restricted	Rule 144

2/6/2025	New Issuance	4,000,000	Common Stock	0.0170	No	Rachel Boulds	Officer Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.0170	No	Daniel Harris	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.0170	No	Gregory Boehmer	Director Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.0170	No	Michael Dorsey	Director Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.0170	No	Bart Fisher	Director Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.0170	No	Chris Galazzi	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.017	No	John Yonce	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	1,000,000	Common Stock	0.017	No	Shane Perl	Project Consulting Services	Restricted	Rule 144
2/6/2025	New Issuance	500,000	Common Stock	0.017	No	Amy Grassmann	Project Consulting Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.017	No	Ann Kaesman	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.017	No	Bill Likos	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.017	No	Kumar Tangirala	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	1,000,000	Common Stock	0.017	No	Dennis Webster	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	3,000,000	Common Stock	0.017	No	Nizar Moalla	Project Consulting Services	Restricted	Rule 144
2/6/2025	New Issuance	10,000,000	Common Stock	0.017	No	Frank Benedetto	Investor Relation Services	Restricted	Rule 144
2/6/2025	New Issuance	1,000,000	Common Stock	0.017	No	Earl Roberts	Employee Services	Restricted	Rule 144
2/6/2025	New Issuance	10,000,000	Common Stock	0.017	No	Shaun Wootton	Project Consulting Services	Restricted	Rule 144
2/6/2025	New Issuance	4,000,000	Common Stock	0.017	No	Roy Bisnett	Employee Services	Restricted	Rule 144

2/6/2025	New Issuance	396,000	Common Stock	0.0248	No	Bartholomew Pan-Kita	Consulting Services	Restricted	Rule 144
2/14/2025	New Issuance	2,000,000	Common Stock	0.0095	Yes	ClearThink Capital Partners - Stephen Hart	Debt Commitment Shares	Restricted	Rule 144
2/14/2025	New Issuance	2,000,000	Common Stock	0.0095	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Commitment Shares	Restricted	Rule 144
2/24/2025	New Issuance	10,000,000	Common Stock	0.0198	No	Tommy Wang	Project Consulting Services	Restricted	Rule 144
2/24/2025	New Issuance	10,600,000	Common Stock	0.0100	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
2/27/2025	New Issuance	3,052,631	Common Stock	0.0158	Yes	Coventry Enterprises, LLC - Jack Bodenstein	Debt Conversion	Restricted	Rule 144
3/12/2025	New Issuance	5,000,000	Common Stock	0.0136	Yes	Coventry Enterprises, LLC - Jack Bodenstein	Debt Conversion	Restricted	Rule 144
3/13/2025	New Issuance	4,500,000	Common Stock	0.0100	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
3/28/2025	New Issuance	2,755,454	Common Stock	0.0209	Yes	Coventry Enterprises, LLC - Jack Bodenstein	Debt Conversion	Restricted	Rule 144
4/4/2025	New Issuance	3,000,000	Common Stock	0.0199	No	Alex Calaway	Professional Consulting Services	Restricted	Rule 144
4/15/2025	New Issuance	4,500,000	Common Stock	0.0100	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
4/21/2025	New Issuance	2,000,000	Common Stock	0.0212	Yes	Kingdom Building, Inc. - Ted Haberfield	Debt Commitment Shares	Restricted	Rule 144
4/22/2025	New Issuance	2,268,536	Common Stock	0.0079	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
4/22/2025	New Issuance	500,000	Common Stock	0.0219	Yes	Steven Butler	Debt Commitment Shares	Restricted	Rule 144

4/23/2025	New Issuance	1,000,000	Common Stock	0.0230	Yes	Christopher Crews	Debt Commitment Shares	Restricted	Rule 144
4/24/2025	New Issuance	500,000	Common Stock	0.0251	Yes	Marcus Vanneman	Debt Commitment Shares	Restricted	Rule 144
4/25/2025	New Issuance	500,000	Common Stock	0.0251	No	Luca Consulting - Steven Maatouk	Investor Relation Services	Restricted	Rule 144
4/28/2025	New Issuance	5,000,000	Common Stock	0.0206	No	Chester Griffiths	Consulting Services	Restricted	Rule 144
4/28/2025	New Issuance	250,000	Common Stock	0.0210	Yes	William Hales	Debt Commitment Shares	Restricted	Rule 144
5/1/2025	New Issuance	5,259,500	Common Stock	0.0100	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
5/5/2025	New Issuance	250,000	Common Stock	0.0224	Yes	MZ Digital - Edward Haberfield	Debt Commitment Shares	Restricted	Rule 144
5/13/2025	New Issuance	2,500,000	Common Stock	0.0171	Yes	ClearThink Capital Partners - Stephen Hart	Debt Commitment Shares	Restricted	Rule 144
5/22/2025	New Issuance	5,000,000	Common Stock	0.0240	No	Paramount Advisors - Larry Clark	Investor Relation Services	Restricted	Rule 144
5/22/2025	New Issuance	2,000,000	Common Stock	0.0180	Yes	GS Capital Partners, LLC - Gabe Sayegh	Default Shares	Restricted	Rule 144
5/22/2025	New Issuance	2,000,000	Common Stock	0.0095	Yes	ClearThink Capital Partners - Stephen Hart	Default Shares	Restricted	Rule 144
5/22/2025	New Issuance	4,500,000	Common Stock	0.0100	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144
5/27/2025	New Issuance	15,000,000	Common Stock	0.0199	Yes	Coventry Enterprises, LLC - Jack Bodenstein	Debt Commitment Shares	Restricted	Rule 144
6/11/2025	New Issuance	1,632,216	Common Stock	0.0111	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
6/16/2025	New Issuance	7,405,844	Common Stock	0.0077	Yes	ClearThink Capital Partners - Stephen Hart	Debt Conversion	Restricted	Rule 144

6/27/2025	New Issuance	1,500,000	Common Stock	0.0189	No	Luca Consulting - Steven Maatouk	Investor Relation Services	Restricted	Rule 144
7/1/2025	New Issuance	3,500,000	Common Stock	0.0140		Labrys Fund II, LP - Thomas Silverman	Debt Commitment Shares	Restricted	Rule 144
7/30/2025	New Issuance	4,789,294	Common Stock	0.0100	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
7/31/2025	New Issuance	5,000,000	Common Stock	0.0155	Yes	Trillium Partners LP - Steve Hicks	Settlement Agreement Shares	Restricted	Rule 144
8/27/2025	New Issuance	4,910,435	Common Stock	0.0100	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Conversion	Restricted	Rule 144
8/28/2025	New Issuance	1,000,000	Common Stock	0.0180	No	LSTM Holding – Steven Maatouk	Investor Relation Services	Restricted	Rule 144
9/8/2025	New Issuance	2,500,000	Common Stock	0.0000	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Commitment Shares	Restricted	Rule 144
9/8/2025	New Issuance	5,000,000	Common Stock	0.0155	Yes	Trillium Partners LP - Steve Hicks	Settlement Agreement Shares	Restricted	Rule 144
9/26/2025	New Issuance	3,300,000	Common Stock	0.0142	Yes	ClearThink Capital Partners - Stephen Hart	Debt Commitment Shares	Restricted	Rule 144
9/26/2025	New Issuance	16,500,000	Common Stock	0.0000	Yes	ClearThink Capital Partners - Stephen Hart	Debt Commitment Shares	Restricted	Rule 144
10/6/2025	New Issuance	5,000,000	Common Stock	0.0155	Yes	Trillium Partners LP - Steve Hicks	Settlement Agreement Shares	Restricted	Rule 144
10/8/2025	New Issuance	3,300,000	Common Stock	0.0164	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Commitment Shares	Restricted	Rule 144
10/8/2025	New Issuance	16,500,000	Common Stock	0.0090	Yes	GS Capital Partners, LLC - Gabe Sayegh	Debt Commitment Shares	Restricted	Rule 144
10/24/2025	New Issuance	8,000,000	Common Stock	0.0110	No	Paramount Advisors - Larry Clark	Investor Relation Services	Restricted	Rule 144
10/24/2025	New Issuance	2,128,000	Common Stock	0.0103	Yes	Paul Puskadi	Warrant conversion	Restricted	Rule 144

10/27/2025	New Issuance	1,000,000	Common Stock	0.0108	No	Luca Consulting - Steven Maatouk	Investor Relation Services	Restricted	Rule 144
10/30/2025	New Issuance	15,000,000	Common Stock	0.0060	Yes	Coventry Enterprises, LLC - Jack Bodenstein	Debt Commitment Shares	Restricted	Rule 144
10/30/2025	New Issuance	10,000,000	Common Stock	0.0000	Yes	Coventry Enterprises, LLC - Jack Bodenstein	Debt Commitment Shares	Restricted	Rule 144
11/6/2025	New Issuance	5,000,000	Common Stock	0.0155	Yes	Trillium Partners LP - Steve Hicks	Settlement Agreement Shares	Restricted	Rule 144
11/18/2025	New Issuance	10,000,000	Common Stock	0.0092	No	Pacific Capital Markets - Zac Logan	Investor Relation Services	Restricted	Rule 144
12/4/2025	New Issuance	835,000	Common Stock	0.0082	Yes	AES Capital Management - Eli Safdieh	Debt Commitment Shares	Restricted	Rule 144
12/8/2025	New Issuance	5,000,000	Common Stock	0.0155	Yes	Trillium Partners LP - Steve Hicks	Settlement Agreement Shares	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Chris Galazzi	Employee Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	John Yonce	Employee Services	Restricted	Rule 144
12/15/2025	New Issuance	2,000,000	Common Stock	0.0090	No	Shane Perl	Project Consulting Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Daniel Harris	Employee Services	Restricted	Rule 144
12/15/2025	New Issuance	25,000,000	Common Stock	0.0090	No	Daniel Bates	Officer Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Ann Kaesman	Employee Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	William Likos	Employee Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Kumar Tangirala	Employee Services	Restricted	Rule 144
12/15/2025	New Issuance	2,000,000	Common Stock	0.0090	No	Dennis Webster	Employee Services	Restricted	Rule 144

12/15/2025	New Issuance	4,000,000	Common Stock	0.0090	No	Nizar Moalla	Project Consulting Services	Restricted	Rule 144
12/15/2025	New Issuance	10,000,000	Common Stock	0.0090	No	Frank Benedetto	Investor Relation Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Gregory Boehmer	Director Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Michael Dorsey	Director Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Bart Fisher	Director Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Rachel Boulds	Officer Services	Restricted	Rule 144
12/15/2025	New Issuance	2,000,000	Common Stock	0.0090	No	Salvadore Roman	Consulting Services	Restricted	Rule 144
12/15/2025	New Issuance	2,000,000	Common Stock	0.0090	No	John Skaff	Consulting Services	Restricted	Rule 144
12/15/2025	New Issuance	2,000,000	Common Stock	0.0090	No	Earl Roberts	Employee Services	Restricted	Rule 144
12/15/2025	New Issuance	12,000,000	Common Stock	0.0090	No	Shaun Wootton	Project Consulting Services	Restricted	Rule 144
12/15/2025	New Issuance	5,000,000	Common Stock	0.0090	No	Roy Bisnett	Employee Services	Restricted	Rule 144
Shares Outstanding on Date of This Report: Ending Balance: Date December 31, 2025 Common: 1,284,603,307 Preferred: Series C - 2,000,000									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 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.

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance ($) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion[1]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
2/17/2023	$2,500,000	$752,420	2/17/2024	$0.03 per share	97,450,000	25,080,693	Walleye Opportunities Master Fund - William England	Loan
4/10/2023	$1,500,000	$2,583,914	4/10/2024	$0.03 per share	0	86,130,461	Walleye Opportunities Master Fund - William England	Loan
5/26/2023	$1,714,286	$2,920,530	5/26/2024	(1)	0	432,681,250	Walleye Opportunities Master Fund - William England	Loan
3/25/2024	$666,666	$1,146,540	10/1/2024	$0.03 per share	0	38,219,098	Walleye Opportunities Master Fund - William England	Loan
10/26/2023	$330,000	$0	7/26/2024	$0.025, Becomes $0.0145 if shares trades below $0.02 for more than 5 consecutive days.	36,381,365	0	GS Capital Partners – Gabe Sayegh	Loan
2/15/2024	$580,000	$0	2/15/,2025	70% of the lowest trade for the 20 days prior to conversion	99,087,985	0	Trillium Partners LP – Steve Hicks	**Loan**
5/24/2024	$110,000	$0	1/24/2025	$0.025, Becomes $0.0145 if shares trades below $0.02 for more than 5 consecutive days.	9,759,500	0	Clearthink Capital Partners LLC – Stephen Hart	**Loan**
6/14/2024	$100,000	$0	5/15/2025	90% of the lowest trade for the 20 days prior to conversion.	10,808,085	0	Coventry Enterprises, LLC - Jack Bodenstein	**Loan**

