Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines
BitFrontier Capital Holdings, Inc.
(OTCID: BFCH)
d/b/a **UNLOCKD, Inc.**

Incorporated in: State of Wyoming
SIC Code: 2086 Manufacture of Bottled Beverages

Address of Principal Executive Offices:
342 N Queen St. Warehouse D
Lancaster, PA 17603

Telephone: +1 813-693-1377
Website: https://UNLOCKDinc.com/
Investor Relations Contact: John P. Gorst, Chief Executive Officer — IR@UNLOCKDinc.com

Quarterly Report

For the period ending: June 30, 2026

Outstanding Shares
The number of shares outstanding of our Common Stock shares was:

1,271,241,595 as of June 30, 2026 Period End
1,271,241,595 as of Dec 31, 2025 Most Recent Fiscal End
482,365,290 as of Dec 31, 2024 Previous Fiscal End
Note: Any material changes after June 30, 2026 are disclosed under "**Subsequent Events**."

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[1] of the company has occurred over this reporting period:

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[1] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No:☒

Historical Note: On July 21, 2025, a Change in Control occurred when Jordan P. Balencic, D.O. acquired all 51 outstanding shares of the Company's Series D Preferred Stock pursuant to a Change of Control Agreement with former Chief Executive Officer Andrew Gilton II. The Series D Preferred Stock represents 51% of the Company's total voting power. Dr. Balencic became the Company's controlling shareholder and Chief Executive Officer effective July 21, 2025.

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

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

Current name of issuer: BitFrontier Capital Holdings, Inc. (d/b/a UNLOCKD, Inc.)

Previous names (with dates):
Purio, Inc. — name change approved December 20, 2017; effective in the market February 5, 2018.
AOM Minerals, Ltd. — incorporated June 3, 2005; changed name to Purio, Inc. on December 5, 2007.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

The Company was originally incorporated in Nevada on June 3, 2005 and redomiciled to Wyoming on August 14, 2010. The issuer's standing in Wyoming is Active.

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:

Currently anticipated:

None.

Occurred within the past 12 months:

On December 31, 2025, the Company completed the acquisition of substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND, including intellectual property, formulations, trademarks, brand assets, research materials, product-development assets, and related commercialization rights. As consideration for the acquired assets, the Company agreed to issue an aggregate of 400,000,000 restricted shares of Common Stock to the former members and other designated recipients of ERApeutics, LLC.

On May 13, 2026, the Company completed the acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA. Following completion of the transaction, VerdaGenix became a wholly owned operating subsidiary of the Company. As consideration in connection with the acquisition, the Company agreed to issue an aggregate of 225,000,000 restricted shares of Common Stock to the former owners and designated recipients of VerdaGenix. In connection with the acquisition, the Company also assumed and restructured certain pre-existing obligations associated with VerdaGenix through convertible promissory notes having aggregate principal of $231,500.

On July 21, 2025, a Change of Control occurred in which Jordan P. Balencic, D.O. acquired all outstanding Series D Preferred super-voting shares of the Company and assumed the role of Chief Executive Officer. This transfer of control was executed pursuant to a Change of Control Agreement between Dr. Balencic and former CEO Andrew Gilton II.

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

342 N Queen St. Warehouse D
Lancaster, PA 17603

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:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: (702) 433-1979
Email: ss@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

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:	BFCH	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	09174L104	
Par or stated value:	0.0001	
Total shares authorized:	5,000,000,000	as of 06/30/2026
Total shares outstanding:	1,271,241,595	as of 06/30/2026
Total number of shareholders of record:	50	as of 06/30/2026

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	**Preferred D**
CUSIP (if applicable):	N/A
Par or stated value:	0.0001

Total shares authorized:	51	as of 06/30/2026
Total shares outstanding (if applicable):	51	as of 06/30/2026
Total number of shareholders of record (if applicable):	1	as of 06/30/2026

Exact title and class of the security:	**Preferred C**	
CUSIP (if applicable):	N/A	
Par or stated value:	0.0001	
Total shares authorized:	24,750,000	as of 06/30/2026
Total shares outstanding (if applicable):	14,500,000	as of 06/30/2026
Total number of shareholders of record:	7	as of 06/30/2026

Notes: (i) On September 9, 2025, 4,000,000 shares of Series C Preferred Stock previously issued to Bryan Wilkinson were returned to the Company and canceled. No consideration was paid in connection with the cancellation. (ii) Pursuant to the Change of Control Agreement executed on July 21, 2025, 6,250,000 shares of Series C Preferred Stock held by Andrew Gilton II were converted into 12,500,000 shares of Common Stock at a one-for-two (1:2) conversion ratio. These actions reduced the total Series C Preferred shares outstanding from 24,750,000 as of June 30, 2025 to 14,500,000 as of 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.**

   Dividend Rights: Eligible when and if declared by the Board.
   Voting Rights: 1:1 (one vote per share).
   Preemptive Rights: None.

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

   Series D Preferred Stock: 51 super-voting shares, representing 51% of total voting power. *Not convertible into common stock.*
   Series C Preferred Stock: Convertible into common stock at a rate of 1:2.

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

   N/A

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.**

   NA

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: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 1/1/2024 Common: 457,830,708 Preferred: 44,750,051			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g., for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
07/02/2024	New Issuance	23,026,666	Common	.00135	Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
12/23/2024	New Issuance	70,760,666	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
02/15/2025	New Issuance	44,535,555	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
04/17/2025	New Issuance	56,616,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
04/23/2025	New Issuance	58,324,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
06/30/2025	New Issuance	51,282,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/02/2025	New Issuance	68,565,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/07/2025	New Issuance	74,500,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/08/2025	New Issuance	65,000,000	Common		Yes	Andrew Gilton III	Mgt Comp	Restricted	Restricted

07/11/2025	New Issuance	86,700,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/15/2025	New Issuance	97,000,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
07/18/2025	New Issuance	107,101,000	Common		Yes	Jeff Mutual	Debt Conversion	Unrestricted	Rule 144 (4a1)
09/30/2025	New Issuance	10,000,000	Common		Yes	Douglas Vaughn	Services: Corporate Filings	Restricted	Restricted
09/30/2025	New Issuance	10,323,750	Common		Yes	Jordan Balencic D.O., CEO	Cash Contribution	Restricted	Restricted
09/30/2025	New Issuance	6,250,000	Common		Yes	William Cheek	Cash Contribution	Restricted	Restricted
09/30/2025	Cancellation	(4,000,000)	Preferred Class C			Bryan Wilkinson			
09/30/2025	Pref F Conversion	40,000,000 (20,000,000)	Common Pref F		Yes	Andrew Gilton II	Mgt Comp Pref F	Restricted	Restricted
09/30/2025	Pref C Conversion	12,500,000 (6,250,000)	Common Pref C		Yes	Andrew Gilton II	Mgt Comp Pref C	Restricted	Restricted
Shares Outstanding on Date of This Report: Ending Balance: Date 06/30/2026 Common: 1,271,241,595 Preferred: 14,500,051									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

Shares Vested but Unissued / Historical Subscription Obligations

The Company's historical records identify certain legacy subscription agreements entered into by prior management under which shares were contemplated but were never issued. During the current management's review and reconciliation of the Company's historical capitalization records, the Company has attempted to contact the applicable parties to confirm the status of these legacy obligations.

