

Changming Industrial Management Group Holding

Amendment to [Annual Report](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 06/30/2026

Explanatory Note:
Amendment for typos

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

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Changming Industrial Management Group Holding

Room 113, Level 11, Building #D, No. 1

Ji Yanta District

Xi'an City, 710000

China

1-416-428 0963

Meihuaxu2000@gmail.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:

204,178,999 as December 31, 2025

204,178,999 as December 31, 2024

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Formerly, China Health Care Corp, until February 2019

Formerly, The Cavalier Group until May 2008

Changming Industrial Management Group Holding and its predecessors (the "Company"), was incorporated under the laws of Wyoming in 2005.

Its current state will be active pending renewal (renewal filed).

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

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

None

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

None

The address(es) of the issuer's principal executive office:

*Room 113, Level 11, Building #D, No. 1
Ji Yanta District
Xi'an City, 710000
China*

The address(es) of the issuer's principal place of business:

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

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

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

On June 26, 2018, the Company was appointed and granted an appointment of Custodian or Receiver of Corporation. Because of the Company's non-compliance with federal and state law, Ms. Keaveney was granted status as Custodian of the Company. On August 1st, 2019, through issuance of Preferred Voting Super A Shares, Mr ZhouBin Ren became the largest shareholder of the Company and appointed President. In November of 2018, the Company changed the company from China Health to Changming Industrial Management Group Holding to describe the newly formed Company. On March 25th, 2019, the Company, through a share exchange agreement acquired their Chinese Subsidiary, Changming Mineral Products, Ltd.

2) Security Information

Transfer Agent

Name: Security Stock Transfer
Co. Phone: 800-785-7785

Publicly Quoted or Traded Securities:

Trading symbol:	CMIM	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	36866G101	
Par or stated value:	0.001	
Total shares authorized:	1,000,000,000	as of date: December 31, 2025
Total shares outstanding:	204,178,999	as of date: December 31, 2025
Total number of shareholders of record:	1,363	as of date: December 31, 2025

Other classes of authorized or outstanding equity securities:

Exact title and class of the security:	Preferred
CUSIP (if applicable):	N/A
Par or stated value:	.001
Total shares authorized:	1,000 as of date December 31, 2025
Total shares outstanding (if applicable):	1,000 as of date: December 31,2025

Security Description:

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

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

Common shares are allowed one vote per share, dividends at the discretion of the Board of Directors

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

Exist, but are not active

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

NONE

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

NONE

3) Issuance History

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/23 Common: 204,178,999 Preferred: 1,000			*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.
Shares Outstanding on Date of This Report: Ending Balance: Date 12/31/2025 Common: 204,178,999 Preferred: 1,000									

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

Established in Hanbin District, Ankang of Shaanxi Province, Changming Mineral Products Co., Ltd, main business includes the processing and sales of mineral products as well as vanadium mining.

The vanadium ore is located in the Liangcha Village, Dazhuyuan Town, Hanbin District of Ankang City.

According to the statistical studies by the Institute of Mineral Resources, Chinese Academy of Geological Sciences, the ore district has a de facto reserve volume of stone coals 60.94 million tons, V205 400,000 tons. The average grade of V205 is 0.84%, and the volume of V205 amounts to 0.8145% of the total resources.

Changming Mineral Products Co., Ltd. has obtained the legitimate mining right through a series of processes including tendering, auction and listing, etc. The vanadium ore is located in the Liangcha Village, Dazhuyuan Town, Hanbin District of Ankang City. The geographic coordinate of the ore center is at 108°41'40.1"E and 32°33'20.6"N. The transportation of the ore district is very convenient with a county road on its west connecting to the provincial highway 310 (AnkangZiyang), and the Dazhuyuan Station of Xiangyang-Chongqing railway line is only 2.5kms away from its east. There is an AnMao highway 2kms away to the north of the ore, which is helpful for the metallogenic condition. Also, the hydro-geology and engineering geology are quite simple, suitable for exploitation. The scope of the ore is defined by six points with a total size of approximately 2.06 square kms, and the level of mining depth ranges from 646m to 390m.