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

10/2/2024	$82,500	$0	12/2/2024	Can convert at $0.01 when in default.	9,699,729	0	GS Capital Partners – Gabe Sayegh	Loan
10/2/2024	$82,500	$0	12/2/2024	Can convert at $0.01 when in default.	11,905,844	0	Clearthink Capital Partners LLC – Stephen Hart	Loan
5/13/2025	$137,500	$0	2/13/2026	$0.02 per share, unless trading is below $.02, then it becomes $0.01	33,664,860	0	Clearthink Capital Partners LLC – Stephen Hart	Loan
5/13/2025	$137,500	$146,250	2/13/2026	$0.02 per share, unless trading is below $.02, then it becomes $0.01	4,852,067	14,625,000	GS Capital Partners – Gabe Sayegh	Loan
5/27/2025	$300,000	$0	5/27/2026	102% of the lowest trade in 20 prior days	105,000,000	0	Coventry Enterprises, LLC - Jack Bodenstein	Loan
7/1/2025	$238,000	$0	6/30/2026	90% of the lowest traded 20 days prior	100,032,456	0	Labrys Fund II, LP – Thomas Silverman	Loan
7/17/2025	$150,000	$14,020	7/17/2026	70% of the lowest traded 20 days prior	76,715,914	1,469,388	CFI Capital LLC – Ahron Fraiman	Loan
8/29/2025	$330,000	$369,600	8/29/2026	$0.01 per share	0	36,960,000	GS Capital Partners – Gabe Sayegh	Loan
9/25/2025	$180,000	369,600	9/25/2026	$0.01 per share	0	36,960,000	Clearthink Capital Partners LLC – Stephen Hart	Loan
10/30/2025	$330,000	$363,000	10/31/2026	102% of the lowest trade in 20 prior days	0	10,168,067	Coventry Enterprises, LLC - Jack Bodenstein	Loan
12/9/2025	$82,250	$49,082	12/4/2026	$0.005	1,521,910	9,816,400	AES Capital – Eli Safdieh	Loan
1/9/26	$66,000	$67,700	1/9/2027	$0.0053 per share	0	12,759,890	Craig Fischer	Loan
3/27/2026	$65,000	$66,140	9/27/2026	77% of the lowest trading price of common stock during the previous 15 trading days	0	12,270,870	Geebis Consulting, LLC - Gabe Sayegh	Loan
4/15/2026	$150,000	$150,000	6/30/2026	Convertible upon default	0	0	Trillium Partners LP – Steve Hicks	Loan

	Total Outstanding Balance:	$8,998,796		**Total Shares:**	596,879,715	717,141,117		

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

(1) Alternate Conversion Price" means, with respect to any Alternate Conversion that price which shall be the lower of (i) the applicable Conversion Price as in effect on the applicable Conversion Date of the applicable Alternate Conversion, and (ii) Alternate Conversion Price" means, with respect to any Alternate Conversion that price which shall be the lower of (i) the applicable Conversion Price as in effect on the applicable Conversion Date of the applicable Alternate Conversion, and (ii) the lowest of (A) 80% of the VWAP of the Common Stock as of the Trading Day immediately preceding the delivery or deemed delivery of the applicable Conversion Notice, (B) 80% of the VWAP of the Common Stock as of the Trading Day of the delivery or deemed delivery of the applicable Conversion Notice and (C) 80% of the price computed as the quotient of (I) the sum of the VWAP of the Common Stock for each of the three (3) Trading Days with the lowest VWAP of the Common Stock during the fifteen (15) consecutive Trading Day period ending and including the Trading Day immediately preceding the delivery or deemed delivery of the applicable Conversion Notice, divided by (II) three (3) (such period, the "Alternate Conversion Measuring Period").

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.

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

Clean Vision Corporation is a new entrant in the clean energy and waste-to-energy industries focused on clean technology and sustainability opportunities. Currently, we are focused on providing a solution to the plastic and tire waste problem by recycling the waste and converting it into saleable byproducts, such as hydrogen and other clean-burning fuels that can be used to generate clean energy. Using a technology known as pyrolysis, which heats the feedstock (*i.e.*, plastic) at high temperatures in the absence of oxygen so that the material does not burn, we are able to turn the feedstock into (i) low sulfur fuel, (ii) clean hydrogen and (iii) carbon black or char (char is created when plastic is used as feedstock).

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

Clean Seas UK, Clean Seas, WV, Clean Seas AZ, Clean Season MI, Clean Seas India, Clean Seas Morocco

C. Describe the issuers' principal products or services.

Our goal is to generate revenue from three sources: (i) service revenue from the recycling services we provide (ii) revenue generated from the sale of the byproducts; and (iii) revenue generated from the sale of fuel cell equipment. Our mission is to aid in solving the problem of cost-effectively upcycling the vast amount of waste plastic generated on land before it flows into the world's oceans.

All operations are currently being conducted through Clean-Seas, Inc. ("Clean-Seas"), our wholly-owned subsidiary. Clean-Seas acquired its first pyrolysis unit in November 2021 for use in a pilot project in India, which began operations in early May 2022. On April 23, 2023, Clean-Seas completed its acquisition of a fifty-one percent (51%)

interest in Ecosynergie S.A.R.L., a limited liability company organized under the laws of Morocco ("Ecosynergie" or "Clean-Seas Morocco"). Clean-Seas Morocco began operations at its pyrolysis facility in Agadir, Morocco in April 2023, which currently has capacity to convert 20 tons per day ("TPD") of waste plastic through pyrolysis.

We believe that our current projects will showcase our ability to convert waste plastic (using pyrolysis), to generate three byproducts: (i) low sulfur fuel, (ii) clean hydrogen (specifically, the Company's branded clean hydrogen, AquaH®, which trademark was issued by the USPTO on November 8, 2023 and published on November 28, 2023), and (iii) carbon char. We intend to sell the majority of these byproducts, while retaining a small amount of the low sulfur fuels and/or hydrogen to power our facilities and equipment.

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.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

6) All Officers, Directors, and 5% Beneficial Owners 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 (First, Last) **or Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, ≥ 5% beneficial owner)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
Daniel Bates	CEO, Director	Manhattan Beach, CA	82,125,000	Common	6.39%
Daniel Bates	CEO, Director	Manhattan Beach, CA	2,000,000	Series C preferred	100%
Shaun Wootton	President, Director	Marlow, UK	26,000,000	0	2.02
Dr. Michael Dorsey	Director	Phoenix, AZ	15,625,000	Common	1.22%

Gregory Boehmer	Director	Shelbyville, KY	16,150,000	Common	1.26%
Bart Fisher	Director	Washington, D.C.	8,525,000	Common	0.66%
Rachel Boulds	CFO	Murray, UT	15,625,000	Common	1.22%

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

7) 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);

NO

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;

NO

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;

NO

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

NO

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

NO

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

NO

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name:	Lucosky Brookman LLP
Address 1:	101 Wood Avenue South
Address 2:	Woodbridge, NJ 08830
Phone:	732-395-4400
Email:	jmonna@lucbro.com

Accountant or Auditor

Name:	_____
Firm:	Fruci & Associates PLLC
Address 1:	802 N. Washington St.
Address 2:	Spokane, WA 99201
Phone:	(509) 624-9223
Email:	_____

Investor Relations

Name:	Frank Benedetto
Firm:	Fraxon Marketing LLC
Address 1:	Delray Beach, FL 33445
Address 2:	_____
Phone:	609-915-9422
Email:	fb@miradorconsultingllc.com

All other means of Investor Communication:

X (Twitter):	_____
Discord:	_____
LinkedIn	_____
Facebook:	_____
[Other]	_____

Other Service Providers

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

Name: _____
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: **Rachel Boulds**
Title: **CFO**
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: **Rachel Boulds**
Title: **CFO**
Relationship to Issuer: **Officer**
Describe the qualifications of the person or persons who prepared the financial statements:[7] **Licensed CPA in the State of Utah.**

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable." Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.

[7] 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.

- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Daniel Bates certify that:

1. I have reviewed this Disclosure Statement for **Clean Vision Corporation;**
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 26, 2026

/s/ Daniel Bates

Principal Financial Officer:

I, Rachel Boulds certify that:

1. I have reviewed this Disclosure Statement for **Clean Vision Corporation;**

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 26, 2026

/s/ Rachel Boulds

CLEAN VISION CORPORATION AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS

CLEAN VISION CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2025	December 31, 2024
ASSETS		
Current Assets:		
Cash	$ 590,225	$ 885,835
Restricted cash	822,074	416,597
Prepaids and other assets	267,569	1,957,045
Accounts receivable	28,415	37,624
Loan receivable	70,000	70,000
Inventory	8,385	—
Right of use assets	—	45,467
Trading securities	5,560	5,048
Total Current Assets	1,792,228	3,417,616
Right of use assets	1,683,916	—
Property and equipment	12,197,224	4,794,646
Goodwill	4,854,622	4,854,622
Total Assets	$ 20,527,990	$ 13,066,884
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Cash overdraft	$ 507,858	$ 409,587
Accounts payable	1,402,008	1,042,892
Accrued compensation	655,179	595,719
Accrued expenses	3,697,782	2,282,488
Accrued interest – related party	31,425	—
Convertible notes payable, net discount of $742,271 and $205,675, respectively	6,590,564	6,044,125
Derivative liability	1,432,110	2,067,621
Settlement liability	50,000	145,967
Loans payable	867,283	784,600
Related party payables	812,770	693,495
Loans payable, revenue share, net discount of $119,390	650,610	—
Loans payable – related parties	5,265,000	4,300,000
Lease liabilities - current portion	202,790	11,814
Liabilities of discontinued operations	67,093	67,093
Total current liabilities	22,232,472	18,445,401
Economic incentive (Note 5)	1,750,000	1,750,000
Commercial loan, net of discount of $10,411 and $260,311, respectively	12,163,489	4,739,689
Lease liabilities - net of current portions	1,457,618	31,353
Total Liabilities	37,603,579	24,966,443
Commitments and contingencies	—	—
Temporary equity – commitment shares (Note 10)	60,000	—
Stockholders' Deficit:		
Preferred stock, $0.001 par value, 4,000,000 shares authorized; no shares issued and outstanding	—	—
Series A Preferred stock, $0.001 par value, 2,000,000 shares authorized; no shares issued and outstanding	—	—

Series B Preferred stock, $0.001 par value, 2,000,000 shares authorized; no shares issued and outstanding, respectively	—	—
Series C Preferred stock, $0.001 par value, 2,000,000 shares authorized; 2,000,000 shares issued and outstanding	2,000	2,000
Series D Preferred stock, $0.001 par value, 500,000 shares authorized; no shares issued and outstanding	—	—
Common stock, $0.001 par value, 2,000,000,000 shares authorized, 1,284,603,307 and 807,605,591 shares issued and outstanding, respectively	1,274,603	807,606
Common stock to be issued	450,844	2,412,054
Additional paid-in capital	37,902,387	32,419,818
Accumulated other comprehensive loss	(38,354)	20,113
Accumulated deficit	(58,043,903)	(48,835,095)
Non-controlling interest	1,316,834	1,273,945
Total stockholders' deficit	(17,135,589)	(11,899,559)
Total liabilities and stockholders' deficit	$ 20,527,990	$ 13,066,884

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

CLEAN VISION CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	For the Years Ended December 31,			
	2025		2024	
Revenue	$	125,201	$	231,040
Cost of revenue		19,301		11,431
Gross margin	$	105,900	$	219,609
Operating Expenses:				
Consulting	$	1,718,255	$	2,198,762
Advertising and promotion		194,638		151,142
Development expense		71,663		334,639
Professional fees		440,464		1,423,665
Payroll expense		1,646,397		1,269,361
Officer stock compensation expense		270,000		714,000
Director fees		189,000		258,000
General and administration expenses		2,131,400		1,179,058
Total operating expense		6,661,817		7,528,627
Loss from Operations		(6,555,917)		(7,309,018)
Other income (expense):				
Interest expense		(3,258,491)		(5,551,988)
Interest income		16,769		—
Change in fair value of derivative		725,496		144,687
Loss on debt issuance		(28,496)		(272,275)
(Loss) gain on conversion of debt		(96,962)		35,698
Gain on extinguishment of debt		230,875		216,430
Other income		2,500		—
Settlement expense		(346,695)		—
Penalty expense on convertible debt		(55,000)		(1,445,700)
Total other expense		(2,810,004)		(6,873,148)
Net loss before provision for income tax		(9,365,921)		(14,182,166)
Provision for income tax expense		—		—
Net loss	$	(9,365,921)	$	(14,182,166)
Net loss attributed to non-controlling interest		157,113		178,971
Net loss attributed to Clean Vision Corporation		(9,208,808)		(14,003,195)
Other comprehensive income:				
Foreign currency translation adjustment		(58,467)		17,942
Comprehensive loss	$	(9,267,275)	$	(13,985,253)
Loss per share - basic and diluted		(0.01)		(0.02)
Weighted average shares outstanding - basic and diluted		1,012,398,190		712,831,938

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

CLEAN VISION CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS’ EQUITY (DEFICIT)
For the Years Ended December 31, 2025 and 2024
(Unaudited)

