

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **BLAQCLOUDS INC**

7201 West Lake Mead Blvs #530 Las Vegas NV 89128

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+610-621-4804

<https://blaqclouds.io/>

[hello@blaqclouds.io](mailto:hello@blaqclouds.io)

**SIC:7372**

## **Quarterly Report**

**For the period ending June 30, 2026 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

915,812,392 as of June 30, 2026

915,812,392 as of March 31, 2026

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

Present: **BlaqClouds Inc.**

Current State and Date of Incorporation or Registration: **Nevada. November 17, 2010.**

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

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

Incorporated in Nevada as Mericol, Inc. on November 17, 2010

Changed name to Maxwell Resources, Inc., on August 22, 2012

Changed name to Blaqclouds, Inc. on July 11, 2019

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:

BLAQclouds Property Group, Inc. – Filed with FINRA on January 5, 2026 as a Spin-Off ratio 100:1 (1 new share for every 100 shares of BLAQclouds, Inc. owned as of the ex-date).

Apollo Direct, Inc. – Filed with FINRA on March 3, 2026 as a Spin-Off ratio 100:1 with a July 31 ex-date (1 new share for every 100 shares of BLAQclouds, Inc. owned as of the ex-date).

ZEUS Blockchain Partners – Filed with FINRA on April 2, 2026 as a Spin-Off Direct Public Offering. Ratio and ex-date will be announced under form 8k.

BLAQclouds Media Group – Will be filed with FINRA in the 3<sup>rd</sup> Quarter as a Spin-Off ratio 100:1 and ex-date (1 new share for every 100 shares of BLAQclouds, Inc. owned as of the ex-date). BLAQclouds, NV is in final negotiations with a media and blockchain focused OTC company, to perform a share exchange with BLAQclouds Media Group becoming the surviving entity. Terms will be announced via a national press release once completed.

BLAQclouds, NV is in final negotiations with a blockchain focused SPAC listed on NASDAQ, to perform a share exchange with BLAQclouds becoming the surviving entity. Terms will be announced under form 8k once completed.

BLAQclouds Healthcare Technology - Will be filed with FINRA in the 3<sup>rd</sup> Quarter as a Spin-Off. Ratio TBD and ex-date TBD. BLAQclouds is in final negotiations with a NASDAQ Bio-Tech company to acquire BLAQclouds Healthcare Technology with BLAQclouds Healthcare Technology becoming the surviving entity. Terms will be announced under form 8k once completed.

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

7201 West Lake Mead Blvd Suite 530 Las Vegas NV 89128

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:

317 East Penn Ave Robesonia, PA 19551

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:

### Case Information

Respondent (Participant) - Maxwell Resources, Inc.

Petitioner - Small Cap Compliance, LLC

A-19-788465-P | In the Matter of the Petition of Small Cap Compliance, LLC

Case Number - A-19-788465-P/ Court - Department 26 - Judicial Officer - Sturman, Gloria - File Date - 01/30/2019

Order Appointing Custodian dated April; 22,2019, Eighth Judicial District Court of Nevada, Clark County, Case No. A-19-788465-P

## 2) Security Information

### Transfer Agent

Name: Madison Stock Transfer

Phone: +718-627-4453

Email: [info@madisonstocktransfer.com](mailto:info@madisonstocktransfer.com)

Address: 2206 Quentin Rd Brooklyn NY 11229

### 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:                                     | <u>BCDS</u>                            |
| Exact title and class of securities outstanding:    | <u>COMMON</u>                          |
| CUSIP:                                              | <u>093418101</u>                       |
| Par or stated value:                                | <u>0.001</u>                           |
| Total shares authorized:                            | 1,000,000,000 as of date June 30, 2026 |
| Total shares outstanding:                           | 915,812,392 as of date June 30, 2026   |
| Number of shares in the Public Float <sup>2</sup> : | 905,794,782 as of date June 30, 2026   |
| Total number of shareholders of record:             | 38 as of date June 30, 2026            |

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

None

### Other classes of authorized or outstanding equity securities:

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

|                                                  |                                     |
|--------------------------------------------------|-------------------------------------|
| Exact title and class of securities outstanding: | PREFERRED                           |
| CUSIP:                                           | <u>NA</u>                           |
| Par or stated value:                             | <u>0.001</u>                        |
| Total shares authorized:                         | 5,000,000 as of date: June 30, 2026 |
| Total shares outstanding:                        | 5,000,000 as of date: June 30, 2026 |
| Total number of shareholders of record           | 1                                   |

### Security Description:

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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.

Dividends as declared; one vote per share; no preemptive rights

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

Dividends as declared; one vote per share; conversion at par; liquidation preference over common; no redemption or sinking fund provisions

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

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

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

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

| Shares Outstanding as of Second Most Recent Fiscal Year End:<br><u>Opening Balance</u><br>Date January 1, 2026 Common: 915,812,392<br>Preferred: 5,000,000 |                                                                                  |                                        | *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.<br><br>*You must disclose the control person(s) for any entities listed. | Reason for share issuance (e.g. for cash or debt conversion)<br>-OR-<br>Nature of Services Provided | Restricted or Unrestricted as of this filing. | Exemption or Registration Type. |

|          |          |             |        |        |    |                                             |              |              |     |
|----------|----------|-------------|--------|--------|----|---------------------------------------------|--------------|--------------|-----|
| 3/22/23  | Issuance | 6,500,000   | Common | \$.001 | No | Vuvu Ventures (Todd Violetter)              | Conversion   | Unrestricted | 144 |
| 3/24/23  | Issuance | 6,500,000   | Common | \$.001 | No | Michael Dobbs                               | Conversion   | Unrestricted | 144 |
| 8/1/23   | Issuance | 200,000,000 | Common | \$.001 | No | Marjorie Schaefer                           | Compensation | Restricted   | 144 |
| 9/5/23   | Issuance | 7,000,000   | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 6/6/24   | Issuance | 28,000,000  | Common | \$.001 | No | Vic Devlaeminck                             | Conversion   | Restricted   | 144 |
| 7/15/24  | Issuance | 30,000,000  | Common | \$.001 | No | Vic Devlaeminck                             | Conversion   | Restricted   | 144 |
| 11/4/24  | Issuance | 30,000,000  | Common | \$.001 | No | Vic Devlaeminck                             | Conversion   | Restricted   | 144 |
| 12/10/24 | Issuance | 35,000,000  | Common | \$.001 | No | Quay View Partners, LLC (Beau Kelley)       | Conversion   | Restricted   | 144 |
| 3/19/25  | Issuance | 25,000,000  | Common | \$.001 | No | Quay View Partners, LLC (Beau Kelley)       | Conversion   | Restricted   | 144 |
| 3/27/25  | Issuance | 40,000,000  | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 10/3/25  | Issuance | 66,000,000  | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 6/26/25  | Issuance | 36,000,000  | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 7/10/25  | Issuance | 46,000,000  | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 7/11/25  | Issuance | 5,000,000   | Common | \$.001 | No | Wong Hang Nga                               | Conversion   | Restricted   | 144 |
| 7/22/25  | Issuance | 54,000,000  | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 7/29/25  | Issuance | 54,534,120  | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 8/15/25  | Issuance | 65,000,000  | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion   | Restricted   | 144 |
| 8/26/25  | Issuance | 65,000,000  | Common | \$.001 | No | Pinnacle Consulting                         | Conversion   | Restricted   | 144 |

|                                                                                                                                                           |           |            |        |        |    |                                             |            |            |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|--------|--------|----|---------------------------------------------|------------|------------|-----|
|                                                                                                                                                           |           |            |        |        |    | Service (Robert Hymers)                     |            |            |     |
| 9/5/25                                                                                                                                                    | Issuance  | 65,000,000 | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion | Restricted | 144 |
| 9/18/25                                                                                                                                                   | Issuance  | 60,000,000 | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion | Restricted | 144 |
| 9/29/25                                                                                                                                                   | Issuance  | 66,000,000 | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion | Restricted | 144 |
| 10/3/25                                                                                                                                                   | Issuance  | 66,000,000 | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion | Restricted | 144 |
| 10/8/25                                                                                                                                                   | Issuance  | 79,000,000 | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion | Restricted | 144 |
| 11/3/25                                                                                                                                                   | Issuance* | 35,000,000 | Common | \$.001 | No | Pinnacle Consulting Service (Robert Hymers) | Conversion | Restricted | 144 |
| Shares Outstanding on Date of This Report:<br><br><u>Ending Balance:</u><br><br>Date June 30, 2026<br><br>Common: 915,812,392<br><br>Preferred: 5,000,000 |           |            |        |        |    |                                             |            |            |     |

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2022, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2020 through September 30, 2022 pursuant to the tabular format above.

\* Settlement Shares issued to Pinnacle Consulting

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 X (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 (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-------------------------------------------------|
| 03/25/2019            | 23,606                   | 19,000                            | 4,606                 | Settled       | Automatic conversion of common stock @ \$0.001 not exceeding 9.9% of the company common stock.                   | Vic Devlaeminck                                                                                | Convertible Loan                                |
| 05/10/2019            | 24,766                   | 20,000                            | 4,766                 | Settled       | Unsecured Note with options to convert to common shares @ \$0.001 not exceeding 9.9% of the company common stock | Vic Devlaeminck                                                                                | Convertible Loan                                |
| 07/15/2022            | 12,513                   | 7,500                             | 5,013                 | Settled       | Convertible Shares at \$0.001 with a 50% discount after 6months. Secured OID of 5,000,000 preferred shares.      | VUVU VENTURES INC<br>Todd Violette                                                             | Convertible Loan                                |
| 08/03/2022            | 20,250                   | 12,500                            | 7,750                 | Settled       | Convertible Shares at \$0.001 with a 50% discount after 6months. Secured OID of 80,000,000 common shares.        | VUVU VENTURES INC<br>Todd Violette                                                             | Convertible Loan                                |
| 11/22/22              | 23,606                   | 19,000                            | 4,606                 | Settled       | Convertible Shares at \$0.001 with a 50% discount after 6months. Secured OID of 80,000,000 common shares.        | VUVU VENTURES INC<br>Todd Violette                                                             | Convertible Loan                                |
| 8/31/22               | 38,679                   | 80,000                            | 7,772                 | Settled       | Convertible Shares at \$0.001 with a 80% discount after 6months.                                                 | Vic Devlaeminck                                                                                | Services (legal/accounting)                     |
| 1/2/23                | 116,167                  | 105,000                           | 11,167                | Settled       | Convertible Shares at \$0.001 with a 80% discount after 6months.                                                 | Vic Devlaeminck                                                                                | Services (legal/accounting)                     |
| 1/2/24                | 313,635                  | 300,000                           | 13,635                | Settled       | Convertible Shares at \$0.001 with a 80% discount after 6months.                                                 | Vic Devlaeminck                                                                                | Services (legal/accounting)                     |
| 1/2/25                | 304,500                  | 300,00                            | 4,500                 | Settled       | Convertible Shares at \$0.001 with a 80% discount after 6months                                                  | Vic Devlaeminck                                                                                | Services (legal/accounting)                     |

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

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

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

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

BLAQclouds' mission is to bridge legacy networks with decentralized technology, unifying fragmented blockchain economies into a seamless, interoperable payment and commerce network. We deliver platforms that empower businesses and individuals to unlock the full potential of digital assets, making spending crypto as easy, trusted, and as practical as cash.

We believe in the transformative power of blockchain technology to create more inclusive, transparent, and efficient financial systems. Our team of experts is committed to pushing the boundaries of what's possible in the world of decentralized finance.

Through constant innovation and strategic partnerships, we aim to build a comprehensive ecosystem of products and services that empower individuals and businesses to fully participate in the digital economy.

As of June 30, 2026, BLAQclouds, Inc. owns and operates the following digital assets:

Digital Assets that BLAQclouds owns are as follows:

<https://www.blaqclouds.io> - Corporate Website  
<https://zeuschainscan.io> - ZEUS Blockchain Explorer  
<https://apolloscan.io> - Apollo Blockchain Explorer  
<https://dex.zeusx.io> - DEX Multi-Chain for ZEUS, APOLLO, ETH, BNB, BASE, POLY and APE  
<https://infusetrade.io> - Hybrid DEX with Order-Book Function  
<https://www.zeusxpay.io> - Crypto Payment Plugin for WIX, Wordpress and Shopify  
<https://www.blaqpay.io> - a Corporate and Developer focused Crypto Payment Platform  
<https://www.apollocash.io> - a multi-platform remittance app powered by APUSD with SPRITZ Onramp/Offramp and Billpay  
<https://www.zeusbridge.io> - a multi-chain bridge for APUSD  
<https://www.ApolloNFT.io> - a NFT minting Marketplace specializing in long form content NFTs  
<https://www.bitnotify.io> - DEFI Email/SMS Alert platform  
<https://www.incognitiyKYC.io> - KYC Defi App  
<https://www.DeployTokens.com> - No-Code smart contract generator  
<https://DeployLaunchpad.com> - EVM Launchpad and Bot generator  
<https://ZEUSbridge.io> - Ecosystem Multi-Chain Bridge for Apollo and ZEUS  
<https://www.Ampleswap.com> - Multi-Chain DEX  
<https://www.reflextoken.com> - Media Token Platform  
<https://apollowallet.io> - Multi-Chain EVM Wallet with SPRTIZ Onramp/Offramp and Billpay  
<https://apolloID.io> - Top Level Domain ID for ZEUS and Apollo  
<https://www.ShopwithCrypto.io> - Gift Card Marketplace with Crypto  
<https://www.apewithcrypto.io> - Gift Card Marketplace using APE Coin  
<https://www.DinewithCrypto.io> - Restaurant Marketplace with Crypto  
<https://www.apollobox.io> - NFT Mixer  
<https://www.bpginc.io> - RWA Commercial and Residential Platform  
<https://www.theAlley.io> - SocialFI MEGA App

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

Apollo Direct, Inc. a Wyoming Corporation is a wholly owned subsidiary of BLAQclouds, Inc.  
BLAQclouds Property Group, Inc. a Wyoming Corporation is a wholly owned subsidiary of BLAQclouds, Inc.  
BLAQclouds Global Technology, Inc. a Wyoming Corporation is a wholly owned subsidiary of BLAQclouds, Inc.  
BLAQclouds Healthcare Technology, Inc. a Wyoming Corporation is a wholly owned subsidiary of BLAQclouds, Inc.  
BLAQclouds Media, Inc. a Wyoming Corporation is a wholly owned subsidiary of BLAQclouds, Inc.  
BLAQpay, Inc. a Wyoming Corporation is a wholly owned subsidiary of BLAQclouds, Inc.  
BLAQclouds Global Technology, Inc. a Nevada Corporation is a wholly owned subsidiary of BLAQclouds, Inc.  
BLAQclouds Labs, LLC a Nevada Limited Liability Company has BLAQclouds, Inc. as the managing member



ZEUS Blockchain Partners, a Wyoming Corporation is a wholly owned subsidiary of BLAQclouds, Inc.

C. Describe the issuers' principal products or services.

BLAQclouds, Inc. (OTC: BCDS), a Web3 development, infrastructure, fintech, and real-world asset (RWA) technology company. Detailed information about BLAQclouds can be found at <https://www.blaqclouds.io>

**5) Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. 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.

During the fiscal year, the Company has maintained office space at 317 East Penn Ave Robeson PA 19551 which includes standard private office space, logistics space and a Podcast studio for east coast crypto projects and 7201 West Lake Mead Blvd Suite 530 Las Vegas NV 89128. Suite 530 is a state-of-the-art Podcast Studio that is used for Shareholder communications, Podcast for OTC companies and emerging crypto platforms. It also includes offices for executive and development staff.

**6) Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

The goal of this section is to provide an investor 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 shareholders.

| Name of Officer/Director or Control Person                              | 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 | Note                                                 |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------|------------------------|------------------|-------------------------------------------|------------------------------------------------------|
| BLAQclouds<br>DEFI Funding,<br>Inc. Shannon<br>Hill sole<br>Shareholder | CEO                                                                           | Broomfield, CO                          | 5,000,000              | Preferred        | 100%                                      | Shares grant full control of the company operations. |
| Shannon Hill                                                            | CEO                                                                           | Las Vegas, NV                           | 25,000,000             | Common           | 2.73%                                     |                                                      |

|                  |                      |               |            |        |       |                            |
|------------------|----------------------|---------------|------------|--------|-------|----------------------------|
| Julian Zhao      | Head of Partnerships | Los Angeles   | 10,000,000 | Common | 1.09% | After 6 months of Vesting  |
| Ankit Solanki    | BOD                  | Illinois      | 25,000,000 | Common | 2.73% | Board of Director          |
| Anthony Emmert   | BOD                  | Tennessee     | 25,000,000 | Common | 2.73% | Board of Director          |
| Dr. Todd Zang    | BOD                  | Las Vegas, NV | 25,000,000 | Common | 2.73% | Board of Director          |
| Dr. Tony Ratliff | ABOD                 | Indiana       | 25,000,000 | Common | 2.73% | Advisory Board of Director |
| Mike Gleason     | ABOD                 | Tennessee     | 25,000,000 | Common | 2.73% | Advisory Board of Director |
| James Thrasher   | ABOD                 | Illinois      | 25,000,000 | Common | 2.73% | Advisory Board of Director |

## 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 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.

In Q2, BLAQclouds, Inc et al, was named in a civil employment action with a former employee. As of the date of this filing, this matter has been negotiated, settled and dismissed. The terms are confidential but are not deemed material to the BLAQclouds balance sheet.

## 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.

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Michael Song, Esq.  
Address 1: 1875 Lawrence Street, Suite 730  
Address 2: Denver, CO 80202  
Phone: (720)773-7678  
Email: [msong@sjjlawfirm.com](mailto:msong@sjjlawfirm.com)

### Accountant or Auditor

Name: Trey Witfield  
Firm: TWC Consulting, LLC.  
Nature of Services: Accountant  
Address 1: 209 Caroline Lee Dr  
Address 2: Smyrna, TN 37167  
Phone: (423) 329-3361  
Email: [trey@twclimited.com](mailto:trey@twclimited.com)

### Investor Relations

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

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

X (Twitter): [@blaqclouds\\_WY](https://twitter.com/blaqclouds_WY)  
Discord: <https://discord.gg/BhwrXSq3Fk>  
LinkedIn: <https://www.linkedin.com/company/blaqclouds-inc/>  
YouTube: [https://www.youtube.com/@Blaqclouds\\_Inc](https://www.youtube.com/@Blaqclouds_Inc)  
[Other ] <https://www.thealley.io/groups/k7jzj>

### 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: Trey Witfield  
Firm: TWC Consulting, LLC.  
Nature of Services: Accountant  
Address 1: 209 Caroline Lee Dr  
Address 2: Smyrna, TN 37167  
Phone: (423) 329-3361  
Email: trey@twclimited.com

## 9) Disclosure & Financial Information

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

Name: Shannon Hill  
Title: CEO  
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: Shannon Hill  
Title: CEO  
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements:<sup>35</sup> **CEO**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

**FINANCIAL STATEMENTS BEGIN AT PAGE 11**

## 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.

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<sup>35</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

The certifications shall follow the format below:

I, Shannon Hill, certify that:

1. I have reviewed this Disclosure Statement for Blaqclouds, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 8, 2026

/s/ Shannon Hill [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

**BLAQCLOUDS INC**  
**Financial Statements**  
**Balance Sheet**  
**For the Periods Ended June 30, 2026 & June 30, 2025**  
**Unaudited**

|                                   | Jun 30, 2026          | Jun 30, 2025     |
|-----------------------------------|-----------------------|------------------|
| <b>ASSETS</b>                     |                       |                  |
| <b>Current Assets</b>             |                       |                  |
| Cash on Hand, in Bank             | 117,881               | 7,353            |
| Accounts Receivable               | 50,000                | 0                |
| <b>Total Current Assets</b>       | <b>167,881</b>        | <b>7,353</b>     |
| <b>Fixed Assets</b>               |                       |                  |
| Real Estate                       | 2,371,891             | 2,371,891        |
| Furniture & Equipment             | 4,270                 | 4,270            |
| <b>Total Fixed Assets</b>         | <b>2,376,161</b>      | <b>2,376,161</b> |
| Cryptocurrency Holdings           | <b>27,630,113,648</b> |                  |
| Employee Advances                 | <b>20,000</b>         |                  |
| Notes Receivable                  | <b>152,404</b>        | <b>0</b>         |
| <b>Total Other Current Assets</b> | <b>27,630,286,052</b> | <b>0</b>         |
| <b>Total Assets</b>               | <b>27,632,830,094</b> | <b>2,383,514</b> |

**BLAQCLOUDS INC**  
**Financial Statements**  
**Balance Sheet**  
**For the Periods Ended June 30, 2026 & June 30, 2025**  
**Unaudited**

|                                                                                                                           | Jun 30, 2026          | Jun 30, 2025     |
|---------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------|
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                               |                       |                  |
| <b>LIABILITIES</b>                                                                                                        |                       |                  |
| <b>Current Liabilities</b>                                                                                                |                       |                  |
| Accounts Payable-prof.                                                                                                    | 150,000               | 150,000          |
| Accounts Payable                                                                                                          | 54,420                | 54,420           |
| Mercury Credit Card                                                                                                       | 15,161                |                  |
| Accrued Other                                                                                                             | 50,000                |                  |
| Deferred Revenue                                                                                                          | 50,000                |                  |
| <b>Total Current Liabilities</b>                                                                                          | <b>319,581</b>        | <b>204,420</b>   |
| <b>Long-Term Liabilities</b>                                                                                              |                       |                  |
| Mortgage Payable                                                                                                          | 0                     | 2,279,583        |
| Convertible Notes                                                                                                         | 0                     | 877,722          |
| <b>Total Long-Term Liabilities</b>                                                                                        | <b>0</b>              | <b>3,157,305</b> |
| <b>Total Liabilities</b>                                                                                                  | <b>319,581</b>        | <b>3,361,725</b> |
| <b>STOCKHOLDERS' EQUITY</b>                                                                                               |                       |                  |
| Common Stock, \$0.001 par value,<br>1,000,000,000 shares authorized,<br>915,812,392 issued and outstanding<br>at 6/30/26. | 915,812               | 473,278          |
| Preferred Stock, \$0.001 par value,<br>5,000,000 shares authorized,<br>5,000,000 issued and outstanding<br>at 6/30/26.    | 5,000                 | 5,000            |
| Additional Paid-in-Capital                                                                                                | 852,672               | 727,224          |
| Retained Earnings                                                                                                         | 3,940,207,046         | -2,057,551       |
| Current Earnings                                                                                                          | 23,690,529,984        | -126,162         |
| <b>Total Stockholders' Equity</b>                                                                                         | <b>27,632,510,514</b> | <b>-978,211</b>  |
| <b>Total Liabilities and Stockholders' Equity</b>                                                                         | <b>27,632,830,095</b> | <b>2,383,514</b> |

**BLAQCLOUDS INC**  
**Statement of Income and**  
**Retained Earnings (Deficit)**  
**For the Six Months Ended**  
**June 30, 2026 and June 30, 2025**  
**Unaudited**

|                                    | Jun 30, 2026             | Jun 30, 2025        |
|------------------------------------|--------------------------|---------------------|
| <b>Revenue</b>                     |                          |                     |
| Revenue                            | \$ 2,360,624,416         | \$ 51,138           |
| <b>Total Revenue</b>               | <b>\$ 2,360,624,416</b>  | <b>\$ 51,138</b>    |
| <b>Expenses</b>                    |                          |                     |
| Wages and Salaries                 | \$ 33,500                | \$ -                |
| Tech Development                   | \$ 247,765               | \$ -                |
| Utilities                          | \$ 1,343                 | \$ -                |
| Charges and Fees                   | \$ -                     | \$ -                |
| Marketing and Selling              | \$ -                     | \$ -                |
| Bank Fees                          | \$ 16,874                | \$ 42               |
| Computer - Internet                | \$ -                     | \$ 90               |
| Dues & Subscriptions               | \$ (3,643)               | \$ -                |
| Accrued Interest                   | \$ -                     | \$ 27,123           |
| Rent & Lease                       | \$ 8,697                 | \$ -                |
| Legal & Professional               | \$ 20,000                | \$ 150,000          |
| Office Expense                     | \$ 80,086                | \$ 45               |
| General Business Expenses          | \$ 191,587               | \$ -                |
| Vehicles                           | \$ 775                   | \$ -                |
| Travel, Meals & Entertainment      | \$ 7,714                 | \$ -                |
| <b>Total Operating Expenses</b>    | <b>\$ 604,697</b>        | <b>\$ 177,300</b>   |
| <b>Net Operating Income (Loss)</b> | <b>\$ 2,360,019,718</b>  | <b>\$ (126,162)</b> |
| Total Other Income                 | \$ 21,330,510,266        |                     |
| <b>NET GAIN (LOSS)</b>             | <b>\$ 23,690,529,984</b> | <b>\$ (126,162)</b> |



**BLAQCLOUDS INC**  
**Statement of Cash Flows**  
**For the Six Months Ended**  
**June 30, 2026 and June 30, 2025**  
**Unaudited**

|                                                                                      | Jun 30, 2026              | Jun 30, 2025        |
|--------------------------------------------------------------------------------------|---------------------------|---------------------|
| <b>OPERATING ACTIVITIES</b>                                                          |                           |                     |
| <b>Net Income (Loss)</b>                                                             | \$ 23,690,529,984         | \$ (126,162)        |
| Adjustments to reconcile net<br>Income (Loss) to net cash<br>provided by operations. |                           |                     |
| Inventories                                                                          | \$ -                      | \$ -                |
| Decrease (Increase) in Accounts Receivable                                           | \$ (50,000)               | \$ -                |
| Decrease (Increase) in Cryptocurrencies                                              | \$(23,690,421,560)        | \$ -                |
| Decrease (Increase) in Other Current Assets                                          | \$ (152,342)              | \$ -                |
| Increase (Decrease) in Accounts Payable                                              | \$ (18,190)               | \$ (189,121)        |
| Increase (Decrease) in Accrued Interest                                              | \$ -                      | \$ -                |
| Increase (Decrease) in Accrued Wages                                                 | \$ -                      | \$ -                |
| Increase (Decrease) in Deferred Revenue                                              | \$ 50,000                 | \$ -                |
| <b>Total Adjustments</b>                                                             | <b>\$(23,690,592,092)</b> | <b>\$ (189,121)</b> |
| <b>Net Cash Provided by Operating Activities</b>                                     | <b>\$ (62,108)</b>        | <b>\$ (315,283)</b> |
| <b>Investing Activities</b>                                                          |                           |                     |
| Asset Acquisition / Divestment                                                       | \$ -                      | \$ -                |
| <b>Net Cash Provided by Investment Activities</b>                                    | <b>\$ -</b>               | <b>\$ -</b>         |
| <b>Financing Activities</b>                                                          |                           |                     |
| Notes Payable                                                                        | \$ -                      | \$ 246,198          |
| Contracts Payable                                                                    | \$ -                      | \$ -                |
| Paid in Surplus                                                                      | \$ -                      | \$ -                |
| Stock Issuance                                                                       | \$ -                      | \$ 65,000           |
| <b>Net Cash from Financing Activities</b>                                            | <b>\$ -</b>               | <b>\$ 311,198</b>   |
| <b>Net Cash Increase for Period</b>                                                  | <b>\$ (62,108)</b>        | <b>\$ (4,085)</b>   |
| <b>Cash at Beginning of Period</b>                                                   | <b>\$ 179,989</b>         | <b>\$ 11,438</b>    |
| <b>Cash at End of Period</b>                                                         | <b>\$ 117,881</b>         | <b>\$ 7,353</b>     |

**BLAQCLOUDS INC**  
**Statement of Stockholders' Equity**  
**June 30, 2026 and June 30, 2025**  
**Unaudited**

|                              | Common Stock |         | Preferred Stock |        | Paid-In   | Accum.         | Total Stockholders' |
|------------------------------|--------------|---------|-----------------|--------|-----------|----------------|---------------------|
|                              | Shares       | Amount  | Shares          | Amount | Capital   | Earning        | Equity              |
| December 31, 2020            | 10,278,272   | 10,278  |                 |        | (264,449) | (1,258,433)    | (1,512,604)         |
| Stock Issuances              |              |         |                 |        |           |                |                     |
| Net Income (Loss) - 12/31/21 |              |         |                 |        |           | (153,965)      | (153,965)           |
| December 31, 2021            | 10,278,272   | 10,278  |                 |        | (264,449) | (1,412,398)    | (1,666,569)         |
| Stock Issuances              | 55,000,000   | 55,000  |                 |        | 1,014,182 |                | 1,069,182           |
| Net Income (Loss) - 12/31/22 |              |         |                 |        |           | (206,344)      | (206,344)           |
| December 31, 2022            | 65,278,272   | 65,278  |                 |        | 749,733   | (1,618,742)    | (803,731)           |
| Stock Issuances              | 220,000,000  | 220,000 |                 |        |           |                | 220,000             |
| Net Income (Loss) - 12/31/23 |              |         |                 |        |           | (221,766)      | (221,766)           |
| December 31, 2023            | 285,278,272  | 285,278 |                 |        | 749,733   | (1,840,508)    | (805,497)           |
| Stock Issuances              | 123,000,000  | 123,000 |                 |        | (22,509)  |                | 100,491             |
| Net Income (Loss) - 12/31/24 |              |         |                 |        |           | (217,043)      | (217,043)           |
| December 31, 2024            | 408,278,272  | 408,278 |                 |        | 727,224   | (2,057,551)    | (922,049)           |
| Stock Issuances              | 507,534,120  | 507,534 | 5,000,000       | 5,000  | 125,448   |                | 637,982             |
| Net Income (Loss) - 12/31/25 |              |         |                 |        |           | 3,942,264,596  | 3,942,264,596       |
| Balance - December 31, 2025  | 915,812,392  | 915,812 |                 |        | 852,672   | 3,940,207,045  | 3,941,980,529       |
| Stock Issuances              | 0            | 0       | 0               | 0      | 0         |                | 0                   |
| Net Income (Loss) - 12/31/26 |              |         |                 |        |           | 23,690,529,984 | 23,690,529,984      |
| Balance - June 30, 2026      | 915,812,392  | 915,812 |                 |        | 852,672   | 27,630,737,029 | 27,632,510,513      |



BlaqClouds Inc.

**Notes to the Financial Statements**  
**For the Three Months Ended June 30, 2026.**

**Note 1 - Organization and Operations**

Nature of Business and Continuance of Operations

BlaqClouds Inc. (the "Company") was incorporated in the State of Nevada in July 2019. We are a real estate holding company with a focus on international real estate acquisition, development and sales.

These financial statements have been prepared on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As of December 31, 2025, the Company has settled and or cancelled all of the outstanding debt and has begun to generate revenue from its blockchain development operations.

**Note 2 - Significant and Critical Accounting Policies and Practices**

**(a). Basis of Presentation**

These financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States and are expressed in US dollars. The Company's fiscal year end is December 31.

**(b). Use of Estimates**

The preparation of financial statements in conformity with United States 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 financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to stock-based compensation and deferred income tax asset valuation allowances.

The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources.

The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

As of December 31, 2025, the company entered into a long-term funding agreement with several family offices in Utah, New York, Connecticut, California and Florida. The group is comprised of only accredited investors. This long-term funding agreement allows the borrower to draw down 10% of the face value of a basket of ZEUS Chain, Apollo Chain tokens at a rate of LIBOR +3. This basket is currently held in escrow and as of December 31, 2025 the Company has not draw down from this long-term funding agreement, as the company is completing development of several corporate initiatives. As of December 31, 2025 the escrow had a value of \$3,789, 467, 700, of which 10% can be drawn upon to be used for normal business expenses including staff, product development, marketing and business expansion. This long-term funding agreement is not personally guaranteed nor is it secured by the company's stock. As of the end of Q1, the Company terminated this funding agreement and the escrow tokens were returned to treasury. (See Note 10)

**(c). Cash and Cash Equivalents**

The Company considers all highly liquid instruments with an original maturity of three months or less at the time of issuance to be cash equivalents.

**(d). Financial Instruments**

The Company's financial instruments consist principally of cash and cash equivalents, accounts payable and accrued liabilities, short-term debts and due to related parties. Pursuant to ASC 820, *Fair Value Measurements and Disclosures* and ASC 825, *Financial Instruments* the fair value of the Company's cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets.

The Company's planned operations will be international, which results in exposure to market risks from changes in foreign currency exchange rates. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company's functional currency for all operations worldwide is the U.S. dollar. Nonmonetary assets and liabilities are translated at historical rates and monetary assets and liabilities are translated at exchange rates in effect at the end of the year. Revenues and expenses are translated at average rates for the year. Gains and losses from translation of foreign currency financial statements into U.S. dollars are included in current results of operations.

**(e). Income Taxes**

The Company uses the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, the Company does not foresee generating taxable income soon and utilizing its deferred tax asset, therefore, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The Company has no material uncertain tax positions for any of the reporting periods presented.

**(f). Stock-Based Compensation**

We estimate the fair value of each stock option award at the grant date by using the Black-Scholes option pricing model and common shares based on the market price of the Company’s common stock on the date of the share grant. The fair value determined represents the cost for the award and is recognized over the vesting period during which an employee is required to provide service in exchange for the award. As share-based compensation expense is recognized based on awards ultimately expected to vest, we reduce the expense for estimated forfeitures based on historical forfeiture rates. Previously recognized compensation costs may be adjusted to reflect the actual forfeiture rate for the entire award at the end of the vesting period. Excess tax benefits, if any, are recognized as an addition to paid-in capital.

**(g) Fair value measurements.**

When required to measure assets or liabilities at fair value, the Company uses a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used. The Company determines the level within the fair value hierarchy in which the fair value measurements in their entirety fall. The categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Level 1 uses quoted prices in active markets for identical assets or liabilities, Level 2 uses significant other observable inputs, and Level 3 uses significant unobservable inputs. The amount of the total gains or losses for the period are included in earnings that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date. - The Company has no assets or liabilities that are adjusted to fair value on a recurring basis.

**(h) Convertible financial instruments**

The Company bifurcates conversion options from their host instruments and accounts for them as free-standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not remeasured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

An exception to this rule is when the host instrument is deemed to be conventional, as that term is described under applicable U.S. GAAP.

**(i) Beneficial conversion feature**

The issuance of the convertible debt generated a beneficial conversion feature (“BCF”), which arises when a debt or equity security is issued with an embedded conversion option that is beneficial to the investor or in the money at inception because the conversion option has an effective strike price that is less than the market price of the underlying stock at the commitment date. The Company recognized the BCF by allocating the intrinsic value of the conversion option, which is the number of shares of common stock available upon conversion multiplied by the difference between the effective

conversion price per share and the fair value of common stock per share on the commitment date, resulting in a discount on the convertible debt (recorded as a component of additional paid-in capital). The discount is amortized to interest expense over the term of the convertible debt.

**(j) Revenue Recognition**

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers, which requires revenue to be recognized when control of promised goods or services is transferred to customers in an amount that reflects the consideration the Company expects to be entitled to receive.

For the quarter ending June 30, 2026, the Company reported total revenue of \$2,189,885,930, compared to \$1,200,607,202 for the quarter ending March 31, 2026, representing a 82.4% increase from the previous quarter.

Revenue for the quarter ending June 30, 2026 consisted primarily of amounts earned as fee income from the BLAQclouds, ZEUSx DEX, ApolloWALLET, ApolloCASH, ApolloCHAIN and BLAQpay. There were additional development fees earned from Super Studios, Autonomous and SETO.

During the quarter ending June 30, 2026, the company upgraded Shop With Crypto by building a reservation system to enhance the customer experience and designed a three tier system where Tier 1 offers stablecoins only, Tier 2 offers all tokens and Tier 3 offers just tokens within its ecosystem. The company also upgraded theAlley, which has been fully integrated with ShopwithCrypto. The goal is to launch this upgraded version of Shop with Crypto in the third quarter of 2026.

**Note 3 - Recent Accounting Pronouncements**

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, Leases (Topic 842). The update modified the classification criteria and requires lessees to recognize the assets and liabilities on the balance sheet for most leases. The update was effective for fiscal years beginning after December 15, 2018, with early adoption permitted. Adoption of this update as of July 1, 2019, did not have a material impact on the Company's consolidated financial statements because the Company has no long-term operating leases.

In June 2018, the FASB issued ASU 2018-07, Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. The update aligns the accounting for share-based payment awards issued to nonemployees with those issued to employees. Under the new guidance, the nonemployee awards will be measured on the grant date and compensation costs will be recognized when achievement of the performance condition is probable. This new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The adoption of the new guidance on July 1, 2019, did not have a material impact on the Company's consolidated financial statements. In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework- Changes to the Disclosure Requirements for Fair Value Measurement. The update modifies the disclosure requirements for recurring and nonrecurring fair value measurements, primarily those surrounding Level 3 fair value measurements and transfers between Level 1 and Level 2. The new standard is effective for fiscal years beginning after December 15, 2019, including interim periods within that reporting period. The Company is currently evaluating the new guidance and does not expect it to have a material impact on its consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 “Debt—Debt with Conversion and Other Options” and ASC subtopic 815-40 “Hedging—Contracts in Entity’s Own Equity”. The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and, (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

As of December 31, 2025, there are no recently issued accounting standards not yet adopted that would have a material effect on the Company’s financial statements to have a material impact on the Company’s CFS.

#### **Note 4 – Going Concern**

The Company’s financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

#### **Note 5- Notes Payable**

On May 10<sup>th</sup> 2019, the Company entered into a promissory note in the principal amount of \$20,000, with an unrelated third party. The note carries an annual monthly interest rate of \$100 per month and is a demand note. As of December 31, 2025, this note has been settled.

On March 25<sup>th</sup> 2019, the Company entered a convertible note in the principal amount of \$38,000 with an unrelated third party. The note carries an annual interest rate of 18% with a maturity date on one year from the closing of the note. As of December 31, 2025, this note has been settled.

On July 25<sup>th</sup>, 2022, the Company entered a convertible note in the principal amount of \$7,500, with an unrelated third party. The note carries an annual interest rate of 12% with a maturity date on January 15<sup>th</sup>, 2023. As of December 31, 2025, this note has been settled.

On August 3<sup>rd</sup>, 2022, the Company entered into a convertible note in the principal amount of \$12,500, with an unrelated third party. The note carries an annual interest rate of 12% with a maturity date of January 31<sup>st</sup>, 2023. As of December 31, 2025, this note has been settled.

On August 31<sup>st</sup>, 2022, the Company entered into a convertible note in the principal amount of \$80,000, with an unrelated third party. The note carries an annual interest rate of 6% with a maturity date of October 31<sup>st</sup>, 2022. As of December 31, 2025, this note has been settled.

On January 2, 2023, the Company entered into a convertible note in the principal amount of \$105,000, with an unrelated third party. The note carries an annual interest rate of 6% with a maturity date of April 30, 2023. As of December 31, 2025, this note has been settled.

On January 2, 2024, the Company entered into a convertible note in the principal amount of \$300,000, with an unrelated third party. The note carries an annual interest rate of 6% with a maturity date of June 30, 2024. As of December 31, 2025, this note has been settled.

## **Note 6- Previous Management**

On Oct 1, 2025 and October 8, 2025, Current management assumed control of the Company from previous management. For the quarter ending Sept 30, 2025, 252,516,512 shares were issued in the quarter. On November 2, 2025, the Company's new management entered into a settlement agreement with Pinnacle Consulting for 35,000,000 shares. This settlement fully retired all outstanding notes held by Pinnacle Consulting, with the shares subject to an orderly liquidation schedule not to exceed 2,500,000 shares per trading day. As of December 31, 2025, Pinnacle Consulting has liquidated their entire position and they hold no BCDS shares.

## **Note 7 – Subsequent event**

In November 2024, current management entered into a Stock Purchase Agreement(SPA) with previous management. In April of 2025, previous management sent current management a termination notice for failure to pay. This termination was done without legal basis as the payment was made to and confirmed by previous corporate counsel. On October 1, 2025, a settlement between the parties was reached. On October 8, 2025 new management assumed control of Blaqclouds, Inc. and commenced operation "Clean Up" executing the Blaqclouds business model outlined on [www.Blaqclouds.io](http://www.Blaqclouds.io). As of December 31, 2025, under operation "Clean up", all outstanding notes have been settled, retired and or cancelled. As of March 31, 2026, the company has not issued any new shares nor have they entered into any funding relationships or agreements The .

## **Note 8 – Operational Websites and Apps**

As of June 30, 2026, BLAQclouds, Inc. owns and operated the following digital assets:

Digital Assets that BLAQclouds owns are as follows:

<https://www.blaqclouds.io> - Corporate Website

<https://zeuschainscan.io> - ZEUS Blockchain Explorer

<https://apolloscan.io> - Apollo Blockchain Explorer

<https://dex.zeusx.io> - DEX Multi-Chain for ZEUS, APOLLO, ETH, BNB, BASE, POLY and APE

<https://infusetrade.io> - Hybrid DEX with Order-Book Function

<https://www.zeusxpay.io> - Crypto Payment Plugin for WIX, Wordpress and Shopify

<https://www.blaqpay.io> – a Corporate and Developer focused Crypto Payment Platform



<https://www.apollocash.io> – a multi-platform remittance app powered by APUSD with SPRITZ Onramp/Offramp and Billpay  
<https://www.zeusbridge.io> – a multi-chain bridge for APUSD  
<https://www.ApolloNFT.io> – a NFT minting Marketplace specializing in long form content NFTs  
<https://www.bitnotify.io> - DEFI Email/SMS Alert platform  
<https://www.incogniKYC.io> - KYC Defi App  
<https://www.DeployTokens.com> - No-Code smart contract generator  
<https://DeployLaunchpad.com> - EVM Launchpad and Bot generator  
<https://ZEUSbridge.io> - Ecosystem Multi-Chain Bridge for Apollo and ZEUS  
<https://www.Ampleswap.com> - Multi-Chain DEX  
<https://www.reflextoken.com> - Media Token Platform  
<https://apollowallet.io> - Multi-Chain EVM Wallet with SPRITZ Onramp/Offramp and Billpay  
<https://apolloID.io> - Top Level Domain ID for ZEUS and Apollo  
<https://www.ShopwithCrypto.io> - Gift Card Marketplace with Crypto  
<https://www.apewithcrypto.io> - Gift Card Marketplace using APE Coin  
<https://www.DinewithCrypto.io> - Restaurant Marketplace with Crypto  
<https://www.apollobox.io> - NFT Mixer  
<https://www.bpginc.io> - RWA Commercial and Residential Platform  
<https://www.theAlley.io> - SocialFI MEGA App

### **Note 9 – Non-Core Token Holdings**

Non-Core Tokens holdings remaining consistent with the end of Q4 2025 with the following changes: ETH holdings grew at a rate of 76.54% for the quarter ending March 31, 2026 with ETH assets growing from \$212,740 at the end of Q1 to \$375,578 for the quarter ending March 31, 2026. USDT grew at a rate of 6,695% from \$76,819.22 at the end of Q1 2026 to \$5,219,885 at the end of the quarter ending June 30, 2026. The company no longer maintains its OTCfi position of 3,063,021.90 OTCfi tokens on the SOL Chain. The Company paid \$5,000 USD for this position. At the end of Q4 2025 the tokens were valued at \$11,693.79. At the quarter ending March 31, 2026, the OTCfi position decreased in value to \$2,660. At the beginning of Q2, the Company sold this position for \$1,285, representing a 74.3% loss.

### **Note 10 – Long-Term Funding Agreement Basket**

On February 1<sup>st</sup> the company terminated the long-term funding agreement and assumed control of the collateral wallet. The decision to terminate this agreement was in the best interest of the Company and its shareholders.

### **Note 11 – Outside Professional Services**

#### **TREY WITFIELD**

Trey Witfield is the managing partner of TWC Consulting, LLC., He has been hired in his professional capacity as and outside accountant for BLAQclouds, Inc. His phone number is (423) 329-3361 and his email address is [trey@twclimited.com](mailto:trey@twclimited.com).

Trey Witfield is a finance professional with an MBA in Finance and a Masters in Legal Studies. 12+ years experience in Healthcare and Healthcare Technology. Finance leader at two separate companies that each sold for >\$50M. Responsible for creating formal internal accounting structures, policies, procedures, and team growth at multiple PE backed companies.

In November of 2023, Mr. Witfield was introduced to Net Savings Link as a potential accounting client. That month, Mr. Witfield was hired as an outside accounting professional by James Tilton, CEO of Net Savings Link (NSAV). Mr. Witfield's role was to review and prepare the corporate financial statements in accordance with GAAP. In his professional capacity, Mr. Witfield relied on the information supplied to him by the Company to prepare these reports. Mr. Witfield was introduced to Net Savings Link (NSAV) by an outside consultant of the Company in an effort to keep the Company in compliance with OTC Markets Disclosure requirements. During this period, Mr. Whitfield became aware of outstanding

litigation between Net Savings and a third party. He recommended the Company file amended financial statements to account for this litigation. The Company began this process but did not completed these recommended amendments and during this period, was put into receivership and to date, has never been reinstated as an active and operating company. Mr. Witfield has not performed any services related to Net Savings Link since the 6/24 financial statements.

Several of the shareholders of Net Savings Link became aware of BLAQclouds and through open market purchases, became shareholders and BLAQclouds. These shareholders suggested that Mr. Witfield be hired to act as an outside accounting professional for the Company. In September 2024, the Company engaged Mr. Witfield to perform outside professional accounting services. This is the second financial statement prepared by Mr. Witfield for BLAQclouds, Inc., which include 9/30/25 and 12/31/25 reports and can be found at <https://www.otcm Markets.com/stock/BCDS/disclosure>

### **Scope of Engagement and Limitation of Liability**

These financial statements were prepared by TWC Consulting, LLC solely from data supplied by the management of BLAQclouds, Inc. TWC Consulting, LLC did not audit, review, compile, or independently verify this data, has no visibility into the Company's day-to-day transactions, and expresses no opinion, conclusion, or assurance of any kind regarding these financial statements. Management is solely responsible for the accuracy of the underlying data, including cryptocurrency wallet balances, on-chain transaction and revenue figures, promissory notes, and related-party transactions, and for review and approval of these financial statements prior to any use. TWC Consulting, LLC's engagement is limited to the preparation of financial statements from data provided by the Company and does not constitute an audit, review, or compilation under any standard issued by the AICPA, PCAOB, or any other standard-setting body.

### **MICHAEL SONG, ESQ**

Mr. Song is a Partner at [Smith Jadin Johnson PLLC](#) and leads the firm's white collar criminal defense and government investigations practice.

Mr. Song is known for his skilled and tenacious representation of individuals and entities in criminal and civil investigations covering a wide range of substantive areas and conducted throughout Colorado and the United States.

Mr. Song is a former federal prosecutor and experienced trial attorney. As a defense attorney, Mr. Song represents individuals in a wide variety of complex criminal and civil matters, including white collar criminal offenses. Mr. Song has also represented clients in both civil and criminal fraud investigations and investigations pending with federal agencies. Mr. Song has extensive experience in a wide variety of federal, state and local criminal matters, including, but not limited to, securities fraud, bribery and gratuities, tax fraud, immigration fraud, counterfeiting, mail and wire fraud, bank fraud and money laundering.

Prior to entering private practice, Mr. Song served with distinction as an Assistant United States Attorney in the District of Columbia and the District of Hawaii. Throughout his years of service as a prosecutor, Mr. Song handled more than 30 criminal trials before juries and judges. Mr. Song also participated in several long-term criminal investigations with specialized federal and state law enforcement task forces.

Mr. Song is a former Chief Deputy District Attorney for the City and County of Denver and Assistant Attorney General for the Colorado Attorney General's Office. Mr. Song was the first Marijuana Attorney in the United States to work in an Attorney General's Office. He also served as a law clerk to The Honorable Royce C. Lamberth of the U.S. District Court in the D.C. Circuit.

Mr. Song graduated from the University of Texas with a juris doctorate degree from the law school and a master's degree in public affairs from the Lyndon B. Johnson School of Public Affairs. Michael earned an M.B.A from Pepperdine University Graziadio School of Business and graduated from the United States Military Academy at West Point. Mr. Song is also active in his community. He currently serves as [Co-Chair for the Board of Directors at the Center on Colfax](#) and [Board Member for the Center for Legal Inclusiveness](#). Mr. Song also serves as the Honorary Consulate General of South Korea for the State of Colorado.

### **VELVOSOFT PRIVATE LTD.**

Velvosoft is a development company in Mumbai, India that operates a professional development team of dozens of developers that specialize in UI, UX, Smart Contracts and Dapp design and deployment. In November of 2025,

BLAQclouds became the sole client of Velvosoftware . Velvosoftware Private Limited, 1111, Galaxy Blue sapphire Plaza Plot no C-03 Sector 4, Greater Noida West 201306 Uttar Pradesh, India. Pjone +91 120 6909616 <https://velvosoftware.com/> Velvosoftware designed and developed the following apps for Blaqclouds:

<https://www.ZEUSbridge.io>  
<https://www.apollowallet.io>  
<https://www.apolloID.io>  
<https://www.apollocash.io>  
<https://www.ampleswap.com>  
<https://www.deploytokens.com>  
<https://www.deploylaunchpad.com>  
<https://www.deploytb.com>  
<https://www.infusetrade.io>

As of March 31, 2026 Blaqclouds and Velvosoftware have completed a partnership creating a new entity with operations in Dubai that will include development of a RWA platform for the growing list of Dubai Real Estate developers that will include fractional ownership via NFTs. The terms of the agreement represent 50% ownership by each party.

### **BOT LOGIC LABS INC.**

Bot Logic Labs is a US based Web3 Development Company that was created when a group of financial professionals and tech developers merged their passions and expertise to come up with the next generation of Web3 applications.

The Bot Logic Labs team helps individuals and companies expertly facilitate the WIX, Wordpress, Shopify and Custom Code Web3 design process. Bot Logic manages over 61 developers that specialize in UI, UX, Graphic Design, Database design and management and smart contract/Dapp development. Bot Logic Labs, Inc. 8800 West 116<sup>th</sup> Circle Broomfield CO 80021 <https://www.botlogiclabs.com> Bot Logic Labs designed and developed the following apps for BLAQclouds:

<https://www.blaqclouds.io>  
<https://www.zeusxpay.io>  
<https://www.shopwithcrypto.io>  
<https://www.dinewithcrypto.io>  
<https://www.theAlley.io>  
<https://www.bitnotify.io>  
<https://www.zeusenergy.io>  
<https://www.apollobox.io>  
<https://www.bpginc.io>

### **Note 12 – Q2 2026 Road Map**

#### **Forward-Looking Statement for BLAQclouds, Inc. (BCDS):**

This meeting contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve risks and uncertainties, and actual results may differ materially from those expressed or implied due to factors including market conditions, regulatory changes, technological developments, and other risks detailed in the company's filings with the SEC.

#### **Q-2 Roll Out Road Map**

| Product                                                               | Q2 and Q3 Customer Retention Goal (CRG) | 2026 Year End CRG |
|-----------------------------------------------------------------------|-----------------------------------------|-------------------|
| <a href="https://www.apollocash.io">https://www.apollocash.io</a>     | 5,500,000                               | 10,000,000        |
| <a href="https://www.apolloNFT.io">https://www.apolloNFT.io</a>       | 3,000,000                               | 11,000,000        |
| <a href="https://www.blaqpay.io">https://www.blaqpay.io</a>           | 5,500,000                               | 5,000,000         |
| <a href="https://www.apolloID.io">https://www.apolloID.io</a>         | 5,000,000                               | 11,000,000        |
| <a href="https://www.apollowallet.io">https://www.apollowallet.io</a> | 15,000,000                              | 20,000,000        |
| <a href="https://www.buyapusd.io">https://www.buyapusd.io</a>         | 7,500,000                               | 25,000,000        |

The company will continue implementation of the Four Pillars Philosophy. For assets that don't measure up to the Four Pillars Philosophy, they will be packaged and either sold or spun out to the BLAQclouds shareholders as a stand alone

public company. In cases of a spinout, BLAQclouds will retain an equity position in the company and be the exclusive technology and blockchain developer. Assets that could be included in this model are:

<https://www.bpginc.io> and the CUBED token – Filed with FINRA in 2026(60% retention)  
Apollo Direct (Ecosystem) – Filed with FINRA in 2026 (60% retention)  
ZEUS Blockchain Partners – Confidential filing 2026 New Listing (60% retention)  
SPAC 1 & 2 – Confidential filings for BLAQclouds, Inc., BLAQpay, Inc. (60% retention)  
<https://www.ampleswap.com> and the AMPLE token – In acquisition discussions (Q3 2026)  
<https://www.reflextoken.com> and the RFX token - In acquisition discussions (Q3 2026)  
<https://quasarwallet.com/> and the RFX token - In acquisition discussions (Q3 2026)

BLAQclouds, Inc., a Nevada corporation, has entered into final negotiations with a blockchain-focused Special Purpose Acquisition Company, or SPAC, regarding an acquisition transaction in which the SPAC would acquire BLAQclouds, Inc., with BLAQclouds expected to become the surviving operating entity upon successful completion of the transaction.

The proposed transaction currently contemplates an indicative valuation of \$0.13 per BCDS share and an exchange ratio of 75:1, meaning that for every seventy-five shares of BCDS held by a qualified shareholder, such shareholder would receive one share of the SPAC or resulting public company, subject to final transaction structure, definitive agreements, applicable regulatory requirements, shareholder eligibility, and closing conditions.

Upon closing, the current management team and Board of Directors of BLAQclouds are expected to remain in their existing roles and continue leading the surviving company under terms and conditions to be set forth in the definitive transaction documents.

Completion of the proposed transaction remains subject to customary and regulatory requirements, including, as applicable, completion of due diligence, execution of definitive acquisition or business combination agreements, audited financial statements and related financial disclosures, SEC-reviewed registration statement or proxy/prospectus materials, SPAC shareholder approval, BLAQclouds corporate approvals, satisfaction of Nasdaq, OTC, FINRA, or other market-related requirements, effectiveness of applicable SEC filings, expiration or completion of any required redemption or election periods, and satisfaction or waiver of customary closing conditions. SEC disclosure requirements for de-SPAC transactions generally include enhanced disclosure regarding the transaction terms, conflicts of interest, dilution, sponsor and affiliate interests, target-company business information, financial statements, projections if used, redemption scenarios, and related risk factors.

There can be no assurance that the parties will enter into definitive agreements, that the proposed transaction will be completed on the terms currently contemplated, or that the transaction will be completed at all. Any final transaction will remain subject to regulatory review, market conditions, corporate approvals, and the completion of all required legal, financial, and disclosure processes.

Upon completion, an 8k and a subsequent Super 8k will be filed with the SEC.