Pride Holdings Group

Amendment to Quarterly Report - Q2 - Amended for 06/30/2026 originally published through the OTC Disclosure & News Service on 08/27/2026

Explanatory Note:
Amended

PRIDE HOLDINGS GROUP
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Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,632,045,445 as of 08/07/2026 *(Current Reporting Period Date or More Recent Date)*

2,338,064,298 as of 06/30/2026 (Most Recent Quarter *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[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

4 "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 Exact Name of the Issuer is:

As of July 18, 2025	Pride Holdings Group, Inc.
From February 29, 2024 to July 17, 2025	Parliament House Enterprises, Inc.
From October 20, 2020 to February 29, 2024	Hempstract Inc.
From March 2007 to October 20, 2020	Riverdale Oil and Gas Corporation
From July 2006 to March 2007	Fraser Industries, Inc.
From April 2002 to July 2006	Helisys, Inc.
Current State and Date of Incorporation or Registration:	Nevada - February 2007
Standing in this jurisdiction: (e.g. active, default, inactive):	Active

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

Name Changes only as reflected above.

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

None

List any 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:

250 N Orange Ave, Suite 1030

Orlando, FL 32821

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:

2) Security Information

Transfer Agent

Name:	Securities Transfer Corporation
Phone:	(469) 633-0101
Email:	sheld@stc transfer.com
Address:	2901 N Dallas Parkway. Suite 380.
	Plano. Texas 75093

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:	PHSE	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	424700105	
Par or stated value:	$0.001	
Total shares authorized:	3,500,000,000	as of date: 06/30/2026
Total shares outstanding:	2,380,464,298	as of date: 06/30/2026
Total number of shareholders of record:	420	as of date: 06/30/2026

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

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

Exact title and class of the security:	Preferred Stock Series A	
Par or stated value:	$0.001	
Total shares authorized:	20,000,000	as of date: 06/30/2026
Total shares outstanding:	0	as of date: 06/30/2026
Total number of shareholders of record:	0	as of date: 06/30/2026

Security Description:

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

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

   Common Stock. Each share of Common Stock shall have, for all purposes, one (1) vote per share.

   Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore. The holders of Common Stock issued and outstanding have and possess the right to receive notice of shareholders' meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Common Stock or approval of the common shareholders is required or requested.

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

   Series A Preferred Stock. Whenever holders of Series "A" Preferred Stock are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by the holders of the outstanding shares of Series "A" Preferred Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all such shares entitled to vote thereon were present and voted. For the avoidance of doubt, in any matter presented to the stockholders for their consideration and action, in a noticed meeting, special meeting or by written consent, the holder of the Series "A" Preferred Stock shall be entitled to cast that number of votes equal to the total number of votes cast, plus one share to equal to a majority of the shares eligible to vote on any matter, consistent with Section 2.8 of the Corporation's By Laws.

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

_N/A

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

_N/A

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 as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2023 Common: 839,888,537 Preferred A: NA					*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.**

07/10/24	New Issuance	3,000,000	Common Stock	0.002	No	Blackleaf Holdings LLC / Borivoje Radulovic	Compensation for Services	Restricted	Rule 144
07/10/24	New Issuance	7,500,000	Common Stock	0.002	No	George Schembrie III	Compensation for Services	Restricted	Rule 144
07/10/24	New Issuance	1,250,000	Common Stock	0.002	No	Eduardo Ortiz Diaz	Compensation for Services	Restricted	Rule 144
06/16/25	New Issuance	25,000,000	Common Stock	0.0074	Yes	AWOL / Robert McAllister	Debt Settlement	Unrestricted	Rule 144
06/16/25	New Issuance	36,000,000	Common Stock	0.006	Yes	AWOL / Robert McAllister	Compensation for Services	Restricted	Rule 144
07/12/25	Cancelled	-100	Series A Preferred	0.001	Yes	MarGran, LLC / Martin Donald Granatstein	Purchase Shares	Restricted	Rule 144
09/05/25	Issued	21,428,572	Common Stock	0.06	Yes	Mark Fountain	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	500,000	Common Stock	0.06	Yes	Cale R Hall	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	500,000	Common Stock	0.06	Yes	Travis H Coles	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	26,170,000	Common Stock	0.06	Yes	Bryan Barrett	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	5,000,000	Common Stock	0.06	Yes	Joshua Barrett	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	10,000,000	Common Stock	0.06	Yes	Winnifred Inc. / Joe Lipcovich	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	5,000,000	Common Stock	0.001	Yes	007 Real Estate LLC / Paul Messina	Employee Compensation	Restricted	Rule 144
09/05/25	Issued	150,000	Common Stock	0.001	Yes	Iftekhar Baig	Consulting	Restricted	6 Months
09/05/25	Issued	750,000	Common Stock	0.001	Yes	Andrew Allan	Compensation for Services	Restricted	Rule 144
09/05/25	Issued	46,200,000	Common Stock	0.06	Yes	Fohson Investments PTY Ltd ATF John Foo Trust / Richard Foo	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	23,000,000	Common Stock	0.06	Yes	Fetch Financial Pty LTD / Craig Bell	Acquisition Shares	Restricted	Rule 144

09/05/25	Issued	30,800,000	Common Stock	0.06	Yes	Craig Geoffrey Bell & Wendy Anne Bell as Trustee for Superannuation Fund	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	23,083,333	Common Stock	0.06	Yes	Awwhitehead Trust / Bart Whitehouse	Acquisition Shares	Restricted	1 Year Contractual Restriction
09/05/25	Issued	23,083,334	Common Stock	0.06	Yes	Awwhitehead Trust / Bart Whitehouse	Acquisition Shares	Restricted	2 Year Contractual Restriction
09/05/25	Issued	10,000,000	Common Stock	0.06	Yes	Christopher Smith	Acquisition Shares	Restricted	2 Year Contractual Restriction
09/05/25	Issued	10,000,000	Common Stock	0.06	Yes	Christopher Smith	Acquisition Shares	Restricted	1 Year Contractual Restriction
09/05/25	Issued	13,083,334	Common Stock	0.06	Yes	James Matthew Colunga	Acquisition Shares	Restricted	2 Year Contractual Restriction
09/05/25	Issued	3,083,333	Common Stock	0.06	Yes	James Matthew Colunga	Acquisition Shares	Restricted	1 Year Contractual Restriction
09/05/25	Issued	3,333,333	Common Stock	0.06	Yes	Colunga Family, LLC / James Matthew Colunga	Acquisition Shares	Restricted	Rule 144
09/05/25	Issued	3,333,333	Common Stock	0.06	Yes	Colunga Family, LLC / James Matthew Colunga	Acquisition Shares	Restricted	1 Year Contractual Restriction
09/05/25	Issued	250,000	Common Stock	0.06	Yes	August Caudle	Acquisition Shares	Restricted	2 Year Contractual Restriction
09/05/25	Issued	250,000	Common Stock	0.06	Yes	August Caudle	Acquisition Shares	Restricted	1 Year Contractual Restriction
09/05/25	Issued	250,000	Common Stock	0.06	Yes	Karen Caudle	Acquisition Shares	Restricted	2 Year Contractual Restriction
09/05/25	Issued	250,000	Common Stock	0.06	Yes	Karen Caudle	Acquisition Shares	Restricted	1 Year Contractual Restriction
08/12/25	Issued	3,333,333	Common Stock	0.03	Yes	Joseph G Messina	Investment / Consultant	Restricted	Rule 144
08/25/25	Issued	357,000,000	Common Stock	0.001	Yes	John Michael Barrett	Employee Compensation	Restricted	Rule 144
09/18/25	Issued	8,095	Common	0.001	Yes	Iftekhar Baig	Consultant	Restricted	6 Months