	Series A Preferred Stock		Series C Preferred Stock		Common Stock		Additional paid	Common Stock To be	Accumulated Other Comprehensive	Minority	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	In Capital	Issued	Loss	Interest	Deficit	Deficit
Balance, December 31, 2023	—	$ —	2,000,000	$ 2,000	682,463,425	$ 682,464	$ 28,238,505	$ 217,775	$ 2,171	$ 1,452,916	$ (34,831,900)	$ (4,236,069)
Stock issued for services	—	—	—	—	9,901,222	9,901	295,645	889,446	—	—	—	1,194,992
Stock issued for services – related party	—	—	—	—	—	—	—	850,000	—	—	—	850,000
Stock issued for debt commitments	—	—	—	—	15,600,000	15,600	242,246	198,833	—	—	—	456,679
Stock issued for cash	—	—	—	—	5,000,000	5,000	95,000	100,000	—	—	—	200,000
Stock issued for warrant exercise	—	—	—	—	2,181,818	2,182	(2,182)	—	—	—	—	—
Debt issuance cost – warrants issued	—	—	—	—	—	—	766,348	—	—	—	—	766,348
Stock issued for conversion of debt	—	—	—	—	92,459,126	92,459	984,256	156,000	—	—	—	1,232,715
Cancellation of mezzanine equity	—	—	—	—	—	—	1,800,000	—	—	—	—	1,800,000
Net loss	—	—	—	—	—	—	—	—	17,942	(178,971)	(14,003,195)	(14,164,224)
Balance, December 31, 2024	—	—	2,000,000	2,000	807,605,591	807,606	32,419,818	2,412,054	20,113	1,273,945	(48,835,095)	(11,899,559)
Stock issued for services	—	—	—	—	177,792,552	177,792	2,303,179	(1,395,854)	—	—	—	1,085,117
Stock issued for	—	—	—	—	100,000,000	100,000	1,200,000	(850,000)	—	—	—	450,000

services – related parties												
Stock issued for debt commitments	—	—	—	—	102,935,000	92,935	904,394	(24,356)	—	—	—	972,973
Stock issued for debt	—	—	—	—	65,142,164	65,142	641,784	(156,000)	—	—	—	550,926
Stock issued for default on notes	—	—	—	—	4,000,000	4,000	51,000	—	—	—	—	55,000
Shares issued as settlement	—	—	—	—	25,000,000	25,000	362,500	465,000	—	—	—	852,500
Non-controlling interest for issuance of subsidiary shares	—	—	—	—	—	—	—	—	—	200,002	—	200,002
Stock issued for warrants	—	—	—	—	2,128,000	2,128	19,712	—	—	—	—	21,840
Net loss	—	—	—	—	—	—	—	—	(58,467)	(157,113)	(9,208,808)	(9,424,388)
Balance, December 31, 2025	—	$ —	2,000,000	$ 2,000	1,284,603,307	$ 1,274,603	$ 37,902,387	$ 450,844	$ (38,354)	$ 1,316,834	$ (58,043,903)	$ (17,135,589)

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

CLEAN VISION CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31, 2025	2024
Cash Flows from Operating Activities:		
Net loss	$ (9,365,921)	(14,182,166)
Adjustments to reconcile net loss to net cash used by operating activities:		
Stock issued for services	1,085,117	1,194,992
Stock issued for services – related party	450,000	850,000
Debt discount amortization	649,053	4,709,230
Loss on issuance of debt	28,496	272,275
Change in fair value of derivative	(725,496)	(144,687)
Loss (gain) on conversion of debt	96,962	(35,698)
Gain on extinguishment of debt	(230,875)	(216,430)
Penalty expense on convertible debt	55,000	1,297,464
Operating lease expense	(21,208)	(2,300)
Depreciation expense	161,010	221,818
Settlement expense	346,695	145,967
Changes in operating assets and liabilities:		
Prepaids and other assets	1,689,476	(1,590,233)
Accounts receivable	9,209	33,121
Inventory	(8,385)	—
Accounts payable	359,116	284,854
Accruals	1,948,879	1,878,776
Related-party payables - short-term	119,275	143,549
Accrued interest – related party	31,425	—
Accrued compensation	59,460	271,704
Net cash used by operating activities	(3,262,712)	(4,867,764)
Cash Flows from Investing Activities:		
Trading securities	(512)	21
Purchase of property and equipment	(7,563,588)	(132,898)
Net cash used by investing activities	(7,564,100)	(132,877)
Cash Flows from Financing Activities:		
Cash overdraft	98,271	56,428
Proceeds from convertible notes payable	1,767,450	1,508,500
Payments - convertible notes payable	—	(334,285)
Proceeds from the sale of common stock	—	200,000
Proceeds from exercise of warrants	21,840	—
Proceeds from sale of Clean Seas West Virginia stock	200,002	—
Proceeds from notes payable - related party	1,000,000	—
Repayments, notes payable - related party	(35,000)	(200,000)
Proceeds from notes payable	768,683	3,944
Proceeds from commercial loan	7,173,900	4,708,452
Net cash provided by financing activities	10,995,146	5,943,039
Net change in cash	168,334	942,398
Effects of currency translation	(58,467)	20,113

Cash at beginning of period	1,302,432	339,921
Cash at end of period	$ 1,412,299	1,302,432
Supplemental schedule of cash flow information:		
Interest paid	$ 800,005	$ —
Income taxes paid	$ —	$ —
Supplemental non-cash disclosure:		
Common stock issued for conversion of debt	$ 575,130	$ 984,068
Common stock issued for debt commitments	$ 972,973	$ —

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

CLEAN VISION CORPORATION AND SUBSIDIARIES
Notes to Consolidated Financial Statements
December 31, 2025
(Unaudited)

NOTE 1 — ORGANIZATION AND NATURE OF BUSINESS

Clean Vision Corporation ("Clean Vision," "we," "us," or the "Company") is a new entrant in the clean energy and waste-to-energy industries focused on clean technology and sustainability opportunities. Currently, we are focused on providing a solution to the plastic and tire waste problem by recycling the waste and converting it into saleable byproducts, such as hydrogen and other clean-burning fuels that can be used to generate clean energy. Using a technology known as pyrolysis, which heats the feedstock (*i.e.*, plastic) at high temperatures in the absence of oxygen so that the material does not burn, we are able to turn the feedstock into (i) low sulfur fuel, (ii) clean hydrogen and (iii) carbon black or char (char is created when plastic is used as feedstock). Our goal is to generate revenue from three sources: (i) service revenue from the recycling services we provide (ii) revenue generated from the sale of the byproducts; and (iii) revenue generated from the sale of fuel cell equipment. Our mission is to aid in solving the problem of cost-effectively upcycling the vast amount of waste plastic generated on land before it flows into the world's oceans.

All operations are currently being conducted through Clean-Seas, Inc. ("Clean-Seas"), our wholly-owned subsidiary. Clean-Seas acquired its first pyrolysis unit in November 2021 for use in a pilot project in India, which began operations in early May 2022. On April 23, 2023, Clean-Seas completed its acquisition of a fifty-one percent (51%) interest in Ecosynergie S.A.R.L., a limited liability company organized under the laws of Morocco ("Ecosynergie" or "Clean-Seas Morocco"). Clean-Seas Morocco began operations at its pyrolysis facility in Agadir, Morocco in April 2023, which currently has capacity to convert 20 tons per day ("TPD") of waste plastic through pyrolysis.

We believe that our current projects will showcase our ability to convert waste plastic (using pyrolysis), to generate three byproducts: (i) low sulfur fuel, (ii) clean hydrogen (specifically, the Company's branded clean hydrogen, AquaH®, which trademark was issued by the USPTO on November 8, 2023 and published on November 28, 2023), and (iii) carbon char. We intend to sell the majority of these byproducts, while retaining a small amount of the low sulfur fuels and/or hydrogen to power our facilities and equipment. To date, our operations in India have not generated any revenue.

Clean-Seas India Private Limited was incorporated on November 17, 2021, as a wholly owned subsidiary of Clean-Seas., has entered into a development agreement with the Council of Scientific and Industrial Research ("CSIR"), acting through CSIR-Indian Institute of Chemical Technology (IICT) in Hyderabad. This agreement provides that the IICT development team will evaluate the performance of the Clean-Seas pyrolysis technology, which has already been installed at the Hyderabad location, to improve, productize and scale the technologies for the benefit of sales directly to the third parties, which we anticipate will include the Indian Government as well as the private sector. Our pilot project in India is designed to showcase our ability to pyrolyze plastic feedstock and generate saleable byproducts, including clean hydrogen, AquaH®, which can then be used in fuel cells to generate clean energy. This completes the value chain from an unused waste stream through to clean usable electricity.

Clean-Seas, Abu Dhabi PVT. LTD was incorporated in Abu Dhabi on December 9, 2021 as a wholly owned subsidiary of the Company. On January 19, 2022, the Company changed the name of its wholly owned subsidiary, Clean-Seas, Abu Dhabi PVT. LTD, to Clean-Seas Group; however, as of July 4, 2022, the Clean-Seas Group had ceased operations.

Endless Energy, Inc. ("Endless Energy") was incorporated in Nevada on December 10, 2021, as a wholly owned subsidiary of the Company, for the purpose of investing in wind and solar energy projects but does not currently have any operations.

EcoCell, Inc. ("EcoCell") was incorporated on March 4, 2022, as a wholly owned subsidiary of the Company. EcoCell does not currently have any operations, but we intend to use EcoCell for the purpose of licensing fuel cell patented technology in the future.

Clean-Seas Arizona, Inc. ("Clean-Seas Arizona") was incorporated in Arizona on September 19, 2022, as a wholly owned subsidiary of Clean-Seas. Pursuant to that certain Memorandum of Understanding signed on November 4, 2022, Arizona State University (ASU) and the Rob and Melani Walton Sustainability Solution Services (WS3), the parties intend for Clean-Seas Arizona to establish a plastic feedstock to clean hydrogen conversion facility to be located in Phoenix, Arizona. In furtherance of these goals, and pursuant to a Services Agreement (the "Arizona Services Agreement") signed on June 12, 2023 with ASU and WS3, this facility is currently intended to source and convert plastic feedstock from the Phoenix area and import plastic from California. Pursuant to the Arizona Services

Agreement, the Arizona facility is expected to begin processing plastic feedstock in Q4 2026 at 100 TPD and scale up to a maximum of 500 TPD at full capacity. Additionally, we are exploring plans for this facility to be powered by renewable energy, which, if successful, would become the first completely off grid pyrolysis conversion facility in the world.

Clean-Seas West Virginia, Inc. ("Clean-Seas West Virginia"), formed on April 1, 2023, is our first PCN facility slated for the United States and is currently expected to be operational in Q4 2026. This facility is located in the city of Belle, outside of Charleston, the capital of West Virginia, and is expected to begin operations converting 50 TPD of plastic feedstock. The Company expects to expand to greater than 200 TPD within three years of beginning operations. Clean-Seas has engaged MacVallee, LLC ("MacVallee") to secure mixed plastic feedstock from material recovery facilities and industrial suppliers.

Clean Seas Partners UK Limited ("Clean Seas UK") was formed on July 17, 2023. Clean Seas UK is involved with business development and has limited activity as of December 31, 2025.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Concentrations of Credit Risk

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. At times, such deposits may be in excess of the Federal Deposit Insurance Corporation insurable amount ("FDIC"). As of December 31, 2025, the Company had cash in excess of the FDIC's $250,000 coverage limit of $1,149,348, in total for several accounts at one bank, in excess of the FDIC's coverage limit.

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the years ended December 31, 2025 and 2024.

Restricted Cash

As of December 31, 2025 and 2024, the Company has $822,074 and $416,597, respectively, of restricted cash. The restricted cash is for UPS Industrial Services to ensure that there is three months in advance of construction capital available.

Principles of Consolidation

The accompanying unaudited consolidated financial statements for the period ended December 31, 2025, include the accounts of the Company and its wholly owned subsidiaries, Clean-Seas, Clean-Seas India Private Limited, Clean-Seas Group, Endless Energy, Inc., EcoCell, Inc., Clean-Seas Arizona, Inc., Clean-Seas West Virginia, Clean Seas Partners UK Limited and our 51% owned subsidiary, Clean-Seas Morocco, LLC. As of December 31, 2025, there was no activity in Clean-Seas Group, Endless Energy or Clean-Seas Arizona. All intercompany transactions are eliminated in consolidation.

Translation Adjustment

The accounts of the Company's subsidiary, Clean-Seas India, are maintained in Rupees and the accounts of Clean-Seas Morocco in Moroccan dirham. In accordance with *ASC 830-30 – Foreign Currency Matters*, all assets and liabilities were translated at the current exchange rate at respective balance sheets dates, members' capital are translated at the historical rates and income statement items are translated at the average exchange rate for the period. The resulting translation adjustments are reported under other comprehensive income in accordance with the Comprehensive Income Topic of the Codification (ASC 220), as a component of members' capital. Transaction gains and losses are reflected in the income statement.

Comprehensive Income

The Company uses SFAS 130 "Reporting Comprehensive Income" (ASC Topic 220). Comprehensive income is comprised of net loss and all changes to the consolidated statements of stockholders' equity, except changes in paid-in capital and distributions to shareholders. Comprehensive loss is inclusive of net loss and foreign currency translation adjustments.

Basic and Diluted Earnings Per Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. As of December 31, 2025 and 2024, the Company's diluted loss per share is the same as the basic loss per share, as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

	December 31, 2025	December 31, 2024
Weighted Average Common shares	1,055,336,084	807,605,591
Net loss attributed to Clean Vision Corporation	$ (9,208,808)	$ (14,003,195)
Basic and diluted loss per share	$ (0.01)	$ (0.02)
Weighted Average Common shares	1,012,398,190	712,831,938
Shares from convertible debt	695,918,980	395,500,573
Shares from warrants	271,682,830	249,042,298
Series C preferred stock	20,000,000	20,000,000
Total Diluted Shares	2,000,000,000	1,400,801,022

Stock-Based Compensation

The Company accounts for stock-based compensation using the provisions of ASC Topic 718, *Stock Compensation*, which requires the recognition of the fair value of stock-based compensation. Stock-based compensation is estimated at the grant date based on the fair value of the awards. The Company accounts for forfeitures of grants as they occur. Compensation cost for awards is recognized using the straight-line method over the vesting period. Stock-based compensation is included in officer compensation, general and administrative and consulting expense, as applicable, in the consolidated statements of operations and comprehensive loss.