As of the date of this report, no shares have been issued to BGTV Direct or Traveling Caregivers in connection with the respective historical subscription agreements, and neither party has contacted current management to request issuance of the shares. The Company continues to maintain records relating to these historical agreements pending further reconciliation or resolution.

With respect to Who Are You Holdings, LLC, the parties entered into a Rescission and Mutual Release Agreement effective December 9, 2025, pursuant to which the March 14, 2019 subscription agreement was mutually rescinded and terminated. No shares had ever been issued under the subscription agreement, and Who Are You Holdings, LLC irrevocably relinquished all rights to the 2,500,000 shares contemplated thereunder. Accordingly, the Company has no remaining share issuance obligation to Who Are You Holdings, LLC.

The 400,000,000 shares of Common Stock previously reflected as vested but unissued in connection with the EVERMIND acquisition were subsequently issued pursuant to the approved acquisition consideration and allocation schedule and are therefore no longer reflected as vested but unissued.

Convertible Debt – Jeffrey Mutual (Amended July 24, 2025)

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022. Under the amended agreement, the conversion price was fixed at $0.01 per share of Common Stock, the aggregate number of shares issuable under the agreement was capped at 200,000,000 shares, and a 9.9% beneficial ownership limitation applies to conversions.

The amended agreement eliminated the variable-rate conversion provisions contained in the legacy instruments and included a mutual release of claims relating to the prior debt instruments. No conversions under the amended agreement occurred during the quarter ended June 30, 2026.

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.)
5/13/2026	$25,383*	$25,000	$383	5/13/2029	Lesser of $0.001 or 65% of lowest traded price during prior 10 trading days; 9.9% blocker	Christian Vara	Assumption/ restructuring of VerdaGenix acquisition-related debt
5/13/2026	$104,833*	$103,250	$1,583	5/13/2029	Lesser of $0.001 or 65% of lowest traded price during prior 10 trading days; 9.9% blocker	Tonchin Investments, LLC / Lucas Schrier, Manager	Assumption/ restructuring of VerdaGenix acquisition-related debt
5/13/2026	$104,833*	$103,250	$1,583	5/13/2029	Lesser of $0.001 or 65% of lowest traded price during prior 10 trading days; 9.9% blocker	Pinz Capital Special Opportunities Fund, LP / Matthew Pinz, CIO	Assumption/ restructuring of VerdaGenix acquisition-related debt

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

VerdaGenix Acquisition-Related Convertible Notes: In connection with the Company's acquisition of VerdaGenix, LLC, the Company assumed and restructured certain pre-existing obligations associated with VerdaGenix through the issuance of convertible promissory notes dated May 13, 2026, in the aggregate principal amount of $231,500. The notes bear interest at 12% per annum, computed on a simple-interest basis, and mature May 13, 2029. No periodic cash payment of interest is required; accrued but unpaid interest may become payable upon conversion, maturity or acceleration. Outstanding principal and accrued interest are convertible at the lesser of $0.001 per share or 65% of the lowest traded price of the

Company's Common Stock during the ten trading days preceding conversion, subject to a minimum conversion price of $0.0001 per share and a 9.9% beneficial ownership limitation.

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")

BitFrontier Capital Holdings, Inc., doing business as UNLOCKD Inc. ("UNLOCKD" or the "Company"), is a publicly traded acquisition and operating company focused on identifying, acquiring, commercializing, and scaling under-recognized and under-capitalized consumer brands and operating assets across wellness, cognitive health, functional products, performance nutrition, human optimization, and related health-focused consumer categories.

During the quarter ended June 30, 2026, the Company materially advanced its transition from an acquisition-focused platform to an operating consumer products company through the acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA, on May 13, 2026. Ancient Extracts USA is a consumer wellness business offering functional mushroom products, botanical wellness products, adaptogens, functional beverages, and related health-focused consumer products through e-commerce, wholesale, and other distribution channels.

The Company also owns the intellectual property, formulations, trademarks, brand assets, research materials, and related commercialization assets associated with EVERMIND™, acquired from ERApeutics, LLC on December 31, 2025. Management intends to commercialize the EVERMIND platform through product development, ingredient integrations, licensing opportunities, and complementary applications within the Company's broader wellness portfolio.

The Company's strategy is to leverage public-market access, disciplined capital allocation, shared operating infrastructure, direct-to-consumer capabilities, digital marketing, product development, and strategic distribution relationships to acquire and scale consumer brands that management believes possess meaningful commercial potential but have historically lacked sufficient capital or operating infrastructure to achieve broader growth.

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

VerdaGenix, LLC d/b/a Ancient Extracts USA – A wholly owned operating subsidiary acquired by the Company on May 13, 2026. Ancient Extracts USA is engaged in the development, marketing, sale, and distribution of functional mushroom products, botanical wellness products, adaptogens, functional beverages, and related consumer wellness products.

EVERMIND™ – The Company acquired substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND on December 31, 2025, including intellectual property, formulations, trademarks, brand assets, research materials, and related commercialization assets. The transaction was structured as an asset acquisition; ERApeutics, LLC is not a subsidiary of the Company.

Liquid Immersion LLC – Legacy subsidiary; inactive and in the process of administrative dissolution.

TelesisIT LLC – Legacy subsidiary; inactive and in the process of administrative dissolution.

The Company does not have a parent company.

C. Describe the issuers' principal products or services.

Ancient Extracts USA is the Company's principal operating consumer brand. Through its wholly owned subsidiary VerdaGenix, LLC, the Company develops, markets, and sells a portfolio of functional wellness products, including functional mushroom products, botanical ingredients, adaptogens, functional beverages, and related health-focused consumer products. Products include Shilajit resin, Morning Magic functional mushroom coffee blend, ceremonial matcha, hibiscus-based Pink Tea, Ube powder, ashwagandha, cacao, and other wellness products. Products are marketed through direct-to-consumer e-commerce, wholesale relationships, and other distribution channels.

The Company also owns the EVERMIND™ intellectual property and product-development platform focused on cognitive wellness and functional nutrition. Management is evaluating the commercialization of EVERMIND through new consumer products, including functional food and beverage applications, integration of EVERMIND formulations or ingredients into complementary products, and potential licensing and strategic partnerships.

The Company intends to expand its product portfolio through internal product development and the acquisition or commercialization of complementary wellness and consumer brands that can utilize the Company's shared operating, marketing, e-commerce, distribution, and capital resources.

5) Issuer's Facilities

The Company utilizes leased and third-party facilities in connection with its corporate and operating activities. The Company does not own any material real property.

Corporate / Administrative Office

The Company maintains its principal executive office at 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603. The location is used for corporate administration, management, finance, investor relations, and related activities.

Ancient Extracts USA / VerdaGenix Operations

The Company's wholly owned subsidiary, VerdaGenix, LLC d/b/a Ancient Extracts USA, utilizes third-party service providers and facilities in connection with the manufacture, fulfillment, storage, and distribution of its consumer wellness products. The Company does not currently own manufacturing or warehousing facilities associated with these operations. Manufacturing, fulfillment, logistics, and related services are provided through third-party relationships as appropriate to the Company's operating requirements.

Legacy Assets

The Company continues to hold certain legacy cryptocurrency-mining servers and related equipment from its former operations. These assets are not material to the Company's current consumer-wellness operations, and management continues to evaluate their disposition, sale, or other potential use.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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.

As of the period ended June 30, 2026, the following individuals are officers, directors, or beneficial holders of more than 5% of any class of the Company's securities. Beneficial ownership determinations are made pursuant to **Exchange Act Rule 13d-3(d)(1)**, which includes the right to acquire securities within 60 days.

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
Jordan P. Balencic, D.O.	Chairman, Chief Science Officer, Secretary and Director; Control Person	PA/USA	51	Series D Preferred	100%	Individual ownership
Jordan P. Balencic, D.O.	Chairman, Chief Science Officer, Secretary and Director; Control Person	PA/USA	10,323,750*	Common Stock	0.81%*	Individual ownership
John P. Gorst	President, Chief Executive Officer and Director	AZ/USA	0*	Common Stock	0%*	Individual ownership
Jeffrey Mutual	Non-affiliate, beneficial holder >5%	MI/USA	Up to 200,000,000 shares issuable upon conversion, subject to 9.9% beneficial ownership limitation**	Common Stock (on conversion)	9.9% maximum beneficial ownership**	Individual ownership

Common Stock ownership amounts shown for Dr. Jordan P. Balencic and John P. Gorst reflect shares actually issued and outstanding in their respective names as of June 30, 2026, and exclude equity awards that were fully earned and vested but remained unissued as of that date.

Jeffrey Mutual's beneficial ownership is based on contractual conversion rights under the Amended and Restated Convertible Note Agreement dated July 24, 2025. The agreement permits the issuance of up to 200,000,000 shares of Common Stock in the aggregate, subject to a 9.9% beneficial ownership limitation at any given time. The 9.9% figure shown in the table represents the contractual maximum beneficial ownership permitted at any time and does not represent 200,000,000 shares currently issued and outstanding in Mr. Mutual's name.

Equity Awards: On June 9, 2026, the Board of Directors approved restricted equity awards of 200,000,000 shares of Common Stock each to John P. Gorst and Dr. Jordan P. Balencic. Each award was fully earned, fully vested, non-forfeitable and irrevocably owed as of the grant date, but the shares were not required to be issued immediately and remained unissued as of June 30, 2026. Accordingly, these awards are not included in the issued Common Stock ownership amounts presented in the table above.

Settlement of Prior Executive Compensation Arrangement: Also on June 9, 2026, the Board approved a separate restricted stock settlement award of 200,000,000 shares of Common Stock to Dr. Balencic in connection with the termination and replacement of his prior executive compensation arrangement and as compensation for services rendered from July 21, 2025 through May 15, 2026. In approving the settlement, the Board determined that it was in the best interests of the Company and its shareholders to simplify the Company's executive compensation framework, eliminate potential compensation overhang, preserve working capital, and separately compensate Dr. Balencic for services previously rendered. The 200,000,000-share award was fully earned, fully vested, non-forfeitable and irrevocably owed and fully satisfied, settled, replaced and extinguished compensation-related claims arising from Dr. Balencic's services during that period. The shares remained unissued as of June 30, 2026 and therefore are not included in Dr. Balencic's issued Common Stock ownership presented above.

Basis of Control – Jordan P. Balencic, D.O.: Dr. Balencic owns all 51 outstanding shares of the Company's Series D Preferred Stock. The Series D Preferred Stock carries super-voting rights representing 51% of the Company's total voting power and is not convertible into Common Stock. Accordingly, Dr. Balencic was the Company's controlling shareholder as of June 30, 2026.

Basis of Beneficial Ownership – Jeffrey Mutual: Mr. Mutual holds contractual conversion rights pursuant to an Amended and Restated Convertible Note Agreement dated July 24, 2025, which consolidated multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022. The amended agreement provides for conversion at a fixed price of $0.01 per share of Common Stock, subject to an aggregate maximum issuance of 200,000,000 shares and a 9.9% beneficial ownership limitation at any given time. During the fiscal year ended June 30, 2025, Mr. Mutual converted approximately 210,000,000 shares of Common Stock pursuant to the prior instruments. No conversions under the amended agreement occurred during the quarter ended June 30, 2026. Mr. Mutual is included in the table above as a beneficial holder of more than 5% based on his contractual right to acquire Common Stock pursuant to the amended agreement, subject to the contractual 9.9% beneficial ownership limitation.

Management Transition: Effective May 15, 2026, John P. Gorst was appointed President and Chief Executive Officer and joined the Company's Board of Directors. Effective the same date, Dr. Balencic transitioned from Chief Executive Officer to Chairman and Chief Science Officer and continued serving as Secretary and a Director. Dr. Balencic retained ownership of all 51 outstanding shares of Series D Preferred Stock and remained the Company's controlling shareholder.

Executive Employment Agreements: On June 14, 2026, the Company entered into employment agreements with John P. Gorst and Dr. Jordan P. Balencic, effective May 15, 2026, governing their respective executive positions, compensation, benefits, equity participation, termination rights, change-of-control protections and other terms of employment. As additional consideration for entering into their respective employment agreements, the Company agreed to issue 2,000,000 shares of Series F Preferred Stock to each executive as a signing bonus. The Series F Preferred Stock awards were separate from the Common Stock awards and settlement described above.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, <u>in the past 10 years</u>, been the subject of:

1. Been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   N/A

2. Been the subject 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;

   N/A

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;

   N/A

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

N/A

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.

   N/A

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.

   N/A

7. To the Company's knowledge, after due inquiry, none of its officers, directors, or control persons have been the subject of the foregoing matters. The absence of any such history was a factor supporting new management's decision to assume leadership of the Company.

   To the Company's knowledge, after due inquiry, none of the persons or entities identified in Section 6 above has been the subject of any of the proceedings, orders, judgments, findings, disciplinary actions, regulatory matters, or other events described in Items 7(A)(1) through 7(A)(6).

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.

   The Company is not, and none of its subsidiaries are, parties to any material pending legal proceedings, nor is management aware of any such proceedings contemplated by governmental authorities. The Company is not aware of any threatened litigation or administrative actions that could materially affect its financial condition or operations.

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: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

The Company's quarterly and annual financial statements are prepared internally by management with assistance from accounting and financial-reporting service providers and are unaudited. No independent accountant or PCAOB-registered audit firm was engaged to review or audit the financial statements included in this report.

Investor Relations

The Company does not currently engage a third-party investor-relations or public-relations firm. Investor communications, shareholder inquiries, and corporate updates are managed internally by the Company.

All other means of investor communication:

Web: www.unlockdinc.com
X (Twitter): https://x.com/BFCHco
Email: IR@unlockdinc.com
Telephone: +1 (223) 332-4898
Disclosures and periodic reports: www.otcmarkets.com/stock/BFCH/disclosure

Other Service Providers

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

Name: Douglas B. Vaughn
Firm: Independent Contractor
Nature of Services: Assisted with subsidiary consolidation, financial data compilation, and preparation of this Disclosure Statement.
Address 1: Memphis, Tennessee
Phone: N/A
Email: N/A

9) Financial Statements

A. This Disclosure Statement was prepared by:

Name:	Douglas B. Vaughn
Title:	Accountant / Financial Analyst
Relationship to issuer:	Independent contractor

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

☒ U.S. GAAP
☐ IFRS

C. The financial statements for this reporting period were prepared by (see notes to financials)[2]:

[2] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Name:	Douglas B. Vaughn
Title:	Accountant / Financial Analyst
Relationship to Issuer:	Independent contractor
Qualifications:	Certified Management Accountant (retired); experienced in subsidiary consolidation, financial data compilation, financial modeling, and preparation of financial statements under U.S. GAAP.
Scope of Work:	Consolidated subsidiary results with the holding company and prepared draft financial statements for management review and certification.

10) Issuer Certification

Principal Executive/Financial Officer:

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

The certifications shall follow the format below:

I, John P. Gorst, certify that:

1. I have reviewed this Disclosure Statement for BitFrontier Capital Holdings, Inc. d/b/a UNLOCKD, 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.

08/18/2026

/s/ John P. Gorst [CEO's Signature]

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

BitFrontier Capital Holdings, Inc.
d/b/a UNLOCKD, Inc.
Consolidated Balance Sheet

	06/30/2026	12/31/2025
Cash	$ 8,969	$ 7,519
Prepaid & Other Assets	$ 6,537	$ -
Accounts Receivable	$ (44,222)	$ -
Total Current Assets	$ (28,716)	$ 7,519
Verdagenix	$ 231,500	$ -
Trademarks & Formulas	$ 280,000	$ 280,000
Old IT Servers	$ 421,212	$ 421,212
Other L/T Assets	$ -	$ -
Total Other Assets	$ 932,712	$ 701,212
Total assets	**$ 903,996**	**$ 708,731**
Accounts payable	$ 30,197	$ 7,500
Notes Payable	$ -	$ -
Other Current Liabilities	$ 1,053	$ -
Current Liabilities	$ 31,250	$ 7,500
Notes Payable	$ 231,500	$ -
Accrued Int Payable	$ 3,450	$ -
Other Misc. Liabilities	$ 67,795	$ -
Long term Liabilities	$ 302,745	$ -
Total Liabilities	$ 333,995	$ 7,500
Common Stock	$ 127,241	$ 127,241
Preferred Stock	$ 1,450	$ 1,450
Shares Issuable	$ 2,380,000	$ 2,380,000
Paid In Capital	$ 3,722,637	$ 3,722,637
Retained Earnings	$ (5,540,726)	$ (5,530,097)
Net Income YTD	$ (120,601)	$ -
Equity	$ 570,001	$ 701,231
Total Lib & Equity	**$ 903,996**	**$ 708,731**

BitFrontier Capital Holdings, Inc.
d/b/a UNLOCKD, Inc.
Consolidated Income Statement

	Year to Date 30-Jun-26	QTR to Date 30-Jun-26	Year to Date 30-Jun-25
Beverage Sales	$ 14,940	$ 14,940	$ -
Crypto	$ -	$ -	$ -
IT Services	$ -	$ -	$ -
Other	$ -	$ -	$ -
Total revenues	$ 14,940	$ 14,940	$ -
Cost of Sales - Beverages	$ 32,847	$ 32,848	$ -
Other Cost of Sales	$ -	$ -	$ -
Total Cost of Sales	$ 32,847	$ 32,848	$ -
			$ -
Gross Profit	$ (17,907)	$ (17,908)	
			$ -
Salaries	$ -	$ -	
Administration	$ 99,244	$ 91,205	$ -
Marketing	$ -	$ -	$ -
Interest Expense	$ 3,450	$ 3,450	$ 95,206
Total Expense	$ 102,694	$ 94,655	$ 95,206
Net profit	$ (120,601)	$ (112,563)	$ (95,206)

BitFrontier Capital Holdings, Inc.
d/b/a UNLOCKD, Inc.
Consolidated Cash Flow Statement

	Year to Date 30-Jun-26	QTR to Date 30-Jun-26	Year to Date 30-Jun-25
Net Income	$ (120,601)	$ (112,563)	$ (95,206)
Adjustments to reconcile			
Changes in A/R and A/P	$ -	$ -	$ -
Changes in Other A/L	$ 49,373	$ 49,373	$ -
Net Cash from Operations	$ (71,228)	$ (66,002)	$ (95,206)
Investing Activities			
Beverage Formulas	$ -	$ -	$ -
Other Investments	$ -	$ -	$ -
Net Cash Used Investing	$ -	$ -	$ -
Financing Activities			
Notes Payable	$ -	$ -	
Accrued Int Pay	$ 3,450	$ 3,450	$ 95,206
Other Financing	$ 68,404	$ 67,885	$ -
Equity Contribution/WD	$ -	$ -	$ -
Net Cash from Financing	$ 71,854	$ 71,335	$ 95,206
Net Cash Increase	$ 626	$ 8,145	$ -
Cash At Beginning of Period	$ 8,343	$ 824	$ 1,105
Cash At End of Period	$ 8,969	$ 8,969	$ 1,105

UNLOCKD, Inc.
Consolidated Statements of Stockholders Equity

	Preferred Stock		Common Stock		Shares Issuable		Additional Paid-in	Retained	Total Stockholders
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Earnings	Equity
Balance 12/31/2023	44,750,051	4,475	457,830,708	45,900	-	-	3,553,606	(5,198,650)	(1,307,285)
Net Income YTD 2023								31,615	-
Prior Period Adjustment*	-	$ -	-	$ -	-	-	$ -	$ (11,578)	(11,578)
preferred stock issued **	-	$ -	-	$ -	-	-	$ -	$ 102,256	102,256
Common Stock Issued	-	$ -	93,787,332	$ 9,379	-	-	$ 149,231	$ -	158,610
Purchase of Treasury	-	$ -	-	$ -	-	-	$ -	$ -	-
Dividends/Contributions	-	$ -	-	$ -	-	-	$ -	$ (183,003)	(183,003)
Net Income YTD 2024	-	$ -	-	$ -	-	-	$ -	$ -	$ (48,239)
Balance 12/31/2024	44,750,051	4,475	551,618,040	55,279	-	-	3,702,837	(5,259,360)	(1,289,239)
Net Income YTD 2024								(48,239)	-
Prior Period Adjustment*	-	$ -	-	$ -	-	-	$ -	$ (114,002)	(114,002)
preferred stock issued **	(30,250,000)	$ (3,025)	-	$ -	-	-	$ -	$ -	(3,025)
Common Stock Issued	-	$ -	719,623,555	$ 71,962	-	-	$ 19,800	$ -	91,762
Shares Issuable	-	$ -	-	$ -	-	2,380,000	$ -	$ -	2,220,709
Dividends/Contributions	-	$ -	-	$ -	-	-	$ -	$ -	-
Net Income YTD 2025	-	$ -	-	$ -	-	-	$ -	$ -	$ (108,496)
Balance 12/31/2025	14,500,051	1,450	1,271,241,595	127,241	-	2,380,000	3,722,637	(5,421,601)	701,231
Net Income YTD 2025								(108,496)	-
Prior Period Adjustment*	-	$ -	-	$ -	-	-	$ -	$ -	-
preferred stock issued **	-	$ -	-	$ -	-	-	$ -	$ -	-
Common Stock Issued	-	$ -	-	$ -	-	-	$ -	$ -	-
Shares Issuable	-	$ -	-	$ -	-	-	$ -	$ -	-
Dividends/Contributions	-	$ -	-	$ -	-	-	$ -	$ (10,628)	(10,628)
Net Income YTD 2026	-	$ -	-	$ -	-	-	$ -	$ -	$ (120,601)
Balance 06/30/2026	14,500,051	1,450	1,271,241,595	127,241	-	2,380,000	3,722,637	(5,540,726)	570,001

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

BitFrontier Capital Holdings, Inc. (the "Company"), doing business as UNLOCKD Inc., was originally incorporated in the State of Nevada on June 3, 2005 as AOM Minerals, Ltd. and subsequently redomiciled to the State of Wyoming in August 2010. The Company has undergone several changes in business focus over its operating history, including water-clarification technology and cryptocurrency-mining infrastructure.

Beginning in 2025, the Company commenced a strategic transition toward the acquisition, commercialization, and operation of consumer wellness businesses and related assets. The Company's current strategy is focused on identifying, acquiring, commercializing, and scaling under-recognized and under-capitalized consumer brands and operating assets across wellness, cognitive health, functional products, performance nutrition, human optimization, and related health-focused consumer categories.

On December 31, 2025, the Company completed the acquisition of substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND, including intellectual property, formulations, trademarks, brand assets, research materials, and related commercialization assets.

On May 13, 2026, the Company completed the acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA. VerdaGenix became a wholly owned operating subsidiary of the Company. Ancient Extracts USA develops, markets, and sells functional mushroom products, botanical wellness products, adaptogens, functional beverages, and related health-focused consumer products through e-commerce, wholesale, and other distribution channels.

As a result of these transactions, the Company transitioned during the period from primarily an acquisition and development platform to an operating consumer-wellness company with revenue-generating operations. The Company intends to continue pursuing the acquisition, development, commercialization, and scaling of complementary consumer wellness brands and operating assets.

The Company's principal executive offices are located at 342 N. Queen Street, Warehouse D, Lancaster, Pennsylvania 17603.

NOTE 2 – BASIS OF PRESENTATION AND GOING CONCERN

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ("U.S. GAAP"). The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, VerdaGenix, LLC, from the date of acquisition. All material intercompany balances and transactions have been eliminated in consolidation. The interim financial statements include all normal recurring adjustments considered necessary by management for a fair presentation of the Company's financial position and results of operations for the periods presented.

Management has evaluated the Company's ability to continue as a going concern in accordance with ASC 205-40. As of June 30, 2026, the Company had limited cash resources and remained dependent upon additional financing and the continued development of its operating businesses to fund its obligations and growth initiatives.

During the quarter ended June 30, 2026, the Company completed the acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA, adding revenue-generating operations to the Company. Management's plans to improve liquidity include expanding revenue from existing operations, controlling operating expenses, raising additional capital, and pursuing the acquisition and commercialization of complementary revenue-generating consumer wellness businesses and assets.

The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient cash flow from operations and obtain additional financing when required. There can be no assurance that the Company will be successful in generating sufficient operating cash flow or obtaining financing on acceptable terms. These conditions 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 – EVERMIND ASSET ACQUISITION

On December 31, 2025, the Company completed the acquisition of substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND pursuant to an asset purchase transaction. The acquired assets included the EVERMIND brand, intellectual property, trademarks, formulations, research materials, product-development assets, and related commercialization rights.

As consideration for the acquired assets, the Company agreed to issue an aggregate of 400,000,000 restricted shares of its Common Stock to the former members and other designated recipients of ERApeutics, LLC. The shares were subsequently issued in accordance with the terms of the transaction.

The EVERMIND acquisition was undertaken to provide the Company with an owned cognitive-wellness and functional-product platform capable of supporting future product development and commercialization. Management is evaluating opportunities to commercialize the acquired assets through functional food and beverage applications, ingredient integrations, licensing arrangements, strategic partnerships, and complementary products within the Company's broader consumer-wellness portfolio.

The accounting treatment and carrying values assigned to the assets acquired and consideration issued in connection with the transaction are reflected in the accompanying financial statements.

NOTE 4 – VERDAGENIX, LLC / ANCIENT EXTRACTS USA ACQUISITION.

On May 13, 2026, the Company completed the acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA. Following completion of the transaction, VerdaGenix became a wholly owned subsidiary of the Company and its operating results have been included in the Company's consolidated financial statements from the acquisition date.

Ancient Extracts USA is a consumer wellness business engaged in the development, marketing, sale, and distribution of functional mushroom products, botanical wellness products, adaptogens, functional beverages, and related health-focused consumer products through e-commerce, wholesale, and other distribution channels.

As consideration in connection with the acquisition, the Company agreed to issue an aggregate of 225,000,000 restricted shares of Common Stock to the former owners and designated recipients of VerdaGenix. The shares were subsequently issued in accordance with the terms of the transaction.

In connection with the acquisition, the Company also assumed and restructured certain pre-existing obligations associated with VerdaGenix through the issuance of convertible promissory notes dated May 13, 2026, having aggregate principal of $231,500. The terms of these notes are described in Note 5 – Convertible Notes Payable.

During the period following the acquisition, VerdaGenix continued commercial operations and generated sales activity through its Ancient Extracts USA business. On June 2, 2026, Ancient Extracts USA received a wholesale purchase order covering multiple products in its consumer wellness portfolio. The purchase order reflected products having an aggregate listed retail value of $58,822.80 and a wholesale order amount of $29,411.40. The transaction included Morning Magic Mushroom Coffee, Evening Elixir Mushroom Cacao, functional mushroom extracts, ceremonial matcha, cacao, Shilajit resin, and other wellness products. The accounting treatment and timing of revenue recognition associated with this and other customer transactions are reflected in the accompanying consolidated financial statements based upon the applicable recognition criteria.

The acquisition added revenue-generating consumer-product operations to the Company and represents a material component of the Company's strategy to acquire and scale consumer wellness brands. The accounting treatment and amounts assigned to the assets acquired, liabilities assumed, and consideration issued in connection with the acquisition are reflected in the accompanying consolidated financial statements.

NOTE 5 – CONVERTIBLE NOTES PAYABLE

VerdaGenix Acquisition-Related Convertible Notes

In connection with the Company's acquisition of VerdaGenix, LLC, the Company assumed and restructured certain pre-existing obligations associated with VerdaGenix through the issuance of three convertible promissory notes dated May 13, 2026, in the aggregate principal amount of $231,500. The notes consisted of a $25,000 note issued to Christian Vara, a $103,250 note issued to Tonchin Investments, LLC, and a $103,250 note issued to Pinz Capital Special Opportunities Fund, LP.

The notes bear interest at 12% per annum, computed on a simple-interest basis, and mature on May 13, 2029. No periodic cash payment of interest is required; accrued but unpaid interest may become payable upon conversion, maturity, or acceleration.

Outstanding principal and accrued interest are convertible into shares of the Company's Common Stock at the lesser of $0.001 per share or 65% of the lowest traded price of the Common Stock during the ten trading days preceding conversion, subject to a 9.9% beneficial ownership limitation.

Jeffrey Mutual Amended Convertible Debt

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022. The amended agreement eliminated the variable-rate conversion provisions contained in the legacy instruments and established a fixed conversion price of $0.01 per share of Common Stock, subject to an aggregate maximum issuance of 200,000,000 shares and a 9.9% beneficial ownership limitation.

The amended agreement also included a mutual release of claims relating to the prior debt instruments. No conversions under the amended agreement occurred during the quarter ended June 30, 2026.

The accounting treatment and carrying amounts of the Company's convertible obligations, including principal and accrued interest as applicable, are reflected in the accompanying financial statements.

NOTE 6 – STOCKHOLDERS' EQUITY AND EQUITY COMPENSATION

Common Stock

As of June 30, 2026, the Company was authorized to issue 5,000,000,000 shares of Common Stock, par value $0.0001 per share, of which 1,271,241,595 shares were issued and outstanding.

EVERMIND Acquisition Shares

In connection with the Company's December 31, 2025 acquisition of substantially all of the operating assets of ERApeutics, LLC d/b/a EVERMIND, the Company agreed to issue an aggregate of 400,000,000 restricted shares of Common Stock to the former members and other designated recipients of ERApeutics. The shares were subsequently issued in accordance with the terms of the transaction.

VerdaGenix Acquisition Shares

In connection with the Company's May 13, 2026 acquisition of VerdaGenix, LLC, the Company agreed to issue an aggregate of 225,000,000 restricted shares of Common Stock to the former owners and designated recipients of VerdaGenix. The shares were subsequently issued in accordance with the terms of the transaction.

Executive Common Stock Awards

On June 9, 2026, the Board of Directors approved restricted equity awards of 200,000,000 shares of Common Stock each to John P. Gorst and Dr. Jordan P. Balencic. Each award was fully earned, fully vested, non-forfeitable and irrevocably owed as of the grant date. The awards were not required to be issued immediately and remained unissued as of June 30, 2026.

Settlement of Prior Executive Compensation Arrangement

Also on June 9, 2026, the Board approved a separate restricted stock settlement award of 200,000,000 shares of Common Stock to Dr. Balencic in connection with the termination and replacement of his prior executive compensation arrangement and as compensation for services rendered from July 21, 2025 through May 15, 2026. The award was fully earned, fully vested, non-forfeitable and irrevocably owed and fully satisfied, settled, replaced and extinguished compensation-related claims arising from Dr. Balencic's services during that period. The shares remained unissued as of June 30, 2026.

Executive Employment Agreements and Series F Preferred Stock

On June 14, 2026, the Company entered into employment agreements with John P. Gorst and Dr. Jordan P. Balencic, effective May 15, 2026. As additional consideration for entering into their respective employment agreements, the Company agreed to issue 2,000,000 shares of Series F Preferred Stock to each executive as a signing bonus. The Series F Preferred Stock awards were separate from the Common Stock awards described above.

Series D Preferred Stock and Voting Control

As of June 30, 2026, 51 shares of Series D Preferred Stock were issued and outstanding, all of which were owned by Dr. Balencic. The Series D Preferred Stock represents 51% of the Company's total voting power and is not convertible into Common Stock. Accordingly, Dr. Balencic remained the Company's controlling shareholder as of June 30, 2026.

Series C Preferred Stock

As of June 30, 2026, 14,500,000 shares of Series C Preferred Stock were issued and outstanding. The Series C Preferred Stock is convertible into Common Stock at a ratio of one share of Series C Preferred Stock for two shares of Common Stock.

Transcontinental Partners Share Cancellation

During the period, the Company and Transcontinental Partners LLC mutually rescinded a previously approved investor-relations arrangement involving 100,000,000 restricted shares of Common Stock. The rescission followed the Company's determination that the contemplated services had not been performed to the extent required under the arrangement and that certain representations made in connection with the engagement could not be substantiated to the Company's satisfaction. No consideration was paid by the Company in connection with the rescission. The 100,000,000 shares were cancelled and are not included in the Company's Common Stock outstanding as of June 30, 2026.

The accounting treatment of equity consideration issued or earned in connection with acquisitions, executive compensation, settlement arrangements, and other equity transactions is reflected in the accompanying financial statements

MANAGEMENT’S DISCUSSION AND ANALYSIS (MD&A)

The following discussion and analysis should be read in conjunction with the Company’s financial statements and related notes included elsewhere in this Quarterly Report. This discussion contains forward-looking statements reflecting management’s current expectations, plans, estimates, and strategic objectives. Actual results may differ materially from those contemplated by such statements as a result of various risks and uncertainties, including the availability of capital, execution of the Company’s commercialization strategy, integration of acquired businesses and assets, consumer demand, competition, regulatory developments, supply-chain conditions, and general economic and market conditions.

Overview

The quarter ended June 30, 2026 represented a significant transition in the evolution of BitFrontier Capital Holdings, Inc., doing business as UNLOCKD Inc. (“UNLOCKD” or the “Company”). During the period, the Company advanced from a restructuring and acquisition-stage public company into an operating consumer wellness platform with revenue-generating operations, established products, owned intellectual property, direct-to-consumer infrastructure, and a defined strategy for acquiring and scaling under-recognized and under-capitalized consumer wellness brands.

The most significant development during the quarter was the Company’s acquisition of VerdaGenix, LLC, operator of Ancient Extracts USA, on May 13, 2026. The acquisition provided UNLOCKD with an established operating business offering functional mushroom products, adaptogens, botanical wellness products, functional beverages, and related consumer products through direct-to-consumer e-commerce, wholesale, and other distribution channels.

Ancient Extracts USA represents an important evolution of the Company’s business model because it provides not only an operating brand and existing product portfolio, but also commercialization infrastructure that management believes can be utilized across future products and acquired brands. This infrastructure includes e-commerce capabilities, digital marketing, customer-acquisition channels, supplier and fulfillment relationships, product-development capabilities, and an existing customer base.

The Company also owns the intellectual property, formulations, trademarks, brand assets, research materials, and related commercialization assets associated with EVERMIND™, which were acquired from ERApeutics, LLC effective December 31, 2025. Management believes the combination of Ancient Extracts’ operating infrastructure and EVERMIND’s intellectual-property and product-development assets provides a foundation from which the Company can develop additional functional wellness products while pursuing complementary acquisitions.

Accordingly, management believes the quarter ended June 30, 2026 marked a transition from principally rebuilding the public company and assembling assets to beginning the execution of a broader operating and commercialization strategy.

Business Model and Market Opportunity

UNLOCKD’s strategy is based on management’s belief that a meaningful opportunity exists among emerging consumer wellness brands that have demonstrated product-market demand but lack sufficient capital, operating infrastructure, distribution, or commercialization resources to achieve broader scale.

Rather than seeking to build every consumer brand from inception, the Company intends to identify and acquire or partner with brands, intellectual property, and operating businesses that management believes possess demonstrated commercial potential but remain undercapitalized or underdeveloped relative to that potential.

Following acquisition, the Company intends to use a shared operating platform to support growth through capital allocation, product development, digital marketing, direct-to-consumer commerce, Amazon and other online marketplaces, retail and wholesale distribution, supply-chain relationships, operational infrastructure, and public-market access.

Management believes this model may allow UNLOCKD to concentrate resources across multiple brands while reducing the need for each acquired business to independently recreate the same corporate, commercialization, and operating infrastructure.

The Company's current focus is primarily within functional wellness, cognitive health, functional nutrition, adaptogens, botanical products, functional beverages, performance-oriented consumer products, and related health and wellness categories.

Management intends to remain disciplined in evaluating potential acquisitions. The Company's objective is not to accumulate brands solely for the purpose of expanding the number of assets owned. Rather, management intends to prioritize businesses and intellectual property that can benefit from the Company's existing infrastructure, provide opportunities for cross-brand commercialization, and have the potential to contribute meaningfully to long-term revenue and enterprise value.

Ancient Extracts USA

Ancient Extracts USA is presently the Company's principal operating consumer brand and represents the commercialization foundation of the UNLOCKD platform.

The Ancient Extracts product portfolio includes functional mushroom products, Shilajit, Morning Magic functional mushroom coffee, ceremonial matcha, botanical products, adaptogens, functional beverage products, and related wellness offerings. The business operates primarily through digital and direct-to-consumer channels while management continues to evaluate wholesale, retail, Amazon, business-to-business, and other distribution opportunities.

Management's strategy for Ancient Extracts is increasingly centered on developing a beverage-first functional wellness platform in which functional ingredients are incorporated into products designed around recognizable consumer occasions and daily wellness routines.

The Company believes that functional beverages and related convenience formats may provide attractive opportunities because they combine recurring consumption behavior with product differentiation, consumer experience, and the ability to introduce complementary products across common distribution channels.

Management is therefore evaluating and developing extensions of the Ancient Extracts portfolio that may include functional coffee products, mushroom-based beverage products, functional latte formulations, Shilajit-based products, powdered beverage products, single-serve formats, coffee pods, stick packs, variety formats, and other convenience-oriented consumer products.

The Company intends to evaluate new products based upon factors including consumer demand, gross-margin potential, repeat-purchase behavior, customer-acquisition economics, manufacturing requirements, channel suitability, regulatory considerations, inventory requirements, and the amount of working capital necessary to support commercialization.

Management believes Ancient Extracts provides the Company with an operating platform upon which additional products and brands can potentially be commercialized without requiring UNLOCKD to construct a separate operating infrastructure for each opportunity.

EVERMIND™ Commercialization Strategy

The Company acquired substantially all of the operating assets associated with EVERMIND™ effective December 31, 2025, including intellectual property, formulations, trademarks, brand assets, research materials, and related commercialization assets.

EVERMIND was originally developed as a physician-founded cognitive wellness platform focused on functional nutrition and products intended to support general wellness, cognitive performance, focus, and daily performance.

Following the acquisition of Ancient Extracts USA, management has continued evaluating how EVERMIND can be commercialized in a manner that leverages the Company's existing operating infrastructure and minimizes unnecessary duplication of manufacturing, marketing, and distribution resources.

Potential commercialization strategies include functional coffee creamers, powdered beverage products, beverage enhancers, functional nutrition products, nootropic wellness products, adaptogenic formulations, and incorporation of certain EVERMIND formulations or ingredient concepts into complementary Ancient Extracts products.

Management believes this approach may provide opportunities for shared sourcing, product development, manufacturing, digital marketing, customer acquisition, and distribution across the Company's portfolio.

EVERMIND therefore represents more than a stand-alone acquired brand. Management views the asset as an intellectual-property and formulation platform that may be utilized across multiple consumer products and potentially integrated into the broader UNLOCKD wellness ecosystem.

No assurance can be provided regarding the timing, commercial acceptance, or financial performance of any future EVERMIND product launch.

Commercialization and Distribution Strategy

The Company's near-term operating strategy is focused on increasing the commercial productivity of the assets it already owns before materially expanding fixed operating infrastructure.

Management is pursuing a multi-channel commercialization strategy that may include direct-to-consumer e-commerce, social commerce, Amazon and other online marketplaces, wholesale distribution, retail relationships, business-to-business sales, and strategic distribution partnerships.

Ancient Extracts' existing digital commerce operations provide the Company with an opportunity to test products, consumer messaging, pricing, customer-acquisition strategies, and repeat-purchase behavior before committing significant capital to broader distribution.

Management believes this approach can provide useful commercial data while allowing the Company to deploy capital incrementally.

The Company is also evaluating opportunities for selected products to enter convenience-oriented and recurring-purchase channels. Morning Magic and other functional coffee products, for example, may be adaptable to single-serve coffee-pod and commercial office-coffee formats. Management believes these formats could potentially broaden the addressable customer base beyond traditional direct-to-consumer wellness customers.

Any expansion into material retail, wholesale, or business-to-business distribution will require sufficient inventory, reliable manufacturing and fulfillment, acceptable unit economics, working capital, and successful execution by management. There can be no assurance that any particular prospective distribution relationship will be completed or generate material revenue.

Results of Operations

The Company's financial results for the quarter ended June 30, 2026 should be viewed in the context of the significant change in the Company's operations during the period.

The acquisition of VerdaGenix, LLC was completed on May 13, 2026. Accordingly, the quarter does not represent a full three-month period of Ancient Extracts operations under UNLOCKD ownership, and management does not believe the quarter should be viewed as representative of the potential revenue or expense profile of the combined business on a normalized basis.

Prior to the acquisition, the Company's activities were principally associated with corporate restructuring, public-company compliance, acquisition activities, professional services, capital formation, and development of its strategic platform. Following the acquisition, the Company began incorporating the operations of a revenue-generating consumer wellness business into its consolidated operating structure.

Management expects future operating results to increasingly reflect consumer-product revenue, cost of goods sold, fulfillment, digital marketing, customer acquisition, inventory, product development, personnel, professional services, and other expenses associated with operating and expanding Ancient Extracts and commercializing additional products.

The Company remains at an early stage of this operating transition. Consequently, quarter-to-quarter results may vary significantly as management invests in inventory, commercialization, product development, customer acquisition, professional infrastructure, and acquisition integration.

Management's principal operating objective is not simply to maximize near-term revenue, but to develop repeatable and economically sustainable customer-acquisition and distribution channels capable of supporting longer-term growth.

Key operating metrics management intends to evaluate include revenue growth, gross margin, customer-acquisition cost, creator and affiliate conversion, repeat-purchase behavior, inventory turnover, fulfillment efficiency, channel performance, and the amount of working capital required to support growth.

Liquidity and Capital Resources

The Company continues to have limited liquidity and will require additional capital to execute its business plan.

The acquisition and scaling of consumer brands requires working capital for inventory, manufacturing, fulfillment, marketing, customer acquisition, product development, regulatory and legal expenses, public-company reporting, and general corporate purposes. The timing and amount of these requirements may vary materially depending upon the pace of growth and the Company's ability to secure favorable supplier, manufacturing, and distribution arrangements.

In connection with the May 13, 2026 acquisition of VerdaGenix, LLC, the Company assumed and restructured certain acquisition-related obligations through convertible promissory notes having an aggregate principal amount of $231,500. These notes bear interest at 12% per annum, mature May 13, 2029, and contain conversion provisions described elsewhere in this Quarterly Report.

Management continues to pursue additional financing intended to support working capital, inventory, commercialization, retail and e-commerce expansion, acquisition activity, regulatory and legal infrastructure, and improvements to the Company's financial reporting and audit readiness.

The Company has also pursued a Tier 1 Regulation A offering as part of its broader capital-formation strategy. Management believes access to additional capital could allow the Company to accelerate inventory purchases, customer acquisition, product launches, distribution initiatives, and strategic acquisitions. However, there can be no assurance regarding the amount or timing of capital ultimately raised, or that financing will be available on terms acceptable to the Company.

Management intends to balance the need for growth capital against the potential cost and dilution associated with financing. The Company may utilize a combination of equity, debt, convertible securities, strategic investments, operating cash flow, or other financing structures where management believes doing so is in the best interests of the Company and its shareholders.

The Company's ability to execute its strategy will depend materially upon its ability to generate increased operating cash flow and obtain additional capital. Failure to obtain adequate financing could require the Company to delay product launches, reduce marketing expenditures, limit inventory purchases, defer acquisitions, or otherwise slow implementation of its business plan.

Acquisition Strategy

Acquisitions remain an important component of UNLOCKD's long-term strategy.

Management intends to evaluate consumer wellness businesses that have established products, recognizable brands, customer demand, intellectual property, distribution relationships, or other commercially valuable assets but that may lack sufficient capital or infrastructure to achieve their growth potential independently.

Potential acquisition candidates may benefit from access to the Company's existing e-commerce infrastructure, product-development capabilities, digital marketing, supply-chain relationships, management resources, capital-markets infrastructure, and public-company platform.

Management intends to prioritize strategic fit and potential operating synergies rather than acquisition volume. Potential transactions will be evaluated based upon factors including revenue quality, growth potential, customer retention, product margins, working-capital requirements, intellectual property, management capabilities, distribution opportunities, transaction structure, integration requirements, and potential dilution to existing shareholders.

The Company may structure future transactions using cash, equity, debt, earn-outs, contingent consideration, or combinations thereof.

Management continues to evaluate additional strategic opportunities; however, no assurance can be provided that any transaction under evaluation will be completed until definitive agreements have been executed and applicable closing conditions have been satisfied.

Management and Governance

Effective May 15, 2026, John P. Gorst was appointed Chief Executive Officer and a member of the Company's Board of Directors. Dr. Jordan P. Balencic transitioned from Chief Executive Officer to Chairman of the Board and Chief Science Officer.

Management believes this leadership structure reflects the Company's transition from corporate restructuring and asset acquisition toward commercialization and operational execution.

Mr. Gorst brings experience involving public companies, capital markets, consumer products, direct-to-consumer operations, business development, and corporate strategy. Dr. Balencic continues to oversee strategic direction, scientific and product-development initiatives, acquisition strategy, and the Company's broader functional wellness and human-optimization vision.

The Company intends to continue strengthening its management, governance, financial reporting, and operating infrastructure as its business expands.

Strategic Priorities

Management's principal priorities following the quarter ended June 30, 2026 are:

1. **Scale Ancient Extracts USA.** Expand sales through direct-to-consumer channels, social commerce, Amazon, wholesale, retail, business-to-business distribution, and other commercially attractive channels while improving customer acquisition, retention, and unit economics.
2. **Expand the Product Portfolio.** Develop additional functional beverage, coffee, powdered, single-serve, and convenience-oriented products that management believes can increase customer lifetime value, repeat purchase behavior, and distribution opportunities.
3. **Commercialize EVERMIND™.** Utilize the acquired EVERMIND intellectual property, formulations, and brand assets through stand-alone products, integration with Ancient Extracts, licensing opportunities, or other commercially appropriate applications.
4. **Develop Shared Infrastructure.** Continue building centralized capabilities across e-commerce, digital marketing, product development, sourcing, fulfillment, regulatory compliance, finance, and public-company administration that can support multiple brands.
5. **Pursue Strategic Distribution.** Develop relationships across retail, wholesale, business-to-business, and other distribution channels where management believes the Company's products can achieve sustainable recurring demand.
6. **Execute Disciplined Acquisitions.** Identify additional recognized or commercially validated wellness brands and operating assets that management believes can benefit from UNLOCKD's capital, infrastructure, commercialization capabilities, and public-company platform.
7. **Strengthen Capital Resources.** Pursue financing sufficient to support inventory, commercialization, acquisitions, corporate infrastructure, and the Company's longer-term operating strategy while remaining attentive to capital structure and shareholder dilution.
8. **Advance Financial Reporting and Audit Readiness.** Continue improving accounting systems, internal financial processes, governance, and reporting infrastructure with the objective of supporting the Company's growth and potential future progression toward more comprehensive public-company reporting standards.

Outlook

Management believes the Company entered 2026 primarily as a restructured public platform possessing strategic assets and an acquisition strategy. By the end of the second quarter, UNLOCKD had completed the acquisition of a revenue-generating consumer wellness business, established Ancient Extracts USA as its principal operating platform, retained the EVERMIND intellectual-property portfolio, and begun building a commercialization strategy capable of supporting multiple brands and product categories.

The next phase of the Company's development is therefore focused less on corporate restructuring and more on execution.

Management intends to concentrate resources on growing existing operations, improving commercialization economics, developing new products, expanding distribution, securing appropriate growth capital, and selectively acquiring complementary businesses that can benefit from the UNLOCKD platform.

The Company believes its opportunity lies in the gap between product creation and commercial scale. Emerging consumer wellness companies may possess attractive brands, differentiated products, loyal customers, or compelling intellectual property while lacking the capital, operating systems, distribution, and public-market infrastructure necessary to achieve broader growth. UNLOCKD intends to acquire or partner with selected businesses fitting this profile and provide the resources necessary to pursue that growth within a shared platform.

Management believes Ancient Extracts USA provides the first operating demonstration of this strategy, while EVERMIND provides complementary intellectual property and product-development opportunities.

The Company remains early in the execution of this business model. Significant additional capital, disciplined operating execution, successful product development, effective customer acquisition, and expansion of distribution will be required for the strategy to succeed. There can be no assurance that the Company will achieve its growth objectives, complete additional acquisitions, successfully commercialize new products, or obtain financing on acceptable terms.

Nevertheless, management believes the progress achieved during the quarter ended June 30, 2026 represents an important evolution of the Company from a restructuring-stage public vehicle into an operating consumer wellness platform with a defined acquisition, commercialization, and growth strategy.