			Stock						
09/18/25	Issued	5,000,000	Common Stock	0.05	Yes	Upward Motion / George Schembri	Investment	Restricted	2 Year Contractual Restriction
09/18/25	Issued	400,000	Common Stock	0.001	Yes	Trudy Alexander	Investment	Restricted	2 Year Contractual Restriction
09/18/24	Issued	333,333	Common Stock	0.001	Yes	Samuel James Woolcock	Investment	Restricted	2 Year Contractual Restriction
09/25/25	Issued	1,100,000	Common Stock	0.001	Yes	007 Real Estate LLC / Paul Messina	Employee Compensat ion	Restricted	Rule 144
09/29/25	Cancelled	-32,400,000	Common Stock	0.006	Yes	American Way of Living & Co. / Robert McAllister	Services	Restricted	Rule 144
10/03/25	Issued	1,100,000	Common Stock	0.006	Yes	007 Real Estate LLC / Paul Messina	Services	Restricted	Rule 144
10/23/25	Issued	4,285,714	Common Stock	0.006	Yes	Chris Bailey	Acquisition	Restricted	2 Year Contractual Restriction
10/23/25	Issued	5,000,000	Common Stock	0.006	Yes	Maggie Lea	Acquisition	Restricted	2 Year Contractual Restriction
10/23/25	Issued	5,000,000	Common Stock	0.006	Yes	Tamara Jo Hoover	Acquisition	Restricted	2 Year Contractual Restriction
10/23/25	Issued	201,200	Common Stock	0.006	Yes	Iftekh Baig	Acquisition	Restricted	6 Month Contractual Restriction
10/29/25	Issued	5,000,000	Common Stock	0.006	Yes	Sterling Marco Research LLC / Jeffery Stirling	Services	Restricted	Rule 144
10/29/25	Issued	10,000,000	Common Stock	0.006	Yes	Michael Morfit	Services	Restricted	Rule 144
10/29/25	Issued	100,000,000	Common Stock	0.006	Yes	Jonathan Patrick Barrett	Services	Restricted	Rule 144
10/29/25	Issued	10,000,000	Common Stock	0.006	Yes	MCOM Management LLC / Michael Morfit	Services	Restricted	Rule 144
10/29/25	Issued	5,000,000	Common Stock	0.006	Yes	Janet McEnerney	Services	Restricted	Rule 144
10/29/25	Issued	20,000,000	Common Stock	0.006	Yes	007 Real Estate LLC / Paul Messina	Services	Restricted	Rule 144

11/24/25	Issued	50,000	Common Stock	0.006	Yes	Nicholas Formica	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Brandon Gonzalez	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Gabriel Fonseca Horta	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Velvet Smith	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Shawn Steele	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Travis H Coles	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	James Matthew Colunga	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	August Caudle	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Christopher Price	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Michael Goodman	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Christopher Jackson	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction

11/24/25	Issued	50,000	Common Stock	0.006	Yes	Mark Fountain	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	20,000	Common Stock	0.006	Yes	Arthur Robert Smith	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	20,000	Common Stock	0.006	Yes	Karen Caudle	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
11/24/25	Issued	50,000	Common Stock	0.006	Yes	Andrew Allan	Employee Compensation	Restricted	Rule 144, 2 Year Contractual Restriction
12/12/25	Issued	113,928,571	Common Stock	0.006	Yes	John Patrick Barrett	Services	Restricted	Rule 144
12/17/25	Issued	329,000,000	Common Stock	0.006	Yes	Guilldford Investments LLC / Timothy Majors	Services	Restricted	Rule 144
12/17/25	Issued	2,550,000	Common Stock	0.006	Yes	Daniele Martinotti	Services	Restricted	Rule 144
12/17/25	Issued	41,000,000	Common Stock	0.006	Yes	John Michael Barrett	Services	Restricted	Rule 144
12/17/25	Issued	10,000,000	Common Stock	0.006	Yes	007 Real Estate LLC / Paul Messina	Services	Restricted	Rule 144
03/04/26	Issued	80,000,000	Common Stock	0.006	No	MCOM Management LLC / Michael Morfit	Services	Restricted	Rule 144
03/04/26	Issued	928,816	Common Stock	0.006	No	Lois Elrich	Note Conversion	Restricted	Rule 144
03/12/26	Cancelled	(300,000,000)	Common Stock	.06	No	MarGran, LLC / Martin Donald Granatstein	Services	Restricted	Rule 144
4/10/26	Issued	100,000,000	Common Stock	.06	Yes	Guilldford Investments LLC / Timothy Majors	Re-issuance of shares retired in the first quarter	Restricted	Rule 144
4/10/26	Issued	50,000,000	Common Stock	.06	No	MCOM Management LLC / Michael Morfit	Re-issuance of shares retired in the first quarter	Restricted	Rule 144

4/10/26	Issued	50,000,000	Common Stock	.06	No	Columbia Capital Advisors, LLC / Dennis Beckert	Re-issuance of shares retired in the first quarter	Restricted	Rule 144
4/10/26	Issued	100,000,000	Common Stock	.06	Yes	John Michael Barrett	Re-issuance of shares retired in the first quarter	Restricted	Rule 144
4/14/26	Issued	25,000	Common Stock	.06	No	Julie Hoffmeyer	Services	Restricted	Rule 144
4/14/26	Issued	105,000	Common Stock	.06	No	Joshua J Cooper	Services	Restricted	Rule 144
4/14/26	Issued	615,000	Common Stock	.06	No	Mark Fountain	Services	Restricted	Rule 144
4/14/26	Issued	270,000	Common Stock	.06	No	Jonathan Patrick Barrett	Services	Restricted	Rule 144
4/14/26	Issued	4,600	Common Stock	.06	No	CHP Investments LLC / Chad Chernet	Services	Restricted	Rule 144
4/14/26	Issued	349,835	Common Stock	.06	No	Jonathan Kirby Goble Henry John Goble	Services	Restricted	Rule 144
4/16/26	Issued	430,000	Common Stock	.06	No	Jonathan Kirby Goble Henry John Goble	Services	Restricted	Rule 144
4/20/26	Issued	10,160	Common Stock	.06	No	Edgardo Ortiz Diaz	Services	Restricted	Rule 144
4/20/26	Issued	17,000	Common Stock	.06	No	Harold Montanez Cruz	Services	Restricted	Rule 144
4/20/26	Issued	16,650	Common Stock	.06	No	Kara Adamo	Services	Restricted	Rule 144
4/20/26	Issued	10,160	Common Stock	.06	No	Maria Diaz Padilla	Services	Restricted	Rule 144
6/03/26	Issued	1,000,000	Common Stock	.06	No	Joshua J Cooper	Consulting Services	Restricted	Rule 144 2 year restriction
6/03/26	Issued	6,000,000	Common Stock	.06	No	San Blas Securities, LLC / Alex Mckenzie	Consulting Services	Restricted	180 Day Restriction
6/16/26		6,666,667	Common Stock	.06	No	Momentum Innovation Marketing LLC / Mark Syndyukov	Consulting Services	Restricted	Rule 144
6/16/26	Issued	3,333,333	Common Stock	.06	No	Perryon Holdings LLC / Laurent Perryon	Consulting Services	Restricted	Rule 144