Goodwill

The Company accounts for business combinations under the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") 805, *Business Combinations*, where the total purchase price is allocated to the tangible and identified intangible assets acquired and liabilities assumed based on their estimated fair values. The purchase price is allocated using the information currently available, and may be adjusted, up to one year from acquisition date, after obtaining more information regarding, among other things, asset valuations, liabilities assumed and revisions to preliminary estimates. The purchase price in excess of the fair value of the tangible and identified intangible assets acquired less liabilities assumed is recognized as goodwill.

In accordance with ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,* the Company will test for indefinite-lived intangibles and goodwill impairment in the fourth quarter of each year and whenever events or circumstances indicate that the carrying amount of the asset exceeds its fair value and may not be recoverable.

Derivative Financial Instruments

The Company evaluates its convertible notes to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, the Company uses a weighted-average Black-Scholes-Merton option pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP) and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable represent the fair value of such instruments as the notes bear interest rates that are consistent with current market rates.

The following table classifies the Company's liabilities measured at fair value on a recurring basis into the fair value hierarchy as of:

December 31, 2025

Description	Level 1	Level 2	Level 3
Derivative	$ —	$ —	$ 1,432,110
Total	$ —	$ —	$ 1,432,110

December 31, 2024

Description	Level 1	Level 2	Level 3
Derivative	$ —	$ —	$ 2,067,621
Total	$ —	$ —	$ 2,067,621

Revenue Recognition

The Company recognizes revenue under ASC 606, “Revenue from Contracts with Customers” (“ASC 606”). The Company determines revenue recognition under ASC 606 through the following steps:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Shipping and handling activities associated with outbound freight after control over a product has transferred to a customer are accounted for as a fulfillment activity and recognized as revenue at the point in time at which control of the goods transfers to the customer. As a practical expedient, the Company does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between customer payment and the transfer of goods or services is expected to be one year or less.

Our business model is focused on generating revenue from the following sources:

(i) Service revenue from the recycling services we provide. We plan to establish plastic feedstock agreements with a number of feedstock suppliers for the delivery of plastic to our facilities. Much of this plastic is currently a cost center for such feedstock suppliers, who pay "tipping fees" to landfills or incinerators. We will accept this plastic feedstock at reduced price or for no tipping fees. In some cases, feedstock suppliers will also share in revenue on products produced from their feedstock. This revenue will be realized and recognized upon receipt of feedstock at one of our facilities.

(ii) Revenue generated from the sale of commodities. We will produce commodities including, but not limited to, pyrolysis oil, fuel oil, lubricants, synthetic gas, hydrogen, and carbon char. We are in negotiation with chemical and oil companies for purchasing, or off-taking, fuels and oils we produce, and exploring applications for carbon char. This revenue will be recognized upon shipment of products from one of our facilities and in some cases off-takers may pre-pay for a contractual obligation to buy our commodities.

(iii) Revenue generated from the sale of environmental credits. Our products are eligible for numerous environmental credits, including but not limited to carbon credits, plastic credits, and biodiversity credits. These credits may be monetized directly on the relevant markets or may be realized as value-add to off-takers, who will pay a premium for eligible products. Revenue from these credits will be recognized upon sale of applicable environmental credits on recognized markets, and/or upon sale of commodities to off-takers when that off-take includes an environmental credit premium.

(iv) *Revenue generated from royalties and/or the sale of equipment*. We expect to develop or acquire intellectual property which could generate revenue through royalties and/or sales of manufactured equipment. Revenue may be recognized upon the terms of a contracted sale agreement.

For the year ended December 31, 2025, our operations in Morocco generated approximately $125,000 in revenue from the sale of commodities (the provision of pyrolysis services and its sale of byproducts). As of December 31, 2025, we did not generate revenue from any other sources.

For the year ended December 31, 2024, our operations in Morocco generated approximately $231,040 in revenue. During the period, 93% of revenue was from one party. As of December 31, 2024, we did not generate revenue from any other sources.

Trade Accounts Receivable

Trade accounts receivable are amounts due from customers under normal trade terms. After assessing the creditworthiness of our customers and considering our historical experience, anticipated future operations, and prevailing economic conditions, we have determined that the application of the current expected credit loss (CECL) methodology would be immaterial to our financial statements. Consequently, no allowance for credit losses has been recorded as of December 31, 2025. The absence of a recorded allowance for credit losses reflects our judgment that potential credit losses on outstanding receivables are negligible. As of December 31, 2025, approximately 61.1% and 21.8% of accounts receivable are due from two customers, respectively. As of December 31, 2024, approximately 51.8% of accounts receivable is due from one customer.

Inventory

Certain inventory consists of plastic bottles that are acquired at no cost to us and are held for use in our pyrolysis process, which converts these materials into pyrolysis oil, carbon char, and other commodities. In accordance with U.S. Generally Accepted Accounting Principles (GAAP), these bottles are recorded at the lower of cost or market. Since the acquisition cost of the bottles is zero, and there is no significant alternative market value attributable to these materials before conversion, the carrying value of this inventory is recorded at $0 on our consolidated balance sheets.

The absence of a recorded cost for the plastic bottles does not reflect their importance to our production process or potential value of the end products. This accounting treatment is specific to the characteristics of the materials used and does not imply any underlying concerns about the viability or value of the final products produced through our pyrolysis process.

Leases

The Company determines whether an arrangement contains a lease at the inception of the arrangement. If a lease is determined to exist, the term of such lease is assessed based on the date on which the underlying asset is made available for the Company's use by the lessor. The Company's assessment of the lease term reflects the non-cancelable term of the lease, inclusive of any rent-free periods and/or periods covered by early-termination options which the Company is reasonably certain of not exercising, as well as periods covered by renewal options which the Company is reasonably certain of exercising. The Company also determines lease classification as either operating or finance at lease commencement, which governs the pattern of expense recognition and the presentation reflected in the consolidated statements of operations over the lease term.

For leases with a term exceeding 12 months, an operating lease liability is recorded on the Company's consolidated balance sheet at lease commencement reflecting the present value of its fixed minimum payment obligations over the lease term. A corresponding operating lease right-of-use asset equal to the initial lease liability is also recorded, adjusted for any prepaid rent and/or initial direct costs incurred in connection with execution of the lease and reduced by any lease incentives received. For purposes of measuring the present value of its fixed payment obligations for a given lease, the Company uses its incremental borrowing rate, determined based on information available at lease commencement, as rates implicit in its leasing arrangements are typically not readily determinable. The Company's incremental borrowing rate reflects the rate it would pay to borrow on a secured basis and incorporates the term and economic environment of the associated lease.

For the Company's operating leases, fixed lease payments are recognized as lease expense on a straight-line basis over the lease term. For leases with a term of 12 months or less, lease payments are recognized as paid and are not recognized on the Company's consolidated balance sheet as an accounting policy election.

Operating Segments

In accordance with ASC 280, management has determined that the Company operates as a single operating segment. Discrete financial information is only evaluated at the consolidated level, and the Chief Operating Decision Maker ("CODM") reviews and assesses financial performance on a consolidated basis. No discrete financial information is prepared or evaluated at a subsidiary or component level for purposes of allocating resources or assessing performance.

Recently Issued Accounting Pronouncements

On December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which enhances the disclosure requirements for income taxes, including additional disaggregation of rate reconciliation and income taxes paid. The standard is effective for annual periods beginning after December 15, 2024. The Company adopted ASU 2023-09 in the annual financial statements for the year ended December 31, 2025. The adoption had no impact on the Company's financial statements.

The Financial Accounting Standards Board (FASB) issued Accounting Standards Update ASU 2025-02 - Liabilities (Topic 405): Amendments to SEC Paragraphs Pursuant to SEC SAB No. 122, which is effective for annual periods beginning after December 15, 2024, and may require full retrospective adoption. This amendment eliminates outdated SEC guidance previously codified under SAB No. 122 and may impact disclosures or recognition related to obligations and liabilities. The Company adopted this ASU, effective for the year ended December 31, 2025. The adoption had no impact on the Company's financial statements.

The Financial Accounting Standards Board (FASB) issued Accounting Standards Update ASU 2024-01 - Compensation - Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards, effective for public entities for annual periods beginning after December 15, 2024. This may impact whether profits interest or similar awards are within the scope of ASC 718 and thus could affect compensation expense accounting. The Company adopted this ASU, effective for the year ended December 31, 2024. The adoption had no impact on the Company’s financial statements.

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

NOTE 3 — GOING CONCERN

The accompanying unaudited consolidated 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 yet established a source of revenue sufficient to cover its operating costs, had an accumulated deficit of $58,043,903 at December 31, 2025, and had a net loss of $9,208,808 for the year ended December 31, 2025. The Company’s ability to raise additional capital through the future issuances of common stock and/or debt financing is unknown. The obtainment of additional financing, the successful development of the Company’s contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company’s ability to continue as a going concern. The unaudited consolidated financial statements of the Company do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

Management plans to continue to implement its business plan and to fund operations by raising additional capital through the issuance of debt and equity securities. The Company’s existence is dependent upon management's ability to implement its business plan and/or obtain additional funding. 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. Even if the Company is able to obtain additional financing, it may include undue restrictions on our operations in the case of debt or cause substantial dilution for our stockholders in the case of equity financing.

NOTE 4 — PROPERTY & EQUIPMENT

Property and equipment are recorded at cost. The Company capitalizes purchases of property and equipment over $5,000. Depreciation is computed using the straight-line method over the estimated useful lives of the various classes of assets as follows between three and ten years.

Long lived assets, including property and equipment, to be held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Impairment losses are recognized if expected future cash flows of the related assets are less than their carrying values. Measurement of an impairment loss is based on the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Maintenance and repair expenses, as incurred, are charged to expense. Betterments and renewals are capitalized in plant and equipment accounts. Cost and accumulated depreciation applicable to items replaced or retired are eliminated from the related accounts with any gain or loss on the disposition included as income.

Clean-Seas has purchased a pyrolysis unit for piloting and demonstration purposes which has been commissioned in Hyderabad, India as of May 2022. The unit will be used to showcase the Company’s technology and services, turning waste plastic into environmentally friendly commodities, to potential customers.

Property, plant, and equipment at our Clean-Seas Morocco facility comprise equipment, buildings and fixtures, automobiles, furniture, and land. Upon acquisition, buildings and land were recorded at their estimated fair value, determined through a valuation conducted in 2018. Depreciation for equipment, buildings, automobiles, and furniture is computed using the straight-line method over estimated useful lives of 5 to 10 years.

Property and equipment stated at cost, less accumulated depreciation consisted of the following:

	December 31, 2025	December 31, 2024
Pyrolysis unit	$ 151,672	$ 151,672
Equipment and materials	7,853,930	596,631
Buildings and fixtures	546,298	496,382
Land	3,908,841	3,865,315
Office furniture	1,763	1,484
Leasehold improvements	290,210	—
Less: accumulated depreciation	(555,490)	(316,838)
Property and equipment, net	$ 12,197,224	$ 4,794,646

Depreciation expense

For the years ended December 31, 2025 and 2024, depreciation expense was $161,010 and $221,818, respectively.

NOTE 5 — LOANS PAYABLE

Effective January 1, 2025, the Company acquired a financing loan for its Director and Officer Insurance for $40,800. The loan bears interest at 9.3%, requires monthly payments of $4,255.92 and is due within one year. As of December 31, 2025, the balance due is $0.

West Virginia State Incentive Package

On June 12, 2023, Clean-Seas announced that it secured $12 million in state incentives, which includes $1.75 million in cash to establish a PCN facility outside of Charleston, West Virginia. Clean-Seas West Virginia, has an existing feedstock supply agreement for 100 TPD of post-industrial plastic waste and is planned to be a PCN hub servicing the Mid-Atlantic states. The project will commence in phases, Phase 1 being 50 TPD, with plans to scale up to 500 TPD. Additional project finance capital is in the process of being secured and the Company received the $1.75 million cash disbursement on September 25, 2023. The loan is forgiven after three years if the Company employs forty or more people at the West Virginia facility. As of December 31, 2025 and 2024, the balance of the loan is $1,750,000 and $1,750,000, respectively.

NOTE 6 — CONVERTIBLE NOTES PAYABLE

Walleye Opportunities Master Fund Ltd

February 2023 Convertible Notes - Walleye Opportunities Master Fund Ltd

On February 21, 2023, the Company entered into a securities purchase agreement (the “February Purchase Agreement”) with Walleye Opportunities Master Fund Ltd (“Walleye”). Pursuant to the February Purchase Agreement, the Company issued senior convertible notes in the aggregate principal amount of $4,000,000, which notes shall be convertible into shares of common stock at the lower of (a) 120% of the closing price of the common stock on the day prior to closing, or (b) a 10% discount to the lowest daily volume weighted average price (“VWAP”) reported by Bloomberg of the common stock during the 10 trading days prior to the conversion date .

On February 21, 2023, the Walleye, under the February Purchase Agreement purchased a senior convertible promissory note (the “February Note”) in the original principal amount of $2,500,000 and a warrant to purchase 29,434,850 shares of the Company’s common stock. The maturity date of the February Note is February 21, 2024 (the “Maturity Date”). The February Note bears interest at a rate of 5% per annum. The February Note carries an original issue discount of 2%. The Company may not prepay any portion of the outstanding principal amount, accrued and unpaid interest or accrued and unpaid late charges on principal and interest, if any, except as specifically permitted by the terms of the February Note. The Company also issued a warrant to the initial investor that is exercisable for shares of the Company’s common stock at a price of $0.0389 per share and expires five years from the date of issuance.

The terms of the February Note were amended pursuant to the March 2024 Note (discussed below). The amendment changes the conversion price to $0.03 and extends the maturity date to December 1, 2024. This note is currently in default and has incurred a $109,079 penalty that has been added to the principal. In addition, the interest rate has increased to 15%.

April 2023 Convertible Note - Walleye Opportunities Master Fund Ltd

Pursuant to the February Purchase Agreement, on April 10, 2023, Walleye purchased a senior convertible promissory note (the "April Note") in the original principal amount of $1,500,000 and the Company issued warrants for the purchase of up to 17,660,911 shares of the Company's common stock to Walleye. The April Note bears interest at a rate of 5% per annum. The April Note carries an original issue discount of 2%. The Company may not prepay any portion of the outstanding principal amount, accrued and unpaid interest or accrued and unpaid late charges on principal and interest, if any, except as specifically permitted by the terms of the April Note. The April Note is convertible into shares of common stock at $0.03 per share. Pursuant to the terms of the May Note (discussed below) the number of warrants was increased to 29,498,714. This note is currently in default and has incurred a $375,000 penalty that has been added to the principal. In addition, the interest rate has increased to 15%.

May 2023 Convertible Note - Walleye Opportunities Master Fund Ltd

On May 26, 2023, the Company entered into that certain Securities Purchase Agreement (the "May Purchase Agreement") with Walleye, pursuant to which Walleye purchased a senior convertible promissory note in the aggregate original principal amount of $1,714,285.71 (the "May Note") and warrants to purchase 44,069,041 shares of the Company's common stock (the "May Warrants").

The May Note matures 12 months after issuance and bears interest at a rate of 5% per annum, as may be adjusted from time to time in accordance with Section 2 of the May Note. The May Note has an original issue discount of 30%. The Company may not prepay any portion of the outstanding principal amount, accrued and unpaid interest or accrued and unpaid late charges on principal and interest, if any, except as specifically permitted by the terms of the May Note. The May Note is convertible into shares of common stock at $0.0389 per share.

This May Note is currently in default and has incurred a $428,571 penalty that has been added to the principal. In addition, the interest rate has increased to 15%.

As consideration for additional funding, in May of 2023, the number of warrants related to the February 2023 note increased from 29,424,850 to 49,164,524 and the number of warrants related to the April 2023 note were increased from 17,660,911 to 29,498,714. The additional warrants were fair valued and included as a debt discount on the new tranche(s) of funding.

March 2024 Financing Walleye Opportunities Master Fund Ltd.

On March 25, 2024 (the "Issue Date"), the Company and Walleye entered into a Securities Purchase Agreement (the "March Purchase Agreement"), whereby: (i) the Company issued to Walleye (i) a convertible note in the aggregate principal amount of $666,666 (the "March 2024 Note"), (ii) a warrant initially exercisable to acquire up to 22,222,220 shares of Common Stock at an exercise price of $0.03 per share (the "March 2024 Warrant"), and (iii) the parties agreed to amend and restate the Existing Note and Existing Warrant as discussed below.

March 2024 Note

At any time on or after the Issue Date, the March Investor shall be entitled to convert any portion of the outstanding Conversion Amount (as defined in the March 2024 Note) into validly issued, fully paid and non-assessable shares of Common Stock at a conversion price equal to $0.03 per share, subject to adjustment as set forth in the March 2024 Note. The March 2024 Note bears interest at a rate of 5% per annum, as may be adjusted from time to time, and matures on October 1, 2024 (the "March Note Maturity Date"); provided, however, that the March Note Maturity Date may be extended at the option of the Investor as provided in the March 2024 Note.

This note is currently in default and has incurred a $166,667 penalty that has been added to the principal. In addition, the interest rate has increased to 20%.

As consideration for additional funding, in May of 2024, the number of warrants related to the February 2023 note was increased again from 49,164,524 to 159,142,855. The additional warrants were fair valued and included as a debt discount on the new tranche of funding.

Coventry Enterprises, LLC

June 2024 Note - Coventry Enterprises, LLC

On June 14, 2024, the Company issued a convertible promissory note to Coventry Enterprises, LLC in the aggregate principal amount of $100,000 (which includes $10,000 of Original Issue Discount). The note bears interest at 10% and matures on May 15, 2025. The note is convertible into shares of common stock at 90% of lowest trade for 20 prior days to conversion. Coventry received 5,000,000 restricted shares of Common Stock as Commitment Shares. As of December 31, 2025, this note has been converted in full for a $0 balance at December 31, 2025.

May 2025 Note - Coventry Enterprises, LLC

On May 27, 2025, the Company issued a convertible promissory note to Coventry Enterprises, LLC in the aggregate principal amount of $300,000 (which includes $30,000 of Original Issue Discount).The Note contains guaranteed interest in the amount of $30,000, with the Principal and Interest due and payable in 10 equal monthly payments in the amount of $33,000 commencing on August 27, 2025 and continuing on the 27th day of each month thereafter until paid in full by not later than May 27, 2026. Coventry received 15,000,000 restricted shares of Common Stock as Commitment Shares. As of December 31, 2025, there is $201,000 and $30,000 of principal and interest, respectively, due on this note.

October 2025 Note - Coventry Enterprises, LLC

On October 30, 2025, the Company issued a promissory note to Coventry Enterprises, LLC in the aggregate principal amount of $330,000. The Note contains guaranteed interest in the amount of $33,000, with the Principal and Interest due and payable in nine equal monthly payments in the amount of $40,333 commencing on February 28, 2026 and continuing on the 28th day of each month thereafter until paid in full by not later than October 31, 2026. Coventry received 15,000,000 restricted shares of Common Stock for commitment shares along with an additional 10,000,000 shares of Common Stock which are subject to return as more fully set forth in the Securities Purchase Agreement.
As of December 31, 2025, there is $330,000 and $33,000 of principal and interest, respectively, due on this note.

GS Capital Partners

October 2023 Note - GS Capital Partners

On October 26, 2023, the Company entered into a Securities Purchase Agreement (the “October Purchase Agreement”) with GS Capital Partners (the “GS Capital”) related to the Company’s sale of two 12% convertible notes in the aggregate principal amount of $660,000 (each note being in the amount of $330,000 and containing an original issue discount of $30,000 such that the purchase price of each note is $300,000) (each “Note,” and together the “Notes”) are convertible into shares of the Company’s common stock, par value $0.001 per share, upon the terms and subject to the limitations set forth in each Note. The Company issued and sold the first Note (the “First Note”) on October 26, 2023 (the “First Closing Date” or the “First Issuance Date”). The second note was not funded.

On the First Closing Date, the Company issued 800,000 restricted shares of Common Stock to GS Capital as additional consideration for the purchase of the First Note (the “First Note Commitment Shares”). In addition to the Commitment Shares, the Company agreed to issue 7,500,000 shares of Common Stock to GS Capital (the “Returnable Shares”) for each Note.

As of December 31, 2025, this note has been converted in full for a $0 balance at December 31, 2025.

October 2024 Note - GS Capital Partners

On October 2, 2024, the Company issued a convertible promissory note to GS Capital in the aggregate principal amount of $82,500 (which includes $7,500 of Original Issue Discount). The note bears interest at 10% and matures on December 2, 2024. The note is convertible into shares of common stock upon default at $0.01 per share. As of December 31, 2025, this note has been converted in full for a $0 balance at December 31, 2025.

May 2025 Note - GS Capital Partners

On May 13, 2025, the Company issued a convertible promissory note to GS Capital in the aggregate principal amount of $137,500 (which includes $18,500 of Original Issue Discount and fees). The Note contains guaranteed interest in the amount of $16,500. The Company is required to make Principal payments in four installments, each in the amount of $31,250 commencing on the 180-day anniversary of the GS Note Issue Date, with the final payment of the remaining Principal and Interest due on the GS Note Maturity Date. The note is convertible into shares of common stock at $0.02 per share, or $0.01 per share if the Company's stock trades below $0.02. GS Capital received 2,500,000 restricted shares of Common Stock as Commitment Shares. As of December 31, 2025, there is $137,500 and $16,500 of principal and interest, respectively, due on this note.

August 2025 Note - GS Capital Partners

On August 29, 2025, pursuant to that certain Securities Purchase Agreement between the Company and GS Capital Partners, the Company issued a convertible promissory note to GS Capital in the aggregate principal amount of $330,000 (including OID of $30,000). The Note bears interest at 12%, with guaranteed interest of $39,600, and matures on August 29, 2026. GS Capital received 3,300,000 restricted shares of Common Stock for commitment shares along with an additional 16,500,000 shares of Common Stock which are subject to return as more fully set forth in the Securities Purchase Agreement (Note 10). As of December 31, 2025, there is $330,000 and $39,600 of principal and interest, respectively, due on this note.

ClearThink Capital Partners

May 2024 Note

On May 24, 2024, the Company issued a convertible promissory note to ClearThink in the aggregate principal amount of $110,000 (which includes $18,000 of Original Issue Discount). The note bears interest at 10% and matures on January 24, 2025. The note is convertible into shares of common stock at $0.025 or $0.0145 if the Company's common stock trades below $0.02 for more than five consecutive days. As of December 31, 2025, this note has been converted in full for a $0 balance at December 31, 2025.

October 2024 Note

On October 2, 2024, the Company issued a convertible promissory note to ClearThink in the aggregate principal amount of $82,500 (which includes $7,500 of Original Issue Discount). The note bears interest at 10% and matures on December 2, 2024. The note is convertible into shares of common stock upon default at $0.01 per share. ClearThink received 5,000,000 restricted shares of Common Stock as Commitment Shares. As of December 31, 2025, this note has been converted in full for a $0 balance at December 31, 2025.

May 2025 Note

On May 13, 2025, pursuant to that certain Securities Purchase Agreement between the Company and ClearThink, the Company issued a convertible promissory note to ClearThink in the aggregate principal amount of $137,500 (included OID of $12,500). The Note bears interest at 12%, with guaranteed interest of $16,500, and matures on February 13, 2026. The note is convertible into shares of common stock at $0.02 per share, to be adjusted as necessary per the terms of the Note. ClearThink received 2,500,000 restricted shares of Common Stock as Commitment Shares. As of December 31, 2025, there is $137,500 and $16,500 of principal and interest, respectively, due on this note.

September 2025 Note

On September 25, 2025, pursuant to that certain Securities Purchase Agreement between the Company and ClearThink, the Company issued a convertible promissory note to ClearThink in the aggregate principal amount of $330,000 (including OID of $30,000). The Note bears interest at 12%, with guaranteed interest of $39,600, and matures on September 25, 2026. ClearThink received 3,300,000 restricted shares of Common Stock for commitment shares along with an additional 16,500,000 shares of Common Stock which are subject to return as more fully set forth in the Securities Purchase Agreement (Note 10). As of December 31, 2025, there is $330,000 and $39,600 of principal and interest, respectively, due on this note.

Trillium Partners LP

February 2024 Note Trillium Financing

On February 15, 2024, the Company entered into a Securities Purchase Agreement (the "Trillium Agreement") with Trillium Partners L.P. ("Trillium"), whereby the Company issued and sold to Trillium (i) a promissory note (the "Trillium Note") in the aggregate principal amount of $580,000 (which includes $87,500 of Original Issue Discount), convertible into Common Stock, upon default, upon the terms and subject to the limitations and conditions set forth in such Trillium Note, and (ii) 4,000,000 restricted shares of Common Stock (the "Commitment Shares"). The Note matures on January 15, 2025 and a one-time interest charge of ten percent (10%) or $58,000 shall be applied to the principal on the date of issuance. The Company has the right to prepay the Trillium Note in full at any time with no prepayment penalty. Accrued unpaid interest and outstanding principal, subject to adjustment, shall be paid in seven payments, each in the amount of $91,142.86 (a total payback to the Holder of $638,000).

Pursuant to the Trillium Note, beginning on the fifth month anniversary of the Issuance Date, and for the next six months after, the Company will make a total of seven (7) equal monthly payments of $91,142.85. In the event that the Company defaults and misses a payment, then the Investor will be able to do a "default conversion. The conversion price (the "Trillium Conversion Price") is equal to the lower of: (i) the Fixed Conversion Price of $0.03; (ii) the Variable Conversion Price (70% of the lowest trade for the twenty days prior to conversion); and (iii) the Alternative Conversion Price (lowest price of our Common Stock during the period thirty days prior to a default).

This note is currently in default and has incurred a $174,993 penalty that has been added to the principal. In addition, the interest rate has increased to 22% and the conversion rate changed to 70% of the lowest trade for the twenty days prior to conversion.