According to the statistical studies by the Institute of Mineral Resources, Chinese Academy of Geological Sciences, the ore district has a de facto reserve volume of stone coals 60.94 million tons, V205 400,000 tons. The average grade of V205 is 0.84%, and the volume of V205 amounts to 0.8145% of the total resources. According to the current market price, the potential value of V205 reserves is estimated to at least RMB100 billion.

Since obtaining the mining certificate from the Bureau of Land and Resources on 29 July 2011, Changming has put on a record at the National Development and Reform Commission and received the approval of construction respectively from environmental assessment, water conservation, forestry and safety supervision departments. In August 2013, the basic construction was completed, and two mining belts were put into operation, with an overall investment of RMB60 million. At the beginning of 2015, according to the new national environmental protection policy, the mining area was rectified. By the end of 2018, all mining formalities were postponed and the formality of open mining to tunnel mining was completed.

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

NONE

C. Describe the issuers' principal products or services.

See Question A

5) Issuer's Facilities

. The Company is provided with office space by its President at no Charge

No active operations at this time

6) Officers, Directors, and Control Persons

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Zhou Bin Ren	President, CEO, CFO, Director	Xi'an City, China	None			
Yuemeng Yan	Secretary, Director	Xi'an City, China	None			
Yujun Deng	Treasurer, Director	Si'an City, China	None			
Huachu Tang	Majority Stock Owner	Si'an City, China	134,923,544	Common		66%

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above in Section 5 have, in the past 10 years:

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

NONE.

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

8) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Donald Keer, PE, Esq.
Firm: Donald Keer, PE, Esq
Address 1: 3663 Greenwood Circle
Address 2: Chalfont, PA 18914
Phone: 215-962-9378
Email: keeresq@gmail.com

Accountant or Auditor

Name: GK Reincke
Firm: Torreon Financial Services, Inc
Address 1: 90 W Calle de Las Tiendan
Address 2: Green Valley, AZ 85614
Phone: 727-470-8684
Email: factsco@gmail.com

All other means of Investor Communication:

NONE

Other Service Providers

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

NONE

9) Financial Statements

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

Name: **GK Reincke**
Title: **Consulting**
Relationship to Issuer: **Vendor**

B The following financial statements were prepared in accordance with:

- 1. IFRS
- U.S. GAAP

C. The following financial statements were prepared by (name of individual)²:

Name: **GK Reincke**
Title: **Consultant**
Relationship to Issuer: **Vendor**

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

Oversees staff with over 46 years of CPA and consulting experience; 19 years of preparing financial statements for small public companies.

The following financial statements are presented for the most recent two financial years:

- a. Balance Sheet; As of December 31, 2025 and December 31, 2024
- b. Statement of Income; For the years ended December 31, 2025 and 2024
- c. Statement of Cash Flows: For years ended December 31, 2025 and 2024
- d. Statement of Changes in Stockholders' Equity for the period December 31, 2023 through December 31, 2025
- e. Notes to the Financial Statements

10) Issuer Certification

Principal Executive Officer:

I, Zhou Bin Ren, certify that:

1. I have reviewed this Annual Disclosure Statement of **Changming Industrial Management Group Holding**
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, 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.

6/18/2026

/s/ Zhou Bin Ren

Zhou Bin Ren, CEO/CFO/President

Principal Financial Officer

I, Zhou Bin Ren, certify that:

4. I have reviewed this Annual Disclosure Statement of **Changming Industrial Management Group Holding**
5. 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
6. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, 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.

6/18/2026

/s/ Zhou Bin Ren

Zhou Bin Ren, CEO/CFO/President

**Changming Industrial Management Group Holding
Balance Sheet**

	December 31, 2025 <u>(Unaudited)</u>	December 31, 2024 <u>(Unaudited)</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ -	\$ -
Accounts receivables'	-	-
Inventory	-	-
Other Current Assets	-	-
Total current assets	<u>-</u>	<u>-</u>
Fixed Assets - Net	<u>217,739</u>	<u>217,739</u>
Other assets		
Intangible assets	-	-
Total Other Assets	<u>-</u>	<u>-</u>
Total Assets	\$ <u>217,739</u>	\$ <u>217,739</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued expenses	\$ -	\$ -
Other current liabilities	-	-
Total current liabilities	<u>-</u>	<u>-</u>
Long term obligation	<u>-</u>	<u>-</u>
Total Liabilities	<u>-</u>	<u>-</u>
Stockholders' equity (deficit)		
Common stock, \$0.001 par value; 1,000,000,000 shares shares authorized; 204,178,999 and 204,178,999 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively	204,179	204,179
Additional paid-in capital	537,791	537,791
Accumulated profits	<u>(524,231)</u>	<u>(524,231)</u>
Total stockholders' (deficit)	<u>217,739</u>	<u>217,739</u>
Total Liabilities and Stockholders' Equity	\$ <u>217,739</u>	\$ <u>217,739</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