6/23/26	Issued	100,000	Common Stock	.06	No	Andrew Trey Coles	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	Anthony Gazzola	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	Benjimen Healy	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	Brianlee D. Pavlicek	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	David Gernovich	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	Dennis Fields	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	Dylan Davis	Services	Restricted	Rule 144
6/23/26	Issued	250,000	Common Stock	.06	No	Hunter Russell	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	Jimmie Todd Mauldin	Services	Restricted	Rule 144
6/23/26	Issued	100,000	Common Stock	.06	No	Shawn Steele	Services	Restricted	Rule 144
06/23/26	Issued	60,000,000	Common Stock	.06	No	AJB Capital Investments, LLC / Simeon Wohlberg	Note Conversion	Unrestricted	(None Stated)
Shares Outstanding on Date of This Report: Ending Balance: Date 06/30/2026 Common: 2,338,064,298 Preferred A: 20,000,000									

Example: A company with a fiscal year end of December 31[51] 2025, 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, 2026 through March 31, 2026 pursuant to the tabular format above.

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

All prior entities related to Hempstract Inc. have been closed. In September 2023, Parliament House Enterprises, Inc. became the successor corporation. On May 14, 2025, FINRA finalized and published the name change and the new ticker symbol PHSE change to be effective May 15, 2025. During the three months ended June 30, 2026, the Company issued 380,004,205 shares of common stock, comprising 300,000,000 shares re-issued in respect of shares retired in the first quarter, 60,000,000 shares on conversion of a note payable, 17,000,000 shares for consulting services, 1,150,000 shares to officers and employees and 1,854,205 shares against subscriptions previously received. There were no changes to the number of outstanding shares of Preferred A stock during the three and six months ended June 30, 2026.

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.

Total Outstanding Balance: -0- Total Shares: -0- -0-

Date of Note Issuanc e	Principal Amount at Issuance ($)	Outstanding Balance (S) (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 Conversion25	Name of Noteholder (entities must have individual with voting I investment control disclosed).	Reason for Issuance (e.g., Loan, Services,

Total Outstanding Balance: **-0-** 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") Pride Holdings Group (FKA Parliament House Enterprises, Inc.) is a hospitality and entertainment management company in the process of opening and establishing new locations and acquiring existing locations that fit its business mode.

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

N/A

C. Describe the issuers' principal products or services.

Hospitality and entertainment management company focused on the LGBTQ+ Communities.

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.

The Company leases and operates a portfolio of hospitality, entertainment, restaurant, nightclub, and lodging properties serving the LGBTQ+ community throughout the United States. The Company’s leased properties are utilized for nightlife operations, restaurants, entertainment venues, and hospitality-related uses. Management believes that all leased facilities are in good operating condition and are suitable for the purposes for which they are being utilized.

The Company’s principal leased properties include the following:

• Aquaplex Key West – Key West, Florida
A leased entertainment and hospitality venue operating as a restaurant, cabaret, and nightclub facility. The property includes dining areas, bar operations, stage and performance facilities, and administrative office space. The lease is subject to customary commercial lease terms and landlord approval rights.

• Aqua Fort Lauderdale – Fort Lauderdale, Florida
A leased hospitality and entertainment venue utilized for bar, nightclub, and live entertainment operations. The facility includes beverage service areas, customer seating, entertainment space, and related operational offices. The Company occupies the premises pursuant to a commercial lease agreement.

• Johnsons Fort Lauderdale – Wilton Manors, Florida
A leased nightclub and bar property operating within the Wilton Manors entertainment district. The facility includes bar service areas, customer seating, entertainment space, storage areas, and related operational offices. The Company does not own the underlying real estate.

• Johnsons Tampa – Tampa, Florida
A leased hospitality and nightlife venue utilized for bar and entertainment operations. The property includes customer service areas, beverage operations, and management office space. The lease contains customary operational and maintenance obligations.

• Cincinnati Location – Cincinnati, Ohio
A leased hospitality and entertainment venue utilized for bar, restaurant, and nightlife operations. The property includes customer entertainment areas, beverage service operations, seating areas, and administrative support space. The Company operates the property pursuant to a commercial lease agreement.

• Lips Chicago – Chicago, Illinois
A leased hospitality and entertainment property operating as a dining and live entertainment venue. The facility includes restaurant operations, stage and performance space, bar service areas, kitchen facilities, and related administrative offices. The Company leases the premises pursuant to a commercial lease agreement.

The Company also leases administrative office facilities used for executive management, accounting, operational oversight, and corporate administration in Orlando, Florida. These facilities are believed to be adequate for the Company's current operational needs.

The Company's leases generally contain standard commercial terms, including base rent obligations, maintenance requirements, insurance provisions, renewal options, and operational covenants. Certain leases may require landlord consent for assignment, transfer, expansion, or modification of operations. The Company is not aware of any material environmental issues affecting its leased facilities.

6) All Officers, Directors, and Control Persons 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% Control person)	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)
Timothy Majors	COO / Director	Orlando, FL	N/A		
John Michael Barrett *	CEO/Director	Orlando, FL	398,000,000	Common	18.0%
Guilldford Investments LLC / Timothy Majors	See above	Orlando, FL	517,666,667	Common	23.4%
Jonathan Patrick Barrett *	Control person	Orlando, FL	213,928,571	Common	9.7%

- John Michael Barrett and Jonathan Patrick Barrett have resigned from the company and have returned controlling interest shares on 7/28/26.