The Company entered into a Settlement Agreement and Release agreement with Trillium Partners, LP, dated July 31, 2025. Per the terms of the agreement the Company establish a reserve of 55,000,000 shares of common stock to be issued in eleven equal installments of 5,000,000 shares of common each to Trillium. The first 5,000,000 shares of common stock are to be issued on August 6, 2025 with each subsequent issuance of 5,000,000 shares on the 6th day of each month thereafter. The settlement agreement releases the Company from all amounts due to Trillium as of September 30, 2025.

Labrys Fund, LP

On July 1, 2025, pursuant to that certain Securities Purchase Agreement between the Company and Labrys Fund, LP ("Labrys"), the Company issued a convertible promissory note to Labrys in the aggregate principal amount of $238,000 (including OID of $25,500). The Note bears interest at 10%, with guaranteed interest of $23,800, and matures on July 1, 2026. Labrys received 3,500,000 restricted shares of Common Stock for commitment shares. As of December 31, 2025, there is $238,000 and $23,800 of principal and interest, respectively, due on this note.

CFI Capital LLC

On July 17, 2025, the Company issued a convertible promissory note to CFI Capital LLC in the aggregate principal amount of $150,000 (which includes $15,000 of Original Issue Discount). The note bears interest at 6% and matures on July 17, 2026. As of December 31, 2025, there is $150,000 and $4.142 of principal and interest, respectively, due on this note.

AES Capital Management

On December 4, 2025, the Company issued a convertible promissory note to AES Capital Management ("AES") in the aggregate principal amount of $82,250 (which includes $7,250 of Original Issue Discount). The note bears interest at 14% and matures on December 4, 2026. As of December 31, 2025, there is $82,250 and $883 of principal and interest, respectively, due on this note.

The Company accounted for the above Convertible Notes according to ASC 815. For the derivative financial instruments that are accounted for as liabilities, the derivative liability was initially recorded at its fair value and is being re-valued at each reporting date, with changes in the fair value reported in the statements of operations.

For the warrants that were issued with each tranche of funding, the Company uses a weighted-average Black-Scholes-Merton option pricing model to value the warrants at inception and then calculates the relative fair value for each loan.

Commitment shares, which are subject to return as more fully set forth in the Securities Purchase Agreement, are valued at the closing stock price on the effective date from which the relative fair value for each loan is calculated. The value of the shares is accounted for as debt discount and temporary equity.

The Company deducts the total value of all discounts (OID, value of warrants, discount for derivative) from the calculated derivative liability with any difference accounted for as a loss on debt issuance.

The following table summarizes the convertible notes outstanding as of December 31, 2025:

Note Holder	Date	Maturity Date	Interest	Default Interest	Balance December 31, 2024	Additions	Repayments, Conversions & Settlements	December 31, 2025
Walleye Opportunities Fund	2/21/2023	12/1/2024	5%	15%	545,395	—	—	545,395
Walleye Opportunities Fund	4/10/2023	4/10/2024	5%	15%	1,875,000	—	—	1,875,000
Walleye Opportunities Fund	5/26/2023	5/26/2024	5%	15%	2,142,857	—	—	2,142,857
GS Capital Partners	10/26/2023	7/26/2024	12%	15%	25,000	—	(25,000)	—
Trillium Partners LP	2/22/2024	1/15/2025	10%	15%	463,215	—	(463,215)	—
Walleye Opportunities Fund	3/25/2024	12/1/2024	5%	20%	833,333	—	—	833,333
ClearThink Capital Partners	5/24/2024	1/24/2025	12%	15%	110,000	—	(110,000)	—
Coventry Enterprises, LLC	6/14/2024	5/15/2025	10%	15%	90,000	—	(90,000)	—
GS Capital Partners	10/2/2024	12/2/2024	10%	22%	82,500	—	(82,500)	—
ClearThink Capital Partners	10/2/2024	12/2/2024	10%	22%	82,500	—	(82,500)	—
ClearThink Capital Partners	5/13/2025	2/13/2026	12%	24%	—	137,500	—	137,500
GS Capital Partners	5/13/2025	2/13/2026	12%	24%	—	137,500	—	137,500
Coventry Enterprises, LLC	5/27/2025	5/27/2026	10%	22%	—	300,000	(99,000)	201,000
Labrys Fund II, LP	7/1/2025	7/1/2026	10%	22%	—	238,000		238,000
CFI Capital	7/7/2025	7/17/2026	6%	6%	—	150,000		150,000
GS Capital Partners	8/29/2025	8/29/2026	12%	24%	—	330,000		330,000
ClearThink Capital Partners	9/25/2025	9/25/2026	12%	24%	—	330,000		330,000
Coventry Enterprises, LLC	10/30/2025	10/31/2026	10%	22%	—	330,000		330,000
AES Capital Management	12/4/2025	12/4/2026	14%	24%	—	82,250		82,250
Total					$ 6,249,800	$ 2,035,250	$ (952,215)	$ 7,332,835
Less debt discount					$ (205,675)			(742,271)
Convertible notes payable, net					$ 6,044,125			$ 6,590,564

Total interest accrued on the above convertible notes was $1,984,364 and $801,979 as of December 31, 2025 and 2024, respectively.

A summary of the activity of the derivative liability for the notes above is as follows:

Balance at December 31, 2023	$ 598,306
Increase to derivative due to new issuances and/or modification of conversion terms	1,614,002
Decrease to derivative due to mark to market	(144,687)
Balance at December 31, 2024	2,067,621
Decrease to derivative due to conversions	(57,711)

Increase to derivative due to new issuances		147,696
Decrease to derivative due to mark to market		(725,496)
Balance at December 31, 2025	$	1,432,110

NOTE 7 — COMMERCIAL LOAN

On November 13, 2024 (the "Closing Date"), Company's wholly-owned subsidiary, Clean-Seas West Virginia, Inc. (the "Clean-Seas WV"), closed on the transactions set forth in that certain Credit Agreement (the "Credit Agreement") between Clean-Seas West Virginia and The Huntington National Bank, a national banking association (the "Lender"). Pursuant to the Credit Agreement, the Lender agreed to make a term loan (the "Term Loan") to Clean-Seas West Virginia in the amount of $15,000,000, with the proceeds to be used for costs and expenses associated with the development and construction of Clean-Seas West Virginia's recycling and processing facility located in Kanawha County, West Virginia.

Pursuant to the Credit Agreement, the proceeds of the Term Loan will be funded to Clean-Seas West Virginia in two extensions (each, a "Credit Extension") as follows: (i) the initial Credit Extension in the amount of $5,000,000 on the Closing Date; and (ii) the second Credit Extension in the amount of $10,000,000 upon the satisfaction or waiver of the conditions set forth in Section 4.2 of the Credit Agreement, including, but not limited to, the delivery to the Lender of an executed performance and payment bond issued by a surety company listed on the Federal Treasury List that is rated A or higher by A.M. Best in an amount equal to $15,000,000 naming the Lender as beneficiary. On the Closing Date, Clean-Seas West Virginia paid an upfront fee in the amount of $75,000 to the Lender.

The Term Loan is evidenced by a promissory note (the "Term Note") executed by Clean-Seas West Virginia in favor of the Lender with interest due and payable on the 15th calendar day of each month while any amount remains outstanding and the principal amount to be repaid in full on the maturity date of February 1, 2027. The Term Note bears interest at a rate per annum equal to Term SOFR (as defined in the Credit Agreement) plus 3.75% per annum. Upon the occurrence and during the continuance of an event of default, the interest rate applicable to the Term Note shall be equal to 2% per annum above the interest rate otherwise applicable (the "Default Rate") and all such interest accrued at the Default Rate shall be due and payable on demand of the Lender.

The credit extension of $12,173,900 as of December 31, 2025, is presented on the balance sheet net of debt discount of $10,411.

The initial credit extension of $5,000,000 is presented on the balance sheet net of debt discount of $260,311, as of December 31, 2024.

NOTE 8 — REVENUE SHARE PURCHASE AGREEMENTS

During the year ended December 31, 2025, the Company entered into Revenue Purchase Agreements with five separate accredited investors. Pursuant to the terms of the agreements the Company has agreed to sell a continuing interest in the revenue it generates. The total purchase price under the five agreements is $500,000, less $10,000 in total for fees, which has been recorded as a debt discount, to be amortized over the term of the agreement. As an added inducement for entering into the Revenue Purchase Agreements, the Company issued a total of 2,500,000 shares of common stock to the investors as commitment shares. The fair value of the shares was determined using the closing stock price on the grant date and was allocated against the consideration received.

On May 29, 2025, the Company entered into an additional Revenue Agreement with Kingdom Building, Inc. ("KBI"). Pursuant to the Agreement, KBI agreed to purchase a continuing interest in the revenue generated by the Company and each of its subsidiaries from any and all sources in consideration of the purchase price of $200,000. Pursuant to the Agreement, KBI has the right, but not the obligation, to convert all or any part of the then outstanding Repurchase Price, into shares of the Company's Series D Preferred Stock, par value $0.001 per share.

During the three months ending September 30, 2025, an additional 10% of the principal balance was added to each investor's purchased amount. Per the terms of the agreements if early payoff (within one month) did not occur, 10% of the original purchase price is added to each investor's purchased amount. An additional $70,000 has been recorded as a debt discount, to be amortized over the term of the agreements.

NOTE 9 — RELATED PARTY TRANSACTIONS

Daniel Bates, CEO

On February 21, 2021, the Company amended the employment agreement with Daniel Bates, CEO. The amendment extended the term of his agreement from three years commencing May 27, 2020, to expire on May 27, 2025. As of December 31, 2025, a new agreement has not been finalized. Until such time Mr. Bates will continue to serve as CEO under the same terms.

As of December 31, 2025 and December 31, 2024, the Company owed Mr. Bates $249,000 and $236,000, respectively, for accrued compensation.

On December 12, 2024, the Company granted Mr. Bates 30,000,000 shares of common stock for services. The shares were valued at $0.017, the closing stock price on the date of grant, for total non-cash compensation expense of $510,000.

On December 15, 2025, the Company granted Mr. Bates 25,000,000 shares of common stock for services. The shares were valued at $0.009, the closing stock price on the date of grant, for total non-cash compensation expense of $225,000.

Rachel Boulds, CFO

The Company entered into a consulting agreement with Rachel Boulds, effective as of May 1, 2021, to serve as part-time Chief Financial Officer for compensation of $5,000 per month, which increased to $7,500 in June 2023. As of December 31, 2025 and 2024, the Company owed Ms. Boulds $0 and $0, respectively, for accrued compensation.

On December 12, 2024, the Company granted Ms. Boulds 4,000,000 shares of common stock for services. The shares were valued at $0.017, the closing stock price on the date of grant, for total non-cash compensation expense of $68,000.

On December 15, 2025, the Company granted Ms. Boulds 5,000,000 shares of common stock for services. The shares were valued at $0.009, the closing stock price on the date of grant, for total non-cash compensation expense of $45,000.

Daniel Harris, Chief Revenue Officer

As of December 31, 2025 and 2024, the Company owed Mr. Harris $37,500 and $37,500, respectively, for accrued compensation.

On December 12, 2024, the Company granted Mr. Harris 4,000,000 shares of common stock for services. The shares were valued at $0.017, the closing stock price on the date of grant, for total non-cash compensation expense of $68,000.

On December 15, 2025, the Company granted Mr. Harris 5,000,000 shares of common stock for services. The shares were valued at $0.009, the closing stock price on the date of grant, for total non-cash compensation expense of $45,000.

Michael Dorsey, Director

During the years ended December 31, 2025 and 2024, the Company paid Mr. Dorsey, $0 and $18,000, respectively, for director fees. As of December 31, 2025 and 2024, the Company owed Mr. Dorsey, $18,000 and $0, respectively, for director fees.

On December 12, 2024, the Company granted Mr. Dorsey 4,000,000 shares of common stock for services. The shares were valued at $0.017, the closing stock price on the date of grant, for total non-cash compensation expense of $68,000.

On December 15, 2025, the Company granted Mr. Dorsey 5,000,000 shares of common stock for services. The shares were valued at $0.009, the closing stock price on the date of grant, for total non-cash compensation expense of $45,000.

Greg Boehmer, Director

During the years ended December 31, 2025 and 2024, the Company paid Mr. Boehmer, $0 and $18,000, respectively, for director fees. As of December 31, 2025 and 2024, the Company owed Mr. Boehmer, $18,000 and $0, respectively, for director fees. In addition, the Company owes Mr. Boehmer $21,000 and $15,000, for consulting services as of December 31, 2025 and 2024, respectively.

On December 12, 2024, the Company granted Mr. Boehmer 4,000,000 shares of common stock for services. The shares were valued at $0.017, the closing stock price on the date of grant, for total non-cash compensation expense of $68,000.

On December 15, 2025, the Company granted Mr. Boehmer 5,000,000 shares of common stock for services. The shares were valued at $0.009, the closing stock price on the date of grant, for total non-cash compensation expense of $45,000.

Bart Fisher, Director

During the years ended December 31, 2025 and 2024, the Company paid Mr. Fisher, $0 and $9,000, respectively, for director fees and owes $18,000 as of December 31, 2025.

On December 12, 2024, the Company granted Mr. Fisher 4,000,000 shares of common stock for services. The shares were valued at $0.017, the closing stock price on the date of grant, for total non-cash compensation expense of $68,000.

On December 15, 2025, the Company granted Mr. Fisher 5,000,000 shares of common stock for services. The shares were valued at $0.009, the closing stock price on the date of grant, for total non-cash compensation expense of $45,000.

Green Invest Solutions Ltd.

During September 2023, a $70,000 note was issued to Green Invest Solutions Ltd. which is managed by the same individuals as Clean-Seas Morocco. The loan is considered to be short-term and does not accrue interest.

Management of Clean-Seas Morocco

On occasion, management of Clean-Seas Morocco provides funds to the company for general operations. As of December 31, 2025 and December 31, 2024, $819,220 and $693,495 was due to management, respectively. There are no agreements, and no interest rates applied.

Note Payable

Pursuant to the Morocco Purchase Agreement, Clean-Seas paid an aggregate purchase price of $6,500,000 for the Morocco Acquisition, of which (i) $2,000,000 was paid on the Morocco Closing Date and (ii) the remaining $4,500,000 is to be paid to Ecosynergie Group over a period of ten (10) months from the Morocco Closing Date. During the year ended December 31, 2024, the Company paid $200,000 towards the balance due. During the year ended December 31, 2025 the Company paid an additional $35,000 towards the balance due, for a balance due as of December 31, 2025, of $4,265,000.

On March 11, 2025, the Company issued a Promissory Note to Dan Bates, CEO, for $100,000. The note bears interest at 8% and matures on March 11, 2026. Accrued interest as of December 31, 2025 is $6,466.

On March 26, 2025, the Company issued a Promissory Note to Dan Bates, CEO, for $250,000. The note bears interest at 8% and matures on March 26, 2026. Accrued interest as of December 31, 2025 is $15,342.

On August 12, 2025, the Company issued a Promissory Note to Dan Bates, CEO, for $100,000. The note bears interest at 8% and matures on August 12, 2026. Accrued interest as of December 31, 2025 is $3,090.

On August 27, 2025, the Company issued a Promissory Note to Dan Bates, CEO, for $100,000. The note bears interest at 8% and matures on August 27, 2026. Accrued interest as of December 31, 2025 is $2,765.

On November 21, 2025, the Company issued a Promissory Note to Dan Bates, CEO, for $450,000. The note bears interest at 8% and matures on November 21, 2026. Accrued interest as of December 31, 2025 is $3,945.

Related Party Revenue

For the year ended December 31, 2025, our operations in Morocco generated all of the revenue from a party under control of the management of Clean-Seas Morocco.

NOTE 10 — COMMON STOCK

On January 9, 2024, the Company entered into a Securities Purchase Agreement (the “January Agreement”) with an accredited investor (the “Purchaser”) whereby the Company agreed to sell, and the Purchaser agreed to purchase, up to 15,000,000 shares of the Company’s common stock, par value $0.001 per share (the “Common Stock”), for an aggregate purchase price of up to $300,000, or $0.02 per share. Pursuant to the January Agreement, which became effective on January 17, 2024, the Purchaser paid $100,000 to the Company in exchange for 5,000,000 shares of Common Stock.

On February 9, 2024, the Company granted 455,840 shares of common stock for services. The shares were valued at $0.0351, the closing stock price on the date of grant, for total non-cash compensation expense of $16,000.

On February 22, 2024, the Company granted 3,600,000 shares of common stock for services. The shares were valued at $0.0248, the closing stock price on the date of grant, for total non-cash compensation expense of $89,280. The expense is being recognized over the term of the agreement.

On February 23, 2024, the Company granted 5,000,000 shares of common stock for services. The shares were valued at $0.0351, the closing stock price on the date of grant, for total non-cash compensation expense of $171,500. The expense is being recognized over the term of the agreement.

On March 22, 2024, the Company granted 40,000 shares of common stock for services. The shares were valued at $0.0248, the closing stock price on the date of grant, for total non-cash compensation expense of $992.

On May 6, 2024, the Company’s transfer agent issued 432,012 shares of common stock that were granted and expensed in a prior period and had been disclosed as common stock to be issued.

On May 29, 2024, the Company issued 370,370 shares of common stock for services. The shares were valued at $0.0216, the closing stock price on the date of grant, for total non-cash compensation expense of $8,000.

During the year ended December 31, 2024, GS Capital Partners, LLC, converted $295,000 and $32,686 of principal and interest, respectively, into 32,780,613 shares of common stock.

During the year ended December 31, 2024, ClearThink, converted $220,000 and $36,000 of principal and interest, respectively, into 25,704,617 shares of common stock. As of December 31, 2024, 14,568,254 shares of common stock had not yet been issued by the transfer agent and are disclosed as $156,000 common stock to be issued.

During the year ended December 31, 2024, Coventry converted $39,285 of principal, into 4,454,165 shares of common stock.

During the year ended December 31, 2024, Trillium, converted $291,778 and $55,803 of principal and interest, respectively, into 44,087,985 shares of common stock.

On November 18, 2024, the Company issued 2,000,000 shares of common stock for services . The shares were valued at $0.0204, the closing stock price on the date of grant, for total non-cash expense of $40,800.

During the year ended December 31, 2024, the Company granted a total of 27,100,000 shares of common stock for debt commitment shares to various debt issuers in conjunction with the issuance of convertible notes payable. As of December 31, 2024, 11,500,000 shares were not yet issued by the Company’s transfer agent and are disclosed as common stock to be issued. The total allocated fair market value of the shares was $456,679.

On December 12, 2024, the Company granted 50,500,000 bonus shares of common stock for service to some of its service providers and employees. The shares were valued at $0.017, the closing stock price on the date of grant, for total non-cash compensation expense of $858,500.

On January 1, 2025, the Company issued 5,000,000 shares of common stock to a service provider. The shares were valued at $0.0206, the closing stock price on the date of grant, for total non-cash expense of $103,000.

On January 30, 2025, the Company’s transfer agent issued 2,000,000 shares of common stock due as of December 31, 2024, to a service provider for services.

On January 31, 2025, the Company's transfer agent issued 7,500,000 commitment shares of common stock due to GS Capital.

On February 6, 2025, the Company's transfer agent issued the 30,000,000 shares of common stock granted to Mr. Bates on December 12, 2024.

On February 6, 2025, the Company's transfer agent issued the 4,000,000 shares of common stock granted to Ms. Boulds on December 12, 2024.

On February 6, 2025, the Company's transfer agent issued the 4,000,000 shares of common stock granted to Ms. Harris on December 12, 2024.

On February 6, 2025 the Company's transfer agent issued the 12,000,000 shares of common stock granted to its directors on December 12, 2024.

On February 6, 2025, the Company's transfer agent issued the 50,500,000 shares of common stock granted to its service providers and employees on December 12, 2024.

On February 6, 2025, the Company's transfer agent issued the 6,896,552 shares of common stock purchased on August 23, 2024.

On February 6, 2025, the Company's transfer agent issued 396,000 shares of common stock due as of December 31, 2024 for services.

On February 14, 2025, The Company issued 2,000,000 shares of common stock each to GS Capital and ClearThink for commitment shares pursuant to the terms of promissory notes that were issued in 2024.

On February 24, 2025, the Company's transfer agent issued 10,000,000 shares of common stock due for the Dorado Purchase Agreement as of December 24, 2024.

During the three months ended March 31, 2025, ClearThink converted $45,000 of principal into 4,500,000 shares of common stock. In addition, the Company's transfer agent issued the 14,568,254 shares of common stock due for prior conversions as of December 31, 2024.

During the three months ended March 31, 2025, Coventry converted $104,055 of principal into 10,808,085 shares of common stock.

During the three months ended June 30, 2025, the Company issued a total of 17,000,000 shares of common stock to various service providers. The shares were valued at the closing stock price on the date of grant, for total non-cash expense of $366,000.

On May 22, 2025, the Company issued 2,000,000 shares of common stock to GS Capital as a default penalty on a convertible note. The shares were valued at $0.018, the closing stock price on the date of default, for total non-cash expense of $36,000.

On May 22, 2025, the Company issued 2,000,000 shares of common stock to ClearThink Capital as a default penalty on a convertible note. The shares were valued at $0.0095, the closing stock price on the date of default, for total non-cash expense of $19,000.

During the three months ended June 30, 2025, ClearThink Capital converted $147,500 and $52,120 of principal and interest, respectively into 21,665,344 shares of common stock.

During the three months ended June 30, 2025, GS Capital converted $26,741 and $9,263 of principal and interest and fees, respectively into 3,900,752 shares of common stock.

On May 13, 2025, the Company issued 2,500,000 shares of common stock each to GS Capital and ClearThink for commitment shares pursuant to the terms of promissory notes that were issued on May 13, 2025.

During the three months ended June 30, 2025, the Company issued 2,500,000 shares of common stock for commitment shares pursuant to the terms of The Revenue Share Agreements (see Note 8).

During the three months ended September 30, 2025, GS Capital converted $82,500 and $13,982 of principal and interest, respectively, into 9,699,729 shares of common stock.

On July 1, 2025, the Company issued 3,500,000 restricted shares of Common Stock for commitment shares to Labrys Fund, LP pursuant to the terms of promissory note dated July 1, 2025.

On August 29, 2025, the Company issued 3,300,000 restricted shares of Common Stock to GS Capital Partners for commitment shares pursuant to the terms of promissory notes that were issued on August 29, 2025.

On September 26, 2025, the Company issued 3,300,000 restricted shares of Common Stock to ClearThink for commitment shares pursuant to the terms of promissory notes that were issued on September 26, 2025.

The Company entered into a Settlement Agreement and Release agreement with Trillium Partners, LP, dated July 31, 2025. Per the terms of the agreement the Company establish a reserve of 55,000,000 shares of common stock to be issued in eleven equal installments of 5,000,000 shares of common each to Trillium. The first 5,000,000 shares of common stock are to be issued on August 6, 2025 with each subsequent issuance of 5,000,000 shares on the 6th day of each month thereafter. During the year ended December 31, 2025, the Company issued 25,000,000 shares of common stock and accounted for the remaining 30,000,000 shares as shares to be issued.

On December 15, 2025, the Company issued 66,000,000 shares of common stock to consultants and other service providers. The shares were valued at $0.009, the closing price on the date of grant, for total non-cash expense of $594,000.

During Q4 2025, the Company granted 20,000,000 shares of common stock for services. The shares were valued at the closing price on the date of grant, for total non-cash expense of $195,600. As of December 31, 2025, 1,000,000 shares had not yet been issued by the transfer agent and are disclosed as common stock to be issued.

On October 8, the Company issued 3,300,000 restricted shares of Common Stock to GS Capital for commitment shares along with an additional 16,500,000 shares of Common Stock pursuant to the August 29, 2025, Securities Purchase Agreement.

On October 30, 2025, the Company issued 15,000,000 restricted shares of Common Stock to Coventry for commitment shares along with an additional 10,000,000 shares of Common Stock which are subject to return as more fully set forth in the Securities Purchase Agreement (Note 6).

On December 4, 2025, the Company issued 835,000 restricted shares of Common Stock to AES for commitment shares.

NOTE 11 – TEMPORARY EQUITY

On October 30, 2025, the Company issued 16,500,000 restricted shares of Common Stock to Coventry which are subject to return as more fully set forth in the Securities Purchase Agreement, dated October 30, 2025.

Commitment shares, which are subject to return as more fully set forth in the Securities Purchase Agreement, are valued at the closing stock price on the effective date from which the relative fair value for each loan is calculated. The value of the shares is accounted for as debt discount and temporary equity. Total temporary equity as of December 31, 2025, is $60,000.

NOTE 12 — PREFERRED STOCK

The Company is authorized to issue 10,000,000 shares of Preferred Stock at $0.001 par value per share with the following designations.

Series A Redeemable Preferred Stock

On September 21, 2020, the Company created a series of Preferred Stock designating 2,000,000 shares as Series A Redeemable Preferred Stock ranks senior to the Company's Common Stock upon the liquidation, dissolution or winding up of the Company. The Series A Preferred Stock does not bear a dividend or have voting rights and is not convertible into shares of our Common Stock. There are no Series A shares issued and outstanding as of December 31, 2025 and 2024.

Series B Preferred Stock

On December 14, 2020, the Company designated 2,000,000 shares of its authorized preferred stock as Series B Convertible, Non-voting Preferred Stock (the "Series B Preferred Stock"). The Series B Preferred Stock does not bear a dividend or have voting rights.

Series C Preferred Stock

On February 19, 2021, the Company amended its Articles of Incorporation whereby 2,000,000 shares of preferred stock were designated Series C Convertible Preferred Stock. The holders of the Series C Convertible Preferred Stock are entitled to 100 votes and shall vote together with the holders of common stock. Each share of the Series C Convertible Preferred Stock automatically converted into ten shares of common stock on January 1, 2023; however, such conversion has not been effectuated as of the date hereof.

Series D Preferred Stock

Pursuant to the KBI Agreement (Note 8), on July 22, 2025, the Company filed with the Secretary of State of the State of Nevada, a Certificate of Designation of Series D Convertible Preferred Stock establishing the voting powers, designations, preferences, limitations, restrictions and relative rights of the Series D Convertible Preferred Shares (the "Series D COD"). The Series D COD authorizes 500,000 shares of Series D Preferred Stock, which shares are convertible into shares of Common Stock at a price of $0.10 per share, meaning one share of Series D Preferred Stock converts into 10 shares of Common Stock, at the option of the holder thereof (the "Series D Conversion Price"). The Series D Conversion Price shall not be adjusted for stock splits, stock dividends, recapitalizations, or similar events. Additionally, the holder of Series D Preferred Stock shall not be entitled to convert any portion of its Series D Preferred Stock into shares of Common Stock to the extent that such conversion would result in the holder beneficially owning in excess of 4.99% of the then outstanding Common Stock. There are no Series D shares issued and outstanding as of December 31, 2025 and 2024.

NOTE 13 – CLEAN SEAS WEST VIRGINIA EQUITY

Pursuant to the terms and provisions of that certain Purchase Agreement entered into effective as of June 3, 2025 between Clean-Seas West Virginia, Inc. ("Clean-Seas WV") and an accredited investor, Clean-Seas WV issued and sold 68,028 shares of its common stock (the "WV Common Stock") to the investor in exchange for an aggregate purchase price of $100,001.16. Pursuant to the Purchase Agreement, the investor will also be issued 100,000 shares of the Company's common stock (the "Parent Common Stock") and also became a minority shareholder of Clean-Seas WV pursuant to that certain Shareholders' Agreement of Clean-Seas West Virginia, Inc. (the "WV Shareholders Agreement").

Pursuant to the terms and provisions of that certain Purchase Agreement entered into effective as of June 17, 2025 between Clean-Seas WV and an accredited investor, Clean-Seas WV issued and sold 34,014 shares of WV Common Stock to the investor in exchange for an aggregate purchase price of $50,000.58. Pursuant to the Purchase Agreement, the investor will also be also issued 50,000 shares of Parent Common Stock and also became a minority shareholder of Clean-Seas WV pursuant to that certain WV Shareholders Agreement.

Pursuant to the terms and provisions of that certain Purchase Agreement entered into effective as of September 5, 2025 between Clean-Seas WV and an accredited investor, Clean-Seas WV issued and sold 34,014 shares of WV Common Stock to the investor in exchange for an aggregate purchase price of $50,000.58. Pursuant to the Purchase Agreement, the investor will also be also issued 50,000 shares of Parent Common Stock and also became a minority shareholder of Clean-Seas WV pursuant to that certain WV Shareholders Agreement.

NOTE 14 — WARRANTS

A summary of the Company's outstanding warrants as of December 31, 2025 is as follows.

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contract Term	Intrinsic Value
Outstanding, December 31, 2023	116,954,802	$ 0.037	4.25	$ 345,500
Issued	163,778,028	$ 0.03	5	
Cancelled	—	$ —	—	
Exercised	(2,181,818)	$ —	—	

Outstanding, December 31, 2024	278,541,012	$	0.034	3.44	$	—
Issued	—	$	—	—		
Expired	(6,858,182)	$	—	—		
Exercised	—	$	—	—		
Outstanding, December 31, 2025	271,682,830	$	0.036	2.16	$	—

NOTE 15 — COMMITMENTS AND CONTINGENCIES

Legal Proceedings

At present, except as described below, there are not any material pending legal proceedings to which the Company is a party or as to which any of its property is subject, and no such proceedings are known to the Company to be threatened or contemplated against it.

Trillium

On November 1, 2024, Trillium filed a lawsuit in the United States District Court for the District of Nevada (Case No. 2:24-cv-02047) against the Company and its transfer agent, ClearTrust as a relief defendant, seeking monetary damages, as well as declaratory and injunctive relief. On February 24, 2025, Trillium amended its complaint, adding Frank Benedetto, Mirador Consulting LLC and the following members of the Company's board of directors as named defendants: Daniel Bates, Gregory Boehmer, Bart Fisher, and Dr. Michael Dorsey. In its complaint, Trillium alleges that Clean Vision defaulted on a convertible promissory note, and thereafter, in conjunction with the other co-defendants, tortiously blocked Trillium's ability to convert shares under the convertible promissory note. Clean Vision has countersued Trillium, seeking declaratory relief to adjudicate and declare the respective parties' rights and obligations under the convertible promissory note, if any. Daniel Bates and Gregory Boehmer have both filed motions to dismiss the claims against them. In addition to the $174,933 penalty added to the principal and, increased interest rate, the Company has accrued a potential settlement liability of $145,967 as of December 31, 2024.

Effective May 2, 2025, the United States District Court of Nevada filed an Order Dismissing the case. The Company reversed the potential settlement liability of $145,967, recognizing the gain in Q1 2025. On July 31, 2025, the Company entered into a Settlement Agreement and Release Agreement with Trillium, whereby the Company established a reserve of 55,000,000 shares of common stock to be issued in eleven equal installments of 5,000,000 shares of common stock each to Trillium. The first 5,000,000 shares of common stock are to be issued on August 6, 2025, with each subsequent issuance of 5,000,000 shares on the 6th day of each month thereafter. The settlement agreement releases the Company from all amounts due to Trillium as of September 30, 2025.

Borders Consulting LLC

On July 21, 2025, Borders Consulting, LLC ("Borders Consulting") filed a complaint against the Company seeking $200,000 in damages for an alleged business dispute. On October 2, 2025, the Company and Borders Consulting entered into a Settlement Agreement whereby the Company agreed to pay $75,000 to settle all matters.

NOTE 16 – OPERATING LEASES

The Company entered into a Motor Vehicle Lease Agreement (Vehicle Lease") on December 22, 2024. Amount due at signing is $10,526 followed by thirty-six monthly payments of $1,173.54, for total payments of $42,247.44.

Adoption of Accounting Standard Update ("ASU") 2016-02, *Leases* (Topic 842), resulted in recording an initial right-of-use ("ROU") assets and operating lease liabilities of $45,467 on May 1, 2022.

On January 24, 2025, Clean Seas West Virginia, Inc ("CSWV") entered into a Lease Agreement (the "Lease") with Quincy Coal Company (the "Lessor") relating to approximately 62,650 square feet of property located at 1 2700 East Dupont Ave, Belle, West Virgina. The term of the Lease is for ten years commencing March 1, 2025. The monthly base rent is $16,667 for the first twelve (12) months, increasing each year thereafter. The total rent for the entire lease term is approximately $2,401,000.

Adoption of Accounting Standard Update ("ASU") 2016-02, *Leases* (Topic 842), resulted in recording an initial right-of-use ("ROU") assets and operating lease liabilities of $ 1,776,746 on March 1, 2025.

Asset	Balance Sheet Classification	December 31, 2025	December 31, 2024
Operating lease assets	Right of use assets	$ 1,683,916	$ 45,467
Total lease assets		$ 1,683,916	$ 45,467
Liability			
Operating lease liability – current portion	Current operating lease liability	$ 202,790	$ 11,814
Operating lease liability – noncurrent portion	Long-term operating lease liability	1,457,618	31,353
Total lease liability		$ 1,660,408	$ 43,167

For the year ended December 31:	
2026	$ 220,749
2027	227,842
2028	223,531
2029	232,472
Thereafter	1,356,952
Total payments	$ 2,261,546
Amount representing interest	$ (601,138)
Lease obligation, net	1,660,408
Less current portion	(202,790)
Lease obligations – long term	$ 1,457,618

Lease expense for the year ended December 31, 2025 for the auto and property lease, was $21,840 and $200,103, respectively.

NOTE 17 - SEGMENT REPORTING

ASC Topic 280, "Segment Reporting" establishes the standards for reporting information about operating segments on a basis consistent with the Company's internal organization structure as well as information about services categories, business segments and major customers in financial statements. The Company is managed as one operating unit, rather than multiple reporting units, for internal reporting purposes and for internal decision-making and discloses its operating results in a single reportable segment. The Company's chief operating decision maker ("CODM"), represented by the Company's Chief Executive Officer, reviews financial information and assesses the operations of the Company in order to make strategic decisions such as allocation of resources and assessing operating performance.

NOTE 18 — INCOME TAX

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, as well as for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which those temporary differences are expected to reverse.

The Company assesses the recoverability of deferred tax assets each reporting period. Based on the Company's history of operating losses, cumulative losses in recent years, and the uncertainty regarding the realization of deferred tax assets, management has concluded that it is more likely than not that substantially all deferred tax assets will not be realized. Accordingly, the Company has recorded a full valuation allowance against its net deferred tax assets.

Net deferred tax assets consist of the following components as of December 31:

	2025	2024
Deferred Tax Assets:		
NOL Carryover	$ (21,697,000)	$ (14,377,000)
Payroll accrual	137,600	125,100
Deferred tax liabilities:		

Less valuation allowance	21,560,114	14,251,900
Net deferred tax assets	$ —	$ —

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the period ended December 31, due to the following:

	2025	2024
Book loss	$ (1,966,800)	$ (2,978,300)
Other nondeductible expenses	417,000	1,695,800
Valuation allowance	1,549,800	1,282,500
	$ —	$ —

At December 31, 2025, the Company had net operating loss carry forwards of approximately $21,697,000 that may be offset against future taxable income. NOLs from tax years up to 2017 can be carried forward twenty years. Under the CARES Act, the Company can carry forward NOLs indefinitely for NOLs generated in a tax year beginning after 2017, that remain after they are carried back to tax years in the five-year carryback period. No tax benefit has been reported in the December 31, 2025, financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

The following table reconciles the federal statutory income tax rate to the Company's effective income tax rate:

	Amount	**Rate**
Tax benefit at U.S. federal statutory rate (21%)	$(1,966,843)	(21.0)%
State income taxes, net of federal benefit	800	0.0%
Permanent differences – nondeductible expenses	417,024	4.5%
Change in valuation allowance	1,549,019	16.5%
Income tax expense	**$0**	**0.0%**

The Company operates in multiple foreign jurisdictions and may be subject to foreign income taxes. The provision for income taxes does not included and possible taxes levied by foreign governments.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years. With few exceptions, the Company is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years before 2016.

NOTE 19 — DISCONTINUED OPERATIONS

In accordance with the provisions of ASC 205-20, *Presentation of Financial Statements*, we have separately reported the liabilities of the discontinued operations in the consolidated balance sheets. The liabilities have been reflected as discontinued operations in the consolidated balance sheets as of December 31, 2025 and 2024 , and consist of the following:

	December 31, 2025	December 31, 2024
Current Liabilities of Discontinued Operations:		
Accounts payable	$ 49,159	$ 49,159
Accrued expenses	6,923	6,923
Loans payable	11,011	11,011
Total Current Liabilities of Discontinued Operations:	$ 67,093	$ 67,093

NOTE 20 — SUBSEQUENT EVENTS

In accordance with ASC 855 management has performed an evaluation of subsequent events through the date of filing and has determined that it has the following material subsequent events to disclose in these unaudited consolidated financial statements.

Subsequent to December 31, 2025, Mr. Bates loaned the Company an additional $70,000. The loans bear interest at 8% and mature in one year.

Subsequent to December 31, 2025, CFI Capital converted $135,000, $4,804 and $6,000 of principal, interest and fees, respectively, into 75,194,004 shares of common stock.

Subsequent to December 31, 2025, ClearThink converted $199,010, $16,500 and $2,750 of principal, interest and fees, respectively, into 68,531,746 shares of common stock.

Subsequent to December 31, 2025, Coventry converted $356,500 of principal into 105,000,000 shares of common stock.

Subsequent to December 31, 2025, GS Capital converted $7,750 and $887 of principal and interest, respectively, into 4,852,067 shares of common stock.

Subsequent to December 31, 2025, Labrys II converted $238,000, $23,800 and $19,250 of principal, interest and fees, respectively, into 100,032,456 shares of common stock.

On January 9, 2026, the Company entered into a Convertible Note with Craig Fischer and/or BB Winks, LLC providing for aggregate borrowings of up to $250,000 over a 90-day funding period, with individual advances ranging from a minimum of $10,000 to a maximum of $250,000. Amounts funded under the note bear interest at 12% per annum and mature on January 9, 2027. Each advance is subject to a 10% original issue discount and the issuance of commitment shares, with the number of commitment shares based on the amount funded. The Company may prepay amounts outstanding only with the holder's consent. Beginning six months after each advance, or upon the occurrence of an event of default, the holder may convert outstanding principal, accrued interest and other amounts due into shares of the Company's common stock at a fixed conversion price of $0.0053 per share.

On March 27, 2026, the Company issued a convertible promissory note to Geebis Consulting, LLC with a principal amount of $65,000 in exchange for cash proceeds of $50,000, resulting in an original issue discount of $15,000. The note bears interest at 12% per annum and matures on September 27, 2026. The Company may prepay the note at any time without penalty. Upon the occurrence of an event of default, the holder may convert the outstanding principal, accrued interest, and certain other amounts into shares of the Company's common stock at a conversion price equal to 77% of the lowest trading price of the Company's common stock during the fifteen trading days preceding the conversion date,

On April 15, 2026, the Company entered into a secured promissory note with Trillium Partners L.P. with a principal amount of $150,000, issued for cash proceeds of $100,000, resulting in an original issue discount of $50,000. The note matures on June 30, 2026, and may be prepaid without penalty. The Company's obligations under the note are secured by a pledge of 30,000,000 shares of the Company's common stock pursuant to a separate pledge agreement. Upon an event of default, the holder may declare all amounts immediately due and payable, and the outstanding balance may become convertible into shares of the Company's common stock at a conversion price determined in accordance with the terms of the note.