Changming Industrial Management Group Holding
Income Statement

	For the Years Ended	
	December 31	December 31
	2025	2024
	(Unaudited)	(Unaudited)
Revenues	\$ <u> -</u>	\$ <u> -</u>
Operating Expenses		
General & Administrative	-	
Professional fees	<u> -</u>	<u> -</u>
Total Operating Expenses	<u> -</u>	<u> -</u>
Net Operating Loss	<u> -</u>	<u> -</u>
Other Income (Expense)		
Interest		-
Loss - change in fair value of convertible debt		-
Penalty on convertible debt	<u> -</u>	<u> -</u>
Total Other Income (Expense)	<u> -</u>	<u> -</u>
NET INCOME (LOSS)	<u><u> -</u></u>	<u><u> -</u></u>

The accompanying Notes to the Financial Statements are an integral part of these statements

Changming Industrial Management Group Holding
Cash Flow Statement

	For the Years Ended	
	December 31,	December 31,
	2025	2024
	(Unaudited)	(Unaudited)
Cash flows from operations		
Net (loss)	\$ -	\$ -
Loss on fair value of convertible debt	-	-
Expenses paid by shareholder	-	-
Stock issued for services & fees	-	-
Effect due to Prior Period Adjustments	-	-
Adjustments to reconcile net loss to net cash		
Advances to related party	-	-
Prepaid expenses	-	-
Accounts Payable	-	-
Accrued Interest	-	-
Accrued salaries & payroll taxes - related party	-	-
Net cash provided by (used) operating activities	-	-
Cash flows from investing activities	-	-
Cash flows from financing activities		
Repayments of loan, related party	-	-
Repayments of loan, convertible notes	-	-
Investment expenses	-	-
Proceeds from sale of common stock	-	-
Proceeds from sale of convertible debt	-	-
Net cash provided by (used) by financing activities	-	-
Net Increase (Decrease) in cash	-	-
Cash, Beginning of Period	-	-
Cash, End of Period	\$ -	\$ -

The accompanying Notes to the Financial Statements are an integral part of these statements

Changming Industrial Management Group Holding
Shareholder Equity

	Common Stock		Additional Paid in Capital	Accumulated Other Comprehensive	Accumulated Profit (Deficit)	Total Stockholder's Equity
	Shares	Par Value				
Balance - December 31, 2023	<u>204,178,999</u>	<u>\$ 204,179</u>	<u>\$ 537,791</u>	<u>\$ -</u>	<u>\$ (524,231)</u>	<u>\$ 217,739</u>
Balance - December 31, 2024	<u>204,178,999</u>	<u>\$ 204,179</u>	<u>\$ 537,791</u>	<u>\$ -</u>	<u>\$ (524,231)</u>	<u>\$ 217,739</u>
Net Profit (Loss)					-	-
Balance - December 31, 2025	<u>204,178,999</u>	<u>\$ 204,179</u>	<u>\$ 537,791</u>	<u>\$ -</u>	<u>\$ (524,231)</u>	<u>\$ 217,739</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

Changming Industrial Management Group Holding

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2025

(Unaudited)

NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

ChangMing Industrial Management Group Holding was incorporated in the State of Wyoming USA on November 24, 2018 for the purpose of becoming the holding company of Changming Mineral Product Co. Ltd. A Share Exchange Agreement was closed as of the March 13; the sole purpose of the transaction contemplated under the Agreement is the establishment of a U.S. Holding Company, At the Closing, the Changming Mineral Product Co, Ltd. received from the Changming Industrial Management Group Holding, and Changming Industrial Management Group Holding agree to issue to the shareholders of the Changming Mineral Product Co, Ltd 1,000 Shares of Super A Preferred Voting Stock in exchange for the transfer of 30,000,000 share of the Common Stock of the Changming Mineral Product Co, Ltd.

The Changming Mineral Product Co, Ltd was a company organized in China in 2010, and it is now Changming Industrial Management Group Holding's wholly-owned subsidiary. The Company's main business includes the processing and sales of mineral products as well as vanadium mining. There have been no significant changes in the nature of these activities during the financial year.

On 06 26/2018, the Company was appointed and granted an appointment of Custodian or Receiver of Corporation. Because of the Company's non-compliance with federal and state law, Ms. Keaveney was granted status as Custodian of the Company. On August 1st, 2019, through issuance of Preferred Voting Super A Shares, Mr. Zhou Bin Ren became the largest shareholder of the Company and appointed President. In November of 2018, the Company changed the company from China Health to Changming Industrial Management Group Holding to describe the newly formed Company. On March 25th, 2019, the Company, through a share exchange agreement acquired their Chinese Subsidiary, Changming Mineral Products, Ltd. On June 6, 2019, FINRA approved the boards Resolution to Reverse Split the Common shares on a 12 to 1 Ratio.

NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in The United States of America and the rules and regulations of the Securities and Exchange Commission ("SEC").

Basis of Accounting

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles accepted in the United States. All intercompany transactions have been eliminated.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company currently has no operations with an accumulated deficit of \$ 552,340 as of December 31, 2025. The Company intends to commence operations as set out below and raise the necessary funds to carry out the aforementioned strategies. The Company cannot be certain that it will be successful in these strategies even with the required funding. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, cash equivalents include demand deposits, money market funds, and all highly liquid debt instruments with original maturities of three months or less.

Financial Instruments

The FASB issued ASC 820-10, Fair Value Measurements and Disclosures, for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Concentrations and Credit Risks

The Company's financial instruments that are exposed to concentrations and credit risk primarily consist of its cash, sales, and accounts receivable. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

Foreign Currency Translation

The accounts of the Company are accounted for in accordance with the Statement of Financial Accounting Standards No. 52 ("SFAS 52"), "Foreign Currency Translation". The financial statements of the Company are translated into US dollars as follows: assets and liabilities at year-end exchange rates; income, expenses, and cash flows at average exchange rates; and shareholders' equity at historical exchange rate.

Monetary assets and liabilities, and the related revenue, expense, gain and loss accounts, of the Company are re-measured at year-end exchange rates. Non-monetary assets and liabilities, and the related revenue, expense, gain, and loss accounts are re-measured at historical rates. Adjustments which result from the re-measurement of the assets and liabilities of the Company are included in net income.

Share-Based Compensation

ASC 718, Compensation – Stock Compensation, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized in the period of grant.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, Equity – Based Payments to Non-Employees. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

As of December 31, 2025, and December 31, 2025, respectively, there was \$ -0- of unrecognized expense related to non-vested stock-based compensation arrangements granted. There have been no options granted during the three months ended December 31, 2025, and 2024, respectively.

Income Taxes

The Company accounts for income taxes under ASC 740, Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. Deferred tax assets or liabilities were offset by a 100% valuation allowance, therefore there has been no recognized benefit as of December 31, 2025, and December 31, 2025, respectively. Further it is unlikely with the change of control that the Company will have the ability to realize any future tax benefits that may exist.

Commitments and Contingencies

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Earnings Per Share

Basic EPS is calculated by dividing net income (loss) available to common stockholders by the weighted average number of shares of the Company's common stock outstanding during the period. Diluted EPS is calculated based on the net income (loss) available to common stockholders and the weighted average number of shares of common stock outstanding during the period, adjusted for the effects of all potential dilutive common stock issuances related to options, warrants, restricted stock units and convertible preferred stock. The dilutive effect of our share-based awards and warrants is computed using the treasury stock method, which assumes all share-based awards and warrants are exercised and the hypothetical proceeds from exercise are used to purchase common stock at the average market price during the period. The incremental shares (i.e., the difference between shares assumed to be issued versus purchased), to the extent they would have been dilutive, are included in the denominator of the diluted EPS calculation. The dilutive effect of our convertible preferred stock is computed using the if-converted method, which assumes conversion at the beginning of the year. However, when a net loss exists, no potential common stock equivalents are included in the

computation of the diluted per-share amount because the computation would result in an anti-dilutive per-share amount.

Forgiveness of Indebtedness

The Company follows the guidance of AS 470.10 related to debt forgiveness and extinguishment. Debts of the Company are considered extinguished when the statute of limitations in the applicable jurisdiction expires or when terminated by judicial authority such as the granting of a declaratory judgment. Debts to related parties or shareholders are treated as capital transactions when forgiven or extinguished and credited to additional paid in capital. Debts to non-related parties are treated as other income when forgiven or extinguished.

Recent Accounting Pronouncements

We have reviewed all the recently issued, but not yet effective, accounting pronouncements and we do not believe any of these pronouncements will have a material impact on the Company.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815), which changes both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results, in order to better align an entity's risk management activities and financial reporting for hedging relationships. The amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. FASB ASU No. 2017-12 is effective for Annual reporting periods beginning after December 15, 2018, including interim periods within those Annual reporting periods, with early adoption permitted.

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This guidance changes how companies account for certain aspects of share-based payments to employees. Among other things, under the new guidance, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in-capital ("APIC") but will instead record such items as income tax expense or benefit in the income statement, and APIC pools will be eliminated. Companies will apply this guidance prospectively. Another component of the new guidance allows companies to make an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards, whereby forfeitures can be estimated, as required today, or recognized when they occur. If elected, the change to recognize forfeitures when they occur needs to be adopted using a modified retrospective approach.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which establishes new accounting and disclosure requirements for leases. FASB ASU No. 2016-02 requires lessees to classify most leases as either finance or operating leases and to initially recognize a lease liability and right-of-use asset. Entities may elect to account for certain short-term leases (with a term of 12 months or less) using a method similar to the current operating lease model. The statements of operations will include, for finance leases, separate recognition of interest on the lease liability and amortization of the right-of-use asset and for operating leases, a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. While we are in the early stages of our implementation process for FASB ASU No. 2016-02 and have not yet determined its impact on our financial position or results of operations, these leases would potentially be required to be presented on the balance sheet in accordance with the requirements of FASB ASU No. 2016-02. FASB ASU No. 2016-02 is effective for Annual reporting periods beginning after December 15, 2018, including interim periods within those Annual reporting periods, with early adoption permitted. FASB ASU No. 2016-02 must be applied using a modified retrospective approach, which requires recognition and measurement of leases at the beginning of the earliest period presented, with certain practical expedients available.

In July 2015, the FASB issued ASU No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. The guidance requires an entity to measure inventory at the lower of cost or net realizable value, which is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation, rather than the lower of cost or market in the previous guidance. This amendment applies to inventory that is measured using first-in, first-out (FIFO). This amendment is effective for public entities for fiscal years beginning after December 15,

2016, including interim periods within those years. A reporting entity should apply the amendments prospectively with earlier application permitted as of the beginning of an interim or Annual reporting period. The Company is currently evaluating the impact of this guidance, if any, on its financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. generally accepted accounting principles when it becomes effective. In July 2015, the FASB deferred the effective date of the standard by an additional year; however, it provided companies the option to adopt one year earlier, commensurate with the original effective date.

NOTE 4 - INCOME TAXES

Income taxes are provided based upon the liability method. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by accounting standards to allow recognition of such an asset.

As of December 31, 2025, and December 31, 2024, the Company expected no net deferred tax assets to be recognized, resulting from any net operating loss carry forwards. Deferred tax assets were offset by a corresponding allowance of 100%.

NOTE 5 — COMMITMENTS AND CONTINGENCIES

The Company’s Operations are subject to significant risks and uncertainties including financial, operational and regulatory risks, including the potential of business failure.

NOTE 6 - SUBSEQUENT EVENTS

In accordance with FASB ASC Topic 855, Subsequent Events, the Company evaluates events and transactions that occur after the balance sheet date for potential recognition in the financial statements. The effects of all subsequent events that provide additional evidence of conditions that existed at the balance sheet date are recognized in the financial statements as of December 31, 2025. In preparing these financial statements, the Company evaluated the events and transactions that occurred through the date these financial statements were issued.

As of the date of this report, there are no significant events that would require disclosure.