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

7) Legal/Disciplinary History

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

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

   None

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

   None

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

1. 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

2. 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

3. 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: Ross Carmel, Esq

Firm: Sichenzia Ross Ference Carmel LLP

Address 1: 1185 Avenue of the Americas, 31 st floor

Address 2: New York NY 10036

Phone: 646-838-131

Email: rcarmel@srfc.law

Accountant or Auditor

Name: Manny Tzagarakis

Firm: RSBM US LLP

Address 1: 805 Third Avenue Suite 1430

Address 2: New York. NY 10022

Phone: 212-838-2643

Email: mtzagarakjs@rbsmllp.com

Investor Relations

Name: NA

Firm:

Address 1:

Address 2:

Phone:

Email:

All other means of Investor Communication:

X (Twitter): NA

Discord: NA

Linkedin: NA

Facebook: NA

(Other) NA

Other Service Providers

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

Name:

Firm:

Nature of Services:

Address 1:

Address 2:

Phone:

Email:

9) Disclosure & Financial Information

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

Name: Tim Majors

Title: COO

Relationship to Issuer: Officer

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

☐ IFRS
☒ U.S. GAAP

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

Name: Eric Sherb

Title: CPA

Relationship to Issuer: Independent CPA Firm

Describe the qualifications of the person or persons who prepared the financial statements: [6]

Mr. Eric is a Certified Public Accountant and has 14 years of accounting and finance experience.

10) Issuer Certification

Chief 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, John Michael Barrett certify that:

1. I have reviewed this Disclosure Statement for Pride Holdings Group (FKA Parliament House Enterprises, Inc.) for the Quarter ended June 30, 2026;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 28, 2026

/s/ John Michael Barrett

Chief Operations Officer:

I, Timothy Majors certify that:

1. I have reviewed this Disclosure Statement for Pride Holdings Group (FKA Parliament House Enterprises, Inc.) for the Quarter ended June 30, 2026;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 28, 2026

/s/ Tim Majors

6 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.

QUARTERLY REPORT

PRIDE HOLDINGS GROUP, INC.

For the Three Months Ended
June 30, 2026

PRIDE HOLDINGS GROUP
Condensed Balance Sheets
(Unaudited)

		June 30, 2026 (Unaudited)		December 31, 2025
ASSETS				
Current assets:				
Cash	$	78,607	$	226,758
Accounts receivable, net		13,506		27,013
Inventory		80,204		128,495
Due from related parties		230,825		299,422
Prepaid expenses and other current assets		3,403,088		203,088
Total current assets		3,806,230		884,776
Property and equipment, net		19,471,607		19,468,907
Intangible assets, net		6,434,239		6,543,833
Goodwill		24,046,780		24,046,780
Deposits		61,691		83,962
Total assets		53,820,547		51,028,258
LIABILITIES AND STOCKHOLDERS (DEFICIT)				
Current liabilities:				
Accounts payable	$	2,012,697	$	929,612
Accrued expenses		255,668		1,075,820
Notes payable (net)		1,134,706		1,668,668
Notes payable - related parties		3,399,581		3,046,948
Stock to be issued		-		65,000
Deferred consideration payable		442,447		442,447
Total current liabilities		7,245,099		7,228,495
Notes Payable, net of current portion		175,000		175,000
Total liabilities		7,420,099		7,403,495
Common stock subject to possible redemption		1,659,715		1,659,715
Commitments and contingencies		-		-
Stockholders' equity deficit:				
Preferred Series A - $0.001 par value, authorized - 20,000,000 shares; issued and outstanding - 0 as of June 30, 2026 and December 31, 2025, respectively		-		-
Common stock - $0.001 par value, authorized - 3,500,000,000 shares; issued and outstanding - 2,338,064,298 and 2,209,882,640 shares as of June 30, 2026 and December 31, 2025, respectively		2,338,064,298		2,209,882,640
Additional paid-in capital		79,586,465		72,906,323
Treasury stock		(670,000)		(670,000)
Accumulated deficit		(36,556,197)		(32,482,817)
Accumulated other comprehensive income		136,824		136,824
Total stockholders' equity (deficit)		44,740,733		41,965,048
Total liabilities, mezzanine equity and stockholders' deficit	$	53,820,547	$	51,028,258

See accompanying notes to the condensed financial statements.

Pride Holdings Group Inc.
Condensed Statements of Operations
(Unaudited)

	For the Three Months Ended	
	June 30, 2026	June 30, 2025
Revenues	$ 1,678,655	$ -
Cost of Revenue	360,277,8	-
Gross Profit	1,318,378	-
Operating expenses:		
General and administrative	1,434,688	529,215
Sales and marketing	2,125	-
Professional fees	1,055,070	-
Depreciation and amortization	54,797	-
Total operating expenses	2,546,680	529,215
Loss from operations	(1,228,302)	(529,215)
Other income (expense):		
Interest expense	(142,469)	(997,469)
Other income	16	-
Loss on extinguishment of debt	-	-
Total other income (expense)	(142,453)	(997,469)
Loss from continuing operations	(2,702,624	(224,237)
Loss from discontinued operations, net of tax	-	-
Net loss	$ (1,370,755)	(1,526,684))
Weighted average common shares outstanding- basic and diluted	2,281,551,954	861,023,152
Net loss per common share - basic and diluted		

See accompanying notes to the condensed financial statements

Pride Holdings Group, Inc.
Condensed Statements of Changes in Stockholders' Equity (Deficit)
For the Quarters Ended June 30, 2026 and 2025
(Unaudited)

	Common Stock Subject to Possible Redemption		Preferred A Stock		Common Stock		Additional Paid-In Capital	Treasury Stock	Accumulated Deficit	Accumulated OCI	Total Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2024	-	$ -	100	$ -	851,638,537	$ 851,638	$ 12,325,705	$ -	$ (14,450,872)	-	$ (1,273,529)
Net Loss									(224,237)		(224,237)
Balance, March 31, 2025	-	-	100	-	851,638,537	851,638	12,325,705	-	(14,675,109)	-	(1,497,766)
Net loss	-	-	-	-	-	-	-	-	(1,526,684)	-	(1,526,684)
Balance, June 30, 2025	-	-	100	-	851,638,537	851,638	12,325,705	-	(16,201,793)	-	(3,024,450)
Balance, December 31, 2025	1,659,715	$ 1,659,715	100	$ -	2,211,542,355	$2,211,542	$ 72,906,323	$ (670,000)	$ (32,482,817)	-	$ 41,965,048
Common stock issued for consulting services	-	-	-	-	80,000,000	80,000	4,720,000	-	-	-	4,800,000
Common stock issued for consulting services	-	-	-	-	4,000,000	4,000	236,000	-	-	-	240,000
Common stock issued upon conversion of note payable	-	-	-	-	4,917,738	4,918	290,147	-	-	-	295,064
Retired Shares	-	-	-	-	(300,000,000)	(300,000)	300,000	-	-	-	-
Net loss	-	-	-	-	-		-	-	(2,702,624)	-	(2,702,624)
Balance, March 31, 2025	1,659,715	$ 1,659,715	100	$ -	2,000,460,093	2,000,460	$ 78,452,470	$ (670,000)	$ (35,185,441)	-	$ 44,597,488
Re-issuance of shares retired in Q1	-	-	-	-	300,000,000	300,000	(300,000)	-	-	-	-
Common stock issued upon conversion of note payable	-	-	-	-	60,000,000	60,000	300,000	-	-	-	360,000
Common stock issued for services	-	-	-	-	17,000,000	17,000	1,003,000	-	-	-	1,020,000
Common stock issued to officers and employees	-	-	-	-	1,150,000	1,150	67,850	-	-	-	69,000
Common stock issued against subscription received	-	-	-	-	1,854,205	1,854	63,146	-	-	-	65,000
Net loss	-	-	-	-	-	-	-	-	(1,370,755)	-	(1,370,755)
Balance, June 30, 2026	1,659,715	$ 1,659,715	20,000,000	$ -	2,338,064,298	$ 2,338,298	$ 79,586,465	$ (670,000)	$ (36,556,197)	-	$ 44,740,733

See accompanying notes to the condensed financial statements

Pride Holdings Group, Inc.
Condensed Statements of Cash Flows
(Unaudited)

	For the Quarters Ended	
	June 30, 2026	June 30, 2025
Cash flows from operating activities:		
Net loss	$ (4,073,380)	$ (1,750,921)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	109,594	-
Stock-based compensation	2,929,000	401,000
Loss on extinguishment of debt	265,558	-
Interest on notes payable settled in common stock	142,469	-
Changes in operating asset and liabilities:		
Accounts receivable	13,507	-
Inventory	48,291	-
Due from related parties	68,597	-
Deposits	22,272	(36,691)
Accounts payable	1,083,085	(671)
Accrued expenses	(820,152)	42,250
Net cash used in operating activities	(211,160)	(260,516)
Cash flows from investing activities:		
Purchase of property and equipment	(2,700)	-
Net cash used in investing activities	(2,700)	-
Cash flows from financing activities:		
Proceeds from (repayments of) notes payable, net	(286,924)	-
Proceeds from (repayments of) notes payable - related parties, net	352,633	(75,000)
Stock issued against subscriptions previously received	-	-
Net cash provided by (used in) financing activities	65,709	(75,000)
Net change in cash	(148,151)	(335,516)
Cash at beginning of period	226,758	367,094
Cash at end of period	$ 78,607	$ 31,578
Supplemental disclosure of Noncash Investing and Financing Activities:		
Issuance of common stock for prepaid consulting services	$ 3,200,000	$ -
Issuance of common stock upon conversion of notes payable	$ 247,037	$ -
Interest on notes payable settled through the issuance of common stock	$ 142,469	$ -
Issuance of common stock against subscriptions previously received	$ 65,000	$ -

See accompanying notes to the condensed financial statements

PRIDE HOLDINGS GROUP (PREVIOUSLY KNOWN AS PARLIAMENT HOUSE ENTERPRISES, INC.)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1: ORGANIZATION AND NATURE OF OPERATIONS

Pride Holdings Group (the "Company"), is a Nevada corporation formed on February 23, 2007. The Company operates in the LGBTQ+ hospitality and entertainment business. The Company, through its subsidiaries acquired in 2025 (see Note 9), focuses on the bar, pub, tavern, restaurant, hotels, nightclubs, and live adult entertainment industry serving the LGBTQ population. On July 18, 2025, the Company legally changed its name from "Parliament House Enterprises, Inc." to "Pride Holdings Group."

On August 6, 2020, the Company entered into an Asset Purchase Agreement with Hempstract, LLC, a Washington limited liability company, pursuant to which the Company acquired all of Hempstract's assets, including licenses, equipment, materials, inventory, assignment of all leases, services, and vendor contracts for the purchase price of 36,800,000 common shares of the Company.

At the time of its acquisition of the Hempstract business, the Company discontinued and spun off its oil and gas interests and put into place a new business plan to develop and sell hemp-based products.

The Company was in the process of renovating a historic ICBM Titan Missile facility site in eastern Washington state to produce high quality THC-Free products that are derived from non-GMO industrial hemp grown with natural farming practices. The planned products included CBD Isolate & distillate oil, nutritional whole plant extract for topicals, lotions, bath bombs, pills and pet products. Focused on hemp, the laboratory continues isolating novel cannabinoids and developing new processes for the isolation of CBD. In addition, the lab developed many new formulations and applications for CBD and related cannabinoids.

Since the acquisition there has been a lawsuit between the parties involved in the asset purchase related to trademark infringement. In January of 2023 the parties agreed to a mutual dismissal of the complaints. On January 11, 2023 Hempstract, Inc., plaintiff, and defendants Gregory Haynes and Kim Melbye agreed to a mutual dismissal of a lawsuit and complaints related to trademark infringement. The action was dismissed in its entirety, without prejudice, with each party bearing its own attorney fees and costs.

The name of the Company was "Parliament House Enterprises, Inc" until July 17, 2025. The predecessor entities were Hempstract Inc. until February 29, 2024.

On September 19, 2023, the majority shareholder and control person of Hempstract, Inc. ("HPST") and MarGran LLC, a Wyoming Limited Liability Company ("MarGran"), executed a Stock Purchase Agreement. In the transaction MarGran, LLC purchased 100,000,000 common shares of HPST and purchased 100 Series A Preferred shares of HPST. The transaction closed on October 2, 2023. Further pursuant to the transaction, the Company's Board of Directors approved an amendment to the Company's Articles of Incorporation to increase the total number of common shares of the Company to 2,000,000,000. On September 28, 2023, by majority written consent of the shareholders eligible to vote, the shareholders approved an amendment to the Company's Articles of Incorporation increasing the Company's authorized shares to 2,000,000,000 shares. As a result of this agreement, MarGran, LLC now holds 714,000,000 Common shares of the Company representing 85% of the issued and outstanding common shares, and 100 Series "A" Preferred shares of the Company representing 100% of the issued and outstanding Series "A" Preferred class of shares.

The transaction was accounted for as a "reverse recapitalization" in accordance with Accounting Standards Codification ("ASC") 805, *Business Combination*. MarGran was determined not to meet the definition of a "business" under ASC 805. Accordingly, the transaction was treated as a capital transaction involving the issuance of stock by the Company for the net assets of MarGran. MarGran was created to buy shares of HPST and do not have assets. Consequently, the assets and liabilities and the historical operations that are reflected in the financial statements are those of Pride Holdings Group and are recorded at their historical cost basis. No goodwill or intangible assets were recognized as a result of the transaction.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Basis of Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company has adopted a December 31 year-end. The accompanying condensed consolidated financial statements as of June 30, 2026 and for the three and six months ended June 30, 2026 and 2025 are unaudited and have been prepared in accordance with U.S. GAAP for interim financial information. They do not include all of the information and footnotes required by U.S. GAAP for complete annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2026 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2026. These interim financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended December 31, 2025.

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 revenue and expenses during the reporting period. but are not limited to, provision for income taxes. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Concentration of Credit Risk

The Company maintains its cash with a bank located in the United States of America and believes it to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to $250,000. At times, the Fund may maintain balances in excess of the federally insured limits. At June 30, 2026 and December 31, 2025, the Company has not experienced losses on this account and management believes the Company is not exposed to significant risks on such account.

Fair Value of Financial Instruments

The Company adopted the ASC-820 “Fair Value Measurement” related to fair value measurement at inception. The standard defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements. The standard applies under other accounting pronouncements that require or permit fair value measurements and, accordingly, does not require any new fair value measurements. The standard clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the standard established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

At June 30, 2026 and December 31, 2025, the carrying amounts of accounts payable and accrued liabilities approximate fair value because of the short maturity of these instruments.

Warrants

The Company evaluates all warrants in accordance with ASC 480, *Distinguishing Liabilities from Equity*, and ASC 815-40, *Derivatives and Hedging – Contracts in Entity’s Own Equity*, to determine whether the instruments should be classified as equity or liability. Warrants that meet the equity classification criteria under ASC 815-40 are recorded in additional paid-in capital and are not subsequently remeasured. Warrants that do not meet these criteria are classified as liabilities and initially measured at fair value, with subsequent remeasurement at each reporting date and changes in fair value recognized in earnings.

The fair value of warrants is determined using the Black-Scholes option pricing model in accordance with ASC 820, *Fair Value Measurement*, which incorporates assumptions such as expected volatility, expected term, risk-free interest rate, and dividend yield.

Impairment of Long-lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell. The Company recognized impairment of certain assets of $0 and $0 for the three and six months ended June 30, 2026 and 2025, respectively.

Debt Discount and Issuance Costs

Debt discount and debt issuance costs are presented as a direct deduction from the carrying amount of the related debt liability on the balance sheets, pursuant to Financial Accounting Standards Board ("FASB") ASC 835-30 and ASC 470. These costs and discounts are amortized to interest expense over the term of the debt using the effective interest method.

Gain (Loss) on Extinguishment of Debt

The Company accounts for the extinguishment of debt in accordance with ASC 470-50, *Debt—Modifications and Extinguishments*. A liability is considered extinguished if the debtor pays the creditor and is legally relieved of the obligation. Upon extinguishment, a gain or loss is recognized currently in income and is not deferred or amortized (ASC 470-50-40-2). This gain or loss is measured as the difference between the reacquisition price (the amount paid to retire the debt) and the net carrying amount of the extinguished debt. The net carrying amount represents the face value of the debt adjusted for any unamortized premium, discount, or debt issuance costs (ASC 835-30-45-1A). Gains and losses on the extinguishment of debt are classified as a separate line item within the Non-Operating Income (Expense) section of the Statements of Operations (ASC 470-50-40-2).

Earnings Per Share

The company adopted the provisions of SFAS No. 128, "Earnings per Share." SFAS No. 128 requires the presentation of basic and diluted earnings per share ("EPS"). Basic EPS is computed by dividing income or losses available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted.

The Company has issued warrants in connection with debt financings (see Note 4).

General and Administrative Expenses

General and administrative expenses are recognized in the period in which they are incurred and consist primarily of costs related to the Company's corporate, executive, and administrative functions. These expenses include consulting services, information technology, administrative payroll and other corporate overhead.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606. The Company's revenue is primarily generated from the sale of food and alcohol pertaining to its nightclubs and bars.

Goodwill

Goodwill is created when we acquire a business. It is calculated by deducting the fair value of the net assets acquired from the consideration given and represents the value of factors that contribute to greater earning power, such as a good reputation, customer loyalty or intellectual capital.

Goodwill is tested for impairment at least annually at December 31 or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. The Company has one reporting unit. For the three and six months ended June 30, 2026, no impairment charge was recognized. The $5,783,099 of goodwill that arose on the Stonewall Australia and Stonewall Bali acquisitions was written off during the year ended December 31, 2025 when those acquisitions failed to complete, and no goodwill relating to either location is carried at June 30, 2026.

The following table presents the changes in the carrying amount of goodwill for the three and six months ended June 30, 2026:

	Amount
Balance at January 1, 2025	$ -
Goodwill acquired in business combinations (Note 10)	33,753,422
Measurement period adjustment – reclassification to intangible assets	(3,494,334)
Measurement period adjustment – deferred consideration	442,447
Reclassification to assets held for sale	(5,783,099)
Impairment losses	-
Other adjustments	(871,656)
Balance at December 31, 2025	24,046,780
Impairment losses	-
Other adjustments	-
Balance at June 30, 2026	$ 24,046,780

Intangible Assets

Intangible assets with indefinite useful lives, including liquor licenses, tradenames, and operating licenses, are not amortized but are tested for impairment at least annually at December 31 or more frequently if events or changes in circumstances indicate potential impairment. No impairment charges were recognized for the three and six months ended June 30, 2026.

Intangible assets consist of identifiable assets acquired in business combinations and are recorded at their estimated fair values at the date of acquisition. The following table summarizes the Company's intangible assets as of June 30, 2026:

	Net Carrying Amount	Accumulated Amortization	Net Carrying Amount
	As of December 31, 2025	For the six months ended June 30, 2026	As of June 30, 2026
Operating licenses	$ 2,191,884	$ (109,594)	$ 2,082,290
Tradenames	1,302,450	-	1,302,450
Liquor licenses and other	3,049,499	-	3,049,499
Total intangible assets	$ 6,543,833	$ (109,594)	$ 6,434,239

Estimated future amortization expense of operating licenses:	
Remainder of 2026	109,594
2027	219,188
2028	219,188
2029	219,188
2030	219,188
Thereafter	1,095,942
Total	2,082,290

Amortization expense on intangible assets with finite useful lives totaled $54,797 and $109,594, respectively, for the three and six months ended June 30, 2026.

Segment Reporting

ASC Topic 280, “Segment Reporting,” establishes standards for companies to report in their financial statement information about operating segments, products, services, geographic areas, and major customers. Operating segments are defined as components of an enterprise for which separate financial information is available that is regularly evaluated by the Company’s chief operating decision maker, or group, in deciding how to allocate resources and assess performance.

Stock Based Compensation

As permitted by statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting Based Compensation", the company has elected to continue to follow the intrinsic value method in accounting for its' stock-based compensation arrangements as defined by Accounting Principles Board Opinion (APB") No. 25, "Accounting for Stock Issued Employees", and related

Interpretations including " Financial Accounting Standards Board Interpretations" No. 44, "Accounting for Certain Transactions Involving Stock Compensation", and interpretation of APB No. 25. As of June 30, 2026, the company has not formed a Stock Option Plan and has not issued any options.

Fixed Assets

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets' estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

Property and equipment consist of the following as of June 30, 2026:

	June 30, 2026	December 31, 2025
Castle of Camino – building and property (Italy)	$ 18,500,000	$ 18,500,000
Bar and restaurant equipment	437,018	437,018
Leasehold improvements	295,351	295,351
Furniture and fixtures	236,538	236,538
Machinery and equipment	2,700	-
Total property and equipment	19,471,607	19,468,907
Less: accumulated depreciation	-	-
Property and equipment, net	$ 19,471,607	$ 19,468,907

Depreciation expense recognized for the three and six months ended June 30, 2026 was $0, as substantially all property and equipment was acquired during the fourth quarter of 2025 and depreciation had not yet commenced as of June 30, 2026 and December 31, 2025; depreciation will commence in subsequent periods once the related assets are placed in service. The Company estimates the useful lives of property and equipment as follows: building and property – 39 years; bar and restaurant equipment – 5 to 7 years; leasehold improvements – lesser of useful life or remaining lease term; furniture and fixtures – 5 to 7 years.

Mezzanine Equity

In connection with certain business acquisitions completed during 2025, the Company issued shares of common stock that are subject to possible redemption outside of the Company's control. These shares are classified as mezzanine equity (temporary equity) at $1,659,715 and are presented outside of permanent stockholders' equity on the consolidated balance sheet in accordance with ASC 480-10-S99. The shares are recorded at their issuance-date fair value and will be reclassified to permanent equity upon resolution of the redemption contingency.

Treasury Stock

On October 20, 2025, the Company issued 10,000,000 shares of common stock at $0.067 per share ($670,000 fair value) as consideration for the acquisition of Cheer Up Charlies, located in Austin, Texas. The acquisition was subsequently abandoned and the shares were cancelled. The $670,000 fair value of the cancelled shares was reclassified to treasury stock. Treasury stock is recorded at cost and is presented as a reduction of stockholders' equity on the consolidated balance sheet.

Deferred Consideration Payable

In connection with one of the business acquisitions completed during 2025, the Company recognized a deferred consideration payable of $442,447, representing the estimated fair value of additional amounts payable to the seller upon the achievement of certain conditions. The deferred consideration was recorded as a current liability on the consolidated balance sheet. A corresponding adjustment of $442,447 was recorded to goodwill (see Note 9). The Company will remeasure the deferred consideration at each reporting date until settlement, with changes in fair value recognized in the consolidated statement of operations.

Related Parties

Related parties are any entities or individuals that, through employment, ownership or other means, possess the ability to direct or cause the direction of the management and policies of the Company. The Company discloses related party transactions that are outside of normal compensatory agreements, such as loans. The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, *Income taxes* (Topic 740): Improvements to Income Tax Disclosure ("ASU 2023-09"), which enhances the transparency and usefulness of income tax disclosures. ASU 2023-09 will be effective for fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the impact of the pending adoption of ASU 2023-09 on its financial statements.

In November 2023, the FASB issued ASU No. 2023-07, Improvements to Reportable Segment Disclosures (Topic 280). This ASU updates reportable segment disclosure requirements by requiring disclosures of significant reportable segment expenses that are regularly provided to the Chief Operating Decision Maker ("CODM") and included within each reported measure of a segment's profit or loss. This ASU also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and deciding how to allocate resources. The ASU is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company adopted this ASU on January 1, 2024.

In August 2020, the FASB issued Accounting Standards Update ("ASU") No. 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for the derivative scope exception, and it simplifies the diluted earnings per share calculation in certain areas. The Company adopted ASU 2020-06 from the Company's inception. Adoption of the ASU did not impact the Company's financial position, results of operations or cash flows.

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

NOTE 3. GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

The Company has evaluated whether there are certain conditions and events, considered in the aggregate, that raise substantial doubt and the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company sustained net losses of $1,370,755 and $4,073,380 for the three and six months ended June 30, 2026, respectively, and $1,526,684 and $1,750,921 for the three and six months ended June 30, 2025, respectively, and incurred negative cash flows from operations of $211,160 for the six months ended June 30, 2026. As of June 30, 2026, the Company had an accumulated deficit of $36,556,197, a working capital deficit of $3,438,869 and cash of $78,607. These factors among others raise substantial doubt about the Company's ability to continue as a going concern for a period of 12 months from the issuance date of this report.

The Company's primary source of operating funds has been from funds generated from the sale of common shares and debt. The Company has experienced net losses from operations since inception but expects these conditions to improve in future years as it pursues its business model.

The Company's existence is dependent upon management's ability to develop profitable operations and to obtain additional funding sources. There can be no assurance that the Company's financing efforts will result in profitable operations or the resolution of the Company's liquidity problems. The accompanying statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

NOTE 4. NOTES PAYABLE

As of June 30, 2026 and December 31, 2025, the Company had outstanding the following notes payable:

	Maturity	June 30, 2026 Outstanding	December 31, 2025 Outstanding
AJB 2023 note	9/24/2024	$ 132,469	$ 350,000
AJB 2024 note	5/16/2024	135,000	135,000
G3 properties note	6/18/2026	175,000	175,000
CR Group note	10/1/2026	250,000	250,000
Double G Holdings Loan		760,000	760,000
Lips Chicago note		171,609	470,550
Johnsons Lauderdale note		(296,882)	(296,882)
Total		$ 1,327,196	$ 1,843,668
Less: Current portion of notes payable		(1,152,196)	(1,668,668)
Notes payable, net of current portion		$ 175,000	$ 175,000

AJB 2023 Note

On September 29, 2023, the Company entered into a Securities Purchase Agreement with AJB Capital Investments, LLC providing for the issuance and sale by the Company of a Promissory Note ("AJB 2023 Note") in the aggregate principal amount of $350,000. The Company issued 16,797,770 warrants in connection with the financing. The warrants are exercisable for five years at $0.01 per warrant, or on a cashless basis. The fair value of the warrant was $167,978, which was concluded as equity classification and recorded in additional paid-in capital and the related amount recognized as a debt discount and will be amortized to interest expense over the life of the note.

Total debt discount recognized in connection with the note was $167,978, of which the remaining $126,672 was amortized during the year ended December 31, 2024. The note payable, net of unamortized discount of $0, was $132,469 as of June 30, 2026 and $350,000 as of December 31, 2025, the reduction reflecting the June 2026 conversion described below.

As additional incentive per the AJB 2023 Note, the Company also issued 41,900,000 shares of common stock for a fair value of $419,000. $271,978 out of $419,000 was recognized as loss on issuance of debt and remaining was recorded as debt discount. Total debt discount recognized in connection with the share issuance was $147,022, of which the remaining $110,869 was amortized to interest expense during the year ended December 31, 2024. Unamortized debt discount as of June 30, 2026 and December 31, 2025 is $0.

Additionally, original issue discount of $35,000 was recorded during the year ended December 31, 2023, of which the remaining $26,393 was amortized to interest expense during the year ended December 31, 2024. Unamortized debt discount as of June 30, 2026 and December 31, 2025 is $0.

The AJB 2023 Note bears interest on the unpaid principal balance at a rate equal to ten percent (10%) per annum accruing from the closing date until the AJB 2023 Note becomes due and payable at maturity. All principal and interest owing hereunder, along with any and all other amounts, shall be due and owing on September 24, 2024. As of June 30, 2026, the note remains in default.

On June 23, 2026, the Company issued 60,000,000 shares of common stock to AJB Capital Investments, LLC in settlement of amounts owing under the AJB 2023 Note. The $360,000 value of the shares issued was applied $217,531 against principal and $142,469 against interest accrued from September 2023. No gain or loss on extinguishment was recognised, as the carrying amount of the obligation settled equalled the value of the shares issued. Following the settlement, principal of $132,469 remains outstanding under the AJB 2023 Note, which remains in default. Because the general ledger had not previously recorded interest on this note, the full $142,469 of accrued interest was charged to interest expense in the three and six months ended June 30, 2026. Neither this conversion nor the March 2026 conversion involved the payment or receipt of cash, and both are presented as non-cash financing activity in the condensed statements of cash flows.

AJB 2024 Note

On February 16, 2024, the Company entered into a Securities Purchase Agreement with AJB Capital Investments, LLC providing for the issuance of a Promissory Note ("AJB 2024 Note") in the aggregate principal amount of $105,000. On May 16, 2024, the Note was amended to a balance of $135,000 for an extension of the due date. As of June 30, 2026 and December 31, 2025, the note remains in default.

Total debt discount recognized in connection with the note was $30,000, of which $30,000 was amortized during the year ended December 31, 2024. The note payable, net of unamortized discount of $0, was $135,000 as of June 30, 2026 and December 31, 2025.

The Company recognized $25,000 of loss on extinguishment of debt during the year ended December 31, 2024.

G3 Properties Note

On May 3, 2024, the Company entered into a two-year term note with an external lender, George Schembri, in the principal amount of $175,000, bearing interest at 15% per annum. The note matures on June 18, 2026. As part of the compensation related to this loan, the Company agreed to issue 7,500,000 common shares to the lender. The Company recorded 7,500,000 shares as "stock to be issued". The shares were issued for the fair value of $22,500 and the Company also recorded a related debt discount of $22,500 (see Note 5). $0 and $0 of the debt discount was amortized to interest expense during the three and six months ended June 30, 2026 and 2025, respectively, as the related debt discount was fully amortized during the year ended December 31, 2024.

The Company recorded accrued interest on this note of $6,563 and $13,125 for the three and six months ended June 30, 2026, respectively. The note payable, net of unamortized discount of $0, was $175,000 as of June 30, 2026.

CR Group Note

On June 18, 2024, the Company entered into a two-year term note with CR Group in the principal amount of $250,000, bearing interest at a fixed rate of 10% per annum. Repayment of the note was scheduled to commence on September 1, 2024, with full settlement required no later than October 1, 2026.

The Company recognized accrued interest expense on this note of $6,250 and $12,500 for the three and six months ended June 30, 2026, respectively. As of June 30, 2026, the outstanding principal balance under the note was $250,000. As of June 30, 2026, the note remains in default as no payment of interest nor principal was made on scheduled dates as per agreement.

Double G Holdings Loan

On September 5, 2025, the Company, through its subsidiary, entered into a secured promissory note with Double G Holdings LLC, a Wyoming limited liability company, in the principal amount of $760,000 bearing interest at a fixed rate of 10% per annum, secured by the Company's liquor license at the Aqua Key West location. The note requires monthly payments of principal and interest of $7,758 commencing October 1, 2025. In connection with the financing, the Company incurred debt issuance costs of $30,400 (origination fees) and $4,600 of recording fees. The net proceeds of $718,018 were received on September 12, 2025. Debt issuance costs are presented as a direct deduction from the carrying amount of the note and are being amortized to interest expense over the term of the note using the effective interest method.

The Company recognized interest expense on this note of $19,000 and $38,000 for the three and six months ended June 30, 2026, respectively, including debt issuance cost amortization of $1,750 and $3,500. As of June 30, 2026, the outstanding principal balance under the note was $760,000, net of unamortized debt issuance costs of approximately $33,250.

Note Payable – Related Parties. See Note 7.

A total of $204,068 of notes payable was assumed on business acquisitions during the year ended December 31, 2025. There were no new note assumptions during the three and six months ended June 30, 2026.

NOTE 5. STOCKHOLDERS' DEFICIT

As of June 30, 2026, the Company is authorized to issue 3,500,000,000 shares of common stock at a par value of $0.001 and 100 shares of Series A preferred stock at a par value of $0.001.

2024 Equity Transactions

On April 1, 2024, the Company initially recorded 3,000,000 common shares as "stock to be issued" in connection with consulting services related to one of the Company's new locations. On July 29, 2024, the shares were issued for the fair value of $9,000.

On May 3, 2024, the Company entered into a term note for $125,000. As part of the compensation related to this loan, the Company agreed to issue 7,500,000 common shares to the lender. The Company recorded 7,500,000 shares as "stock to be issued". On July 29, 2024, the shares were issued for the fair value of $22,500 (see Note 4). On September 20, 2024, the Company issued 1,250,000 common shares to Eduardo Pritz Diaz for his assistance with regard to the June 18, 2024 note with Carlos Rodriguez. The shares were issued for the fair value of $3,750.

2025 Equity Transactions

On June 18, 2025, the Company issued 61,000,000 shares of common stock for cash proceeds of $750,000.

On August 1, 2025, the Company issued 21,428,572 common shares to Mark Fountain due to Club One Savannah acquisition.

On August 1, 2025, the Company issued 500,000 common shares to Cale R Hall due to Club One Savannah acquisition.

On August 1, 2025, the Company issued 500,000 common shares to Travis H Coles due to Club One Savannah acquisition.

On August 1, 2025, the Company issued 26,170,000 common shares to Bryan Barrett due to Aqua Key West acquisition.

On August 1, 2025, the Company issued 5,000,000 common shares to Joshua Barrett due to Aqua Key West acquisition.

On August 1, 2025, the Company issued 10,000,000 common shares to Winnifred Inc. – Joe Lipovich due to Lucky's Gay Bar acquisition.

On August 1, 2025, the Company issued 5,000,000 common shares to 007 Real Estate LLC – Paul Messina for officers compensation.

On August 1, 2025, the Company issued 150,000 common shares to lftekhar Baig for consulting services.

On August 1, 2025, the Company issued 750,000 common shares to Andrew Allan for compensation for services performed.

On August 1, 2025, the Company issued 46,200,000 common shares to Fohson Investments PTY LTD Atf John FooTrust – Richard Foo due to Stonewall Australia acquisition.

On August 1, 2025, the Company issued 23,000,000 common shares to Fetch Financial Pty LTD – Craig Bell due to Stonewall Australia acquisition.

On August 1, 2025, the Company issued 30,800,000 common shares to Craig Geoffrey Bell & Wendy Bell as Trustