MSB Global Capital Corp.

50 West Liberty Street, Suite 880, Reno, Nevada 89501

775-322-0626
info@msbglobalcapital.com

Quarter Report

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

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

484,157,363 as of July 15, 2026 *(Current Reporting Period Date or More Recent Date)*

476,157,363 as of December 31, 2025 *(Most Recent Completed Fiscal Year End)*

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

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

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

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

The Company was incorporated on February 20, 1997 in the State of Nevada under the name of Russel Industries, Inc. On January 06, 2011, we filed an amendment to our certificate of incorporation to change our name to Algae Farm (USA), Inc. On June 06, 2013, The Company entered a plan of merger with Diversified Energy Holdings, Inc and changed its name to Diversified Energy Holdings, Inc.

On September 15, 2021, the issuer changed its name to MSB Global Capital Corp.

Current State and Date of Incorporation or Registration: Nevada, February 20, 1997
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

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

None

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

None

Address of the issuer's principal executive office:

50 West Liberty Street, Suite 880, Reno, Nevada 89501

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

_____

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

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

The Company ceased operations in early 2013 and was subsequently struck off in the State of Nevada.

On January 10, 2020, the eight judicial District Court of Nevada appointed Custodian Ventures, LLC as custodian for MSB Global Capital Inc., proper notice having been given to the officers and directors of MSB Global Capital Inc. There was no opposition.

On January 13, 2020, the Company filed a certificate of revival with the state of Nevada, appointing David Lazar as, President, Secretary, Treasurer and Director.

On March 10, 2021, Mr. Lazar entered into a securities purchase agreement with NYJJ Hong Kong Limited ("NYJJ") to sell a total of 11,900,000 shares of common stock and 10,000,000 shares of Series A-1 Preferred stock to NYJJ.

On March 17, 2021, NYJJ entered into a securities purchase agreement with Yiu Cho Wong granting him the right to purchase the 11,900,000 shares of common stock and 10,000,000 shares of Series A-1 Preferred stock from NYJJ.

On April 7, 2021, Yiu Cho Wong was appointed as President, CEO, and Director of the Company, Keung Ping Wong was appointed as Secretary and Treasurer of the Company, and Wing Man Ng was appointed as Director of the Company. Concurrent with the appointments, David Lazar resigned as a director and officer of the Company.

On April 7, 2021, Yiu Cho Wong acquired the 11,900,000 shares of Common Stock of the Company, representing approximately 61.56% of total number of Common Stock issued and outstanding at the time of the acquisition.

On April 7, 2021, Kwai Ming Clive Hui acquired 10,000,000 shares of Series A-1 Preferred Stock of the Company, representing 100% of the Series A-1 Preferred stock. The 10,000,000 shares of Series A-1 Preferred Stock hold voting rights to ninety percent (90%) of the total vote of every other class of stock of the Company.

The aforementioned transactions effected a Change in Control.

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: 1-702-361-3033 Ext 111
Email: luke@pacificstocktransfer.com
Address: 6725 Via Austin Pkwy, Suite 300, Las Vegas, NV 89119

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: MSBM
Exact title and class of securities outstanding: Common Stock
CUSIP: 553547100
Par or stated value: $0.001
Total shares authorized: 500,000,000 as of date: July 15, 2026
Total shares outstanding: 484,157,363 as of date: July 15, 2026
Total number of shareholders of record: 232 as of date: July 15, 2026

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

None

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

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

Exact title and class of the security: Series A1 Preferred Stock
Par or stated value: $0.001
Total shares authorized: 10,000,000 as of date: July 15, 2026
Total shares outstanding: 10,000,000 as of date: July 15, 2026
Total number of shareholders of record: 1 as of date: July 15, 2026

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

None

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.

Each common stockholder shall be entitled at each meeting of common stockholders to one vote for each share of stock standing in their name on the books of the Company.

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

The holders of shares of Series A-1 Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, upon any payment of any dividend on the Common Stock of the Company, as and if declared by the Board of Directors, as if the Series A-1 Preferred Stock had been converted into Common Stock.

The issued and outstanding shares of Series A-1 Preferred Stock hold voting rights equal to 90% of the total vote of every other class of stock of the Company.

Each share of Series A-1 Preferred Stock shall be convertible into 18 fully paid and nonassessable shares of Common Stock.

In the event of any liquidation, dissolution, or winding up of the Company, either voluntary or involuntary, the holders of the Series A-1 Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of Common Stock, or any other series or classes of stock of the Company, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series A-1 Preferred Stock for each share of Series A-1 Preferred Stock then held by them, plus declared but unpaid dividends. Upon the completion of the distribution required by the above and any other distribution that may be required with respect to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock, if assets remain in the Company, the remaining assets shall be distributed to all holders of Common Stock and to each other series of Preferred Stock, pro rata based on the number of shares of Common Stock held by each.

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 for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding Opening Balance: Date 2025/01/01 Common: 96,117,363 Preferred: 1,000,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
2025/10/06	New Issuance	24,420,000	Ordinary	0.001	Yes	Rabbit Private Holding Limited (Andy Pak Keung Chen)	Share Exchange Agreement	Restricted	Restricted
2025/10/06	New Issuance	60,000	Ordinary	0.001	Yes	Rich Dragon Consultants Limited (Andy Pak Keung Chen)	Share Exchange Agreement	Restricted	Restricted
2025/11/11	New Issuance	12,000,000	Ordinary	0.001	Yes	Lai Ping WONG	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	12,680,000	Ordinary	0.001	Yes	Donald HO	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	1,280,000	Ordinary	0.001	Yes	Gwai Yung Helen NG	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	2,000,000	Ordinary	0.001	Yes	Wai Fung SHEK Anne	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	2,000,000	Ordinary	0.001	Yes	Jacob Dyan WAI	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	2,000,000	Ordinary	0.001	Yes	Luorong LIN	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	2,000,000	Ordinary	0.001	Yes	CHIU Wah Yue Stephen	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	5,000,000	Ordinary	0.001	Yes	Bixia JIANG	Debt Conversion	Restricted – Rule 144	Rule 144

2025/11/11	New Issuance	5,000,000	Ordinary	0.001	Yes	Tujian LIAO	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	2,000,000	Ordinary	0.001	Yes	Sze Yin WU	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	2,000,000	Ordinary	0.001	Yes	Hak Fung CHIAO (Benjamin)	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	2,600,000	Ordinary	0.001	Yes	Kam Chiu LEE	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/11	New Issuance	4,000,000	Ordinary	0.001	Yes	Kong Sang Edward LI	Debt Conversion	Restricted – Rule 144	Rule 144
2025/11/25	New Issuance	5,000,000	Ordinary	0.001	Yes	Ars & Civitas (Jacopo Sertoli)	Debt Conversion	Restricted – Rule 144	Rule 144
2025/12/15	New Issuance	296,000,000	Ordinary	0.001	Yes	J Safra Sarasin Ltd (Andy Pak Keung Chen)	Share Exchange Agreement	Restricted	Restricted
2026/01/29	New Issuance	8,000,000	Ordinary	0.1282	Yes	IT Star Limited (Wai Hing CHAU)	Share Exchange Agreement	Restricted – Rule 144	Rule 144

Shares Outstanding on Date of This Report:

Ending Balance:

Date 2026/07/15 Common: 484,157,363

Preferred: 1,000,000

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

None

B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance ($) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion[6]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

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

Total Outstanding Balance: **Total Shares:**

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

____

4) Issuer's Business, Products and Services

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

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

The MSB Global group of companies are currently focused in the area of business consulting services utilizing a team of accounting and finance professionals to offers its clients capital market research, back-office support, financial accounting, listing support and support for mergers and acquisitions.

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

The Company has the following subsidiary: Chelsea Technologies, Inc. (100% controlled), Chelsea Tech, Inc. (71.94% controlled).

C. Describe the issuers' principal products or services.

The Company offers various business consulting services including capital market research, back-office support, financial accounting, listing support and support for mergers and acquisitions. The Company has a team of inhouse professionals which provide the services invoiced to clients monthly or on a fixed contract basis.

5) Issuer's Facilities

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

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

Nil

6) All Officers, Directors, and 5% Beneficial Owners of the Company

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Individual Name (First, Last) or **Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, ≥ 5% beneficial owner)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
Andy Pak Keung Chen	Chief Executive Officer and Director	Hong Kong	320,480,000	Common	66.2%
Ha Leung Lau	Chief Financial Officer and Director	Penang, Malaysia	0	N/A	N/A
Siu Hang Li	Secretary	Hong Kong	0	N/A	N/A
Kwai Ming Clive Hui	More than 5% beneficial owner	Hong Kong	49,863,210 10,000,000	Common Preferred	10.3% 100%

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

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, <u>in the past 10 years</u>:

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);

<u>None</u>

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;

<u>None</u>

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name:	Jiang Jing (Sean)
Firm:	United Securities Legal Group, APC
Address 1:	1968 South Coast Highway, #2854
Address 2:	Laguna Beach, California 92651
Phone:	917-985-7989
Email:	Chairman@USLegal.Group

Accountant or Auditor

N/A

Investor Relations

N/A

All other means of Investor Communication:

N/A

<u>Other Service Providers</u>
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.

N/A

9) Disclosure & Financial Information

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

Name:	**<u>Andy Pak Keung Chen</u>**
Title:	**<u>CEO and Director</u>**
Relationship to Issuer:	**<u>CEO and Director</u>**

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:	**<u>CK Cheung</u>**
Title:	**<u>Accountant</u>**
Relationship to Issuer:	**<u>Accountant</u>**

Describe the qualifications of the person or persons who prepared the financial statements:[7] **<u>20 years of experience in financial accounting, cost accounting and budget management.</u>**

Provide the following qualifying financial statements:

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

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

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

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Andy Pak Keung Chen certify that:

1. I have reviewed this Disclosure Statement for MSB Global Capital Corp.;

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.

July 15, 2026 [Date]

/s/ Andy Pak Keung Chen [CEO's Signature]

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

Principal Financial Officer:

I, Ha Leung Lau certify that:

1. I have reviewed this Disclosure Statement for MSB Global Capital Corp.;

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.

July 15, 2026 [Date]

/s/ Ha Leung Lau [CFO's Signature]

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

MSB GLOBAL CAPITAL CORP.

UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE 3 MONTHS ENDED MARCH 31, 2026 AND 2025

(STATED IN UNITED STATES DOLLARS)

Index to Unaudited Condensed Consolidated Financial Statements

MSB GLOBAL CAPITAL CORP.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2026 AND December 31, 2025
(In United States Dollars ("$"), except for number of shares)

		As of		
		March 31, 2026		December 31, 2025
Assets				
Current assets				
Cash and cash equivalents	$	10,625	$	17,573
Short-term investments – trading securities		50,000		1,550,000
Inventory		28		27
Prepayment		871,064		1,204,724
Accounts receivables		2,261,149		311,943
Other receivables		13,117		2,972
Total current assets		3,205,984		3,087,239
Noncurrent assets				
Equipment		-		3,622
Software		314,124		339,525
Goodwill		216,640,648		216,640,648
Total noncurrent assets		216,954,772		216,983,795
Total assets	$	220,160,756	$	220,071,034
Liabilities and stockholders' equity				
Current liabilities				
Other payables	$	161,301,575	$	161,258,772
Accounts payable		1,029269		1,410,767
Payroll payable		6,550		6,404
Stockholder payable		211,523		150,975
Bank loan – current portion		63,480		63,942
Total current liabilities		162,612,397		162,890,859
Noncurrent liabilities				
Bank loan – noncurrent portion		382,721		389,922
Total noncurrent liabilities		382,721		389,922
Total liabilities		162,995,118		163,280,782
Stockholders' equity				
Common stock, par value $0.001, 500,000,000 shares authorized; 484,157,363 shares issued and outstanding as of March 31, 2026 and December 31, 2025		484,157		476,157
Series A-1 Preferred stock, par value $0.001, 10,000,000 shares authorized; 10,000,000 shares issued and outstanding as of March 31, 2026 and December 31, 2025		10,000		10,000
Additional paid-in capital		20,362,510		20,362,510
Accumulated deficits		(20,326,291)		(20,682,711)
Other comprehensive loss		1,348		(4,466)
Stockholders' equity in the Company		531,724		161,490
Noncontrolling interest		56,633,914		56,628,762
Total equity		57,165,638		56,790,252
Total liabilities and stockholders' equity	$	220,160,756	$	220,071,034

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

MSB GLOBAL CAPITAL CORP.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
FOR THE 3 MONTHS ENDED MARCH 31, 2026 AND 2025
(In United States Dollars (“$”), except for number of shares)

	For the 3 Months Ended March 31,	
	2026	2025
Revenue	$ 2,361,735	$ -
Cost of revenue	(288,534)	-
Gross profit	2,073,201	-
Expenses		
General and administrative	(198,490)	(45,000)
Sales and marketing	(8,199)	-
Finance expense	(3,116)	-
Total expenses	(209,805)	(45,000)
Operating income (loss)	1,863,396	(45,000)
Other income (loss)		
Other income	134	
Other losses	(7,110)	-
Total other income (loss)	(6,976)	-
Net income (loss)	1,856,420	(45,000)
Other comprehensive income (loss)		
Foreign exchange	5,814	-
Comprehensive income (loss)	$ 1,862,233	$ (45,000)
Net income (loss) per share:		
Basic	$ 0.00	$ (0.00)
Diluted	$ 0.00	$ (0.00)
Weighted average shares outstanding		
Basic	482,468,474	122,827,719
Diluted	682,468,474	302,827,719

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

MSB GLOBAL CAPITAL CORP.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE 3 MONTHS ENDED MARCH 31, 2026 AND 2025
(In United States Dollars ("$"), except for number of shares)

	Series A-1 Preferred Stock		Common Stock					
	Number of Shares	Amount	Number of Shares	Amount	Additional paid-in capital	Accumulated deficit	Accumulated other compre-hensive loss	Total stockholders' equity
Balance as of December 31, 2024	10,000,000	$ 10,000	96,117,363	$ 96,117	$ 20,362,510	$ (21,933,412)	$ (2,674)	$ (1,467,459)
Net income for the year ended December 31, 2025	-	-	-	-	-	1,250,701	-	1,250,701
Other comprehensive loss	-	-	-	-	-	-	(1,792)	(1,792)
Share Issuance in relation to Share Exchange Agreement October 06, 2025	-	-	24,480,000	24,480	-	-	-	24,480
Share Issuance in relation to Debt Conversion November 11, 2025	-	-	54,560,000	54,560	-	-	-	54,560
Share Issuance in relation to Debt Conversion November 25, 2025	-	-	5,000,000	5,000	-	-	-	5,000
Share Issuance in relation to Share Exchange Agreement December 15, 2025	-	-	296,000,000	296,000	-	-	-	296,000
Balance as of December 31, 2025	10,000,000	$ 10,000	476,157,363	$ 476,157	$ 20,362,510	$ (20,682,711)	$ (4,466)	$ (218,550)
Net income for the 3 months ended March 31, 2026	-	-	-	-	-	1,856,420	-	1,856,420
Other comprehensive income	-	-	-	-	-	-	5,814	5,814
Stock dividend of short-term investments	-	-	-	-	-	(1,500,000)	-	(1,500,000)
Share Issuance in relation to Share Exchange Agreement January 19, 2026	-	-	8,000,000	8,000	-	-	-	8,000
Balance as of March 31, 2026	10,000,000	$ 10,000	484,157,363	$ 484,157	$ 20,362,510	$ (20,326,291)	$ 1,348	$ 531,724

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

MSB GLOBAL CAPITAL CORP.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE 3 MONTHS ENDED MARCH 31, 2026 AND 2025
(In United States Dollars ("$"), except for number of shares)

	For the 3 months ended March 31,	
	2026	2025
Cash flows from operating activities:		
Net income/(loss)	$ 1,856,420	$ (45,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	29,023	-
Changes in operating assets and liabilities:		
Decrease in prepayment	333,660	
Increase in accounts receivable	(1,949,206)	-
Increase in other receivable	(10,145)	-
Increase in other payables	50,803	-
Increase in accounts payable and accrued liabilities	(381,497)	-
Increase in payroll payable	146	-
Net cash generated by/(used in) operating activities	(70,798)	-
Cash flows from investing activities:		
Acquisition of subsidiary	-	-
Sale of fixed assets	-	-
Net cash generated by/(used in) investing activities	-	-
Cash flows from financing activities:		
Increase in shareholder payable	60,548	-
Increase in NCI	5,152	-
Decrease in bank loan	(7,663)	-
Net cash provided by/(used in) financing activities	58,036	-
Foreign exchange effect on cash	5,814	-
Net increase/(decrease) in cash	(6,948)	-
Cash, beginning of period	17,573	3,000
Cash, end of period	$ 10,625	$ 3,000
Noncash transactions:		
Stock dividend of short-term investments	1,500,000	-

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

Note 1 – Organization and basis of accounting

Business Description

The Company was incorporated on February 20, 1997 in the State of Nevada under the name of Russel Industries, Inc. On January 06, 2011, we filed an amendment to our certificate of incorporation to change our name to Algae Farm (USA), Inc. On June 06, 2013, The Company entered a plan of merger with Diversified Energy Holdings, Inc. and changed its name to Diversified Energy Holdings, Inc. On that same date the Company's Board of directors approved a one to one hundred reverse stock split, reducing its outstanding common stock from 733,954,583 to 7,330,546 common shares. The Company also reduced its authorized common stock from 750,000,000 to 250,000,000, par value of $0.001 and its authorized preferred stock from 25,000,000 to 1,000,000 shares of preferred stock, par value of $0.001. Effective September 15, 2021, the Company again changed its name to MSB Global Capital Corp., in order to better reflect its planned business operations. Concurrently the Company changed its trading symbol from DIEN to MSBM.

The Company ceased operations in early 2013. The Company has fully impaired all assets since the shutdown of its operations in 2013 and has recorded the effects of this impairment as part ofits discontinued operations.

On January 10, 2020, the eight judicial District Court of Nevada appointed Custodian Ventures, LLC as custodian for MSB Global Capital Corp., proper notice having been given to the officers and directors of MSB Global Capital Corp. There was no opposition.

On January 13, 2020, the Company filed a certificate of revival with the state of Nevada, appointing David Lazar as, President, Secretary, Treasurer and Director.

On March 10, 2021, Mr. Lazar entered into a securities purchase agreement with NYJJ Hong Kong Limited ("NYJJ") to sell a total of 11,900,000 shares of common stock and 10,000,000 shares of Series A-1 Preferred stock to NYJJ.

On March 17, 2021, NYJJ entered into a securities purchase agreement with Yiu Cho Wong granting him the right to purchase 11,900,000 shares of common stock and 10,000,000 shares of Series A-1 Preferred stock from NYJJ.

On April 7, 2021, Yiu Cho Wong was appointed as President, CEO, and Director of the Company, Keung Ping Wong was appointed as Secretary and Treasurer of the Company, and Wing Man Ng was appointed as Director of the Company. Concurrent with the appointments, David Lazar resigned as a director and officer of the Company.

On April 7, 2021, Yiu Cho Wong acquired the 11,900,000 shares of Common Stock of the Company, representing approximately 61.56% of total number of Common Stock issued and outstanding at the time of the acquisition.

On April 7, 2021, Kwai Ming Clive Hui acquired 10,000,000 shares of Series A-1 Preferred Stock of the Company, representing 100% of the Series A-1 Preferred stock. The 10,000,000 shares of Series A-1 Preferred Stock hold voting rights of to ninety percent (90%) of the total vote of every other class of stock of the Company.

Effective October 15, 2021 the Company increased its authorized capital from 250,000,000 shares to 500,000,000 shares of common stock.

The aforementioned transactions constituted a change in control.

During the year ended December 31, 2022 and 2021 the Company completed private placements to raise approximately $72,000 million and $2.7 million, respectively, and acquired controlling interests various operating entities based in Hong Kong and the British Virgin Islands, focused in the area of business consulting services utilizing a team of accounting and finance professionals to offers its clients capital market research, back-office support, financial accounting, listing support and support for mergers and acquisitions. In addition, during fiscal 2021 the Company used a portion of the proceeds raised to acquire held for sale options and securities with the intent of increasing its asset portfolio.

Note 1 – Organization and basis of accounting (continued)

Business Description (continued)

The Company accepted the resignation of Mr. Keung Ping Wong as Secretary and Treasurer effective August 26, 2022, and appointed Mr. Chien-Heng Chiang as CEO, President, Director, Secretary and Treasurer of the Company.

On August 14, 2025, the Board of Directors accepted the resignations of Chieng-Heng Chiang as Chief Executive Officer, President, Secretary, Treasurer and Director, and Wing Mang Ng as Independent Director. The Board of Directors elected Andy Pak Keung Chen as Director and Chief Executive Officer, and Siu Hang Li as Secretary.

On September 1, 2025, the Company entered into a Stock Purchase Agreement with the shareholder of Chelsea Technologies, Inc., a company incorporated in the state of Wyoming ("Chelsea Technologies"), whereunder the Company acquired 100% ownership interest in Chelsea Technologies for a consideration of $17,000,000 to be settled in 12 months. The Stock Purchase Agreement is deemed to have closed on September 1, 2025. Therefore, Chelsea Technologies is a fully owned subsidiary of the Company, and its financial results from September 1, 2025 onwards have been consolidated under the Company.

On December 8, 2025, the Company entered into a Stock Purchase Agreement with the majority shareholder of Chelsea Tech, Inc., a company incorporated in the state of Wyoming ("Chelsea Tech"), whereunder the Company acquired 71.94% ownership interest in Chelsea Tech for a consideration of $143,999,500 to be settled in 12 months. The Stock Purchase Agreement is deemed to have closed on December 8, 2025. Therefore, Chelsea Technologies is a fully owned subsidiary of the Company, and its financial results from December 8, 2025 onwards have been consolidated under the Company. In connection with this transaction, a total of 320,480,000 shares of common stock is issued at par value of $0.001 to Andy Pak Keung Chen.

Note 2 – Summary of significant accounting policies

Basis of Presentation and Organization

This summary of significant accounting policies of MSB Global Capital Corp. ("the Company") is presented to assist in understanding the Company's financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the accompanying financial statements. While the Company has commenced generating revenues from its principal business purpose during the year ended December 31, 2021, we remain in the development stage in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 915 (SFAS No. 7). The Company has elected a fiscal year end of December 31.

The accompanying financial statements are prepared on the basis of accounting principles generally accepted in the United States of America ("GAAP"). The Company continues to devote substantial efforts to establish new businesses, financial planning, raising capital, and research into products and services which may become part of the Company' s suite of operating subsidiaries. The Company has not realized significant sales since inception.

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. Management of the Company is making efforts to raise additional funding until a registration statement relating to an equity funding facility is in effect. While management of the Company believes that it will be successful in its capital formation and planned operating activities, there can be no assurance that the Company will be able to raise additional equity capital, or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 2 – Summary of significant accounting policies (continued)

Principals of Consolidation

The unaudited condensed financial statements include the accounts of the Company and its wholly owned subsidiaries which the Company controls and entities for which the Company is the primary beneficiary. For those consolidated subsidiaries where the Company's ownership is less than 100%, the outside shareholders' interests are shown as noncontrolling interests in equity. Acquired businesses are included in the consolidated financial statements from the dates of acquisition. Subsidiaries are deconsolidated from the date that control ceases. The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All inter-company accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to estimates and assumptions include timing of recognition of commission revenue on insurance policy renewals and expenses related thereto, along with costs associated with policy acquisition and our allowance for doubtful accounts. Actual results could differ from those estimates.

Cash and Cash Equivalents

For financial accounting purposes, cash and cash equivalents are considered to be all highly liquid investments with a maturity of three (3) months or less at the time of purchase.

Share-based compensation

We account for stock-based compensation in accordance with ASC 718, Compensation - Stock Compensation. Under the fair value recognition provision of this guidance, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period and reduced for actual forfeitures in the period they occur. Stock-based compensation is included as consulting expenses in our consolidated statements of operations.

Accounts Receivable

The Company's accounts receivables arise from provision of services to customers and reimbursements for out-of-pocket costs invoiced to customers. In general, the Company invoices for services rendered at the time the service is provided or the cost incurred. In the event the Company does have accounts receivable, the Company will evaluate each reporting period to provide a reserve against accounts receivable for estimated losses that may result form a customer's inability to pay based on customer-specific analysis and general matters such as current assessments of past due balances, economic conditions and forecasts, and historical credit loss activity. Amounts determined to be uncollectible will be charged or written-off.

Revenue Recognition

The Company has adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from service-related agreements and contracts by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. Customers are billed for services in installments as they are performed either based on agreed contract terms or on a monthly basis for those clients to whom we provide recurring monthly services.

Note 2 – Summary of significant accounting policies (continued)

Property and Equipment Net

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation of property and equipment is computed using the straight-line method over their estimated useful lives of five to seven years for furniture and equipment and three to five years for computer hardware and software. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful life or the term of the lease. Upon retirement or sale, the cost and related accumulated depreciation or amortization are removed from the Condensed Consolidated Balance Sheets and the resulting gain or loss is reflected in the Condensed Consolidated Statements of Operations. Repairs and maintenance are expensed as incurred.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260, Earning per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At December 31, 2025, the only dilutive instrument is the Series A-1 Preferred Stock. Each share of Series A-1 Preferred Stock shall be convertible into 18 fully paid and nonassessable shares of Common Stock.

Note 2 – Summary of significant accounting policies (continued)

Fair Value of Financial Instruments

FASB ASC 820, Fair Value Measurements and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. FASB ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level of input that is significant to the fair value measurement of the instrument.

Foreign Currency

Translation and Remeasurement Items included in the condensed consolidated financial statements of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Company's reporting currency is the U.S. dollar. The functional currency of subsidiaries based in Hong Kong is the Hong Kong Dollar. Companies based in the British Virgin Islands operate in US Dollars. All transactions initiated in Hong Kong Dollars are translated into U.S. dollars in accordance with Accounting Standards Codification ("ASC") 830-30, "Translation of Financial Statements," as follows: monetary assets and liabilities are translated into U.S. dollars at exchange rates as of the balance sheet date and non-monetary assets, liabilities and equity are translated at historical rates. Sales and expenses are translated using a weighted average exchange rate for the period. All resulting exchange differences are recognized as other comprehensive income, a separate component of equity.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured at rates expected to apply to taxable income in the years in which those temporary differences and carryforwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date. A valuation allowance is recorded when it is not more likely than not that all or a portion of the net deferred tax assets will be realized.

Recently Issued Accounting Pronouncements

The Company has reviewed other recently issued accounting pronouncements and plans to adopt those that are applicable to it. The Company does not expect the adoption of any other pronouncements to have an impact on its results of operations or financial position.

Note 3 – Going Concern

The accompanying financial statements have been prepared assuming the continuation of the Company as a going concern. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and is dependent on debt and equity financing to fund its operations. While management of the Company believes that it will be successful in its planned operating activities, there can be no assurance that the Company will be able to secure a suitable business, raise additional equity capital should it be required, or be successful in the development and commercialization of the products it develops or initiates collaboration agreements thereon. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

COVID 19

The recent COVID-19 pandemic could have an adverse impact on the Company going forward. COVID-19 has caused significant disruptions to the global financial markets, which may severely impact the Company's ability to raise additional capital and to pursue certain planned business activities. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report and is highly uncertain and subject to change. Management is actively monitoring the situation but given the daily evolution of the COVID-19 outbreak, the Company is not able to estimate the effects of the COVID-19 outbreak on its operations or financial condition in the next 12 months. There are no assurances that the Company will be able to meet its obligations, raise additional funds or continue to implement its planned business objectives to obtain profitable operations.

Note 4 – Equity

As of March 31, 2026 and December 31, 2025, there were 484,157,363 and 476,157,363 shares of common stock issued and outstanding, respectively. As of March 31, 2026 and December 31, 2025, there were 10,000,000 shares of Series A-1 preferred stock issued and outstanding.

Note 5 – Subsequent Events

In accordance with FASB ASC 855-10, Subsequent Events, the Company has analyzed its operations subsequent to March 31, 2026, to the date these unaudited condensed consolidated financial statements were issued and determined that there are no material subsequent events that require adjustment or disclosure to the unaudited condensed financial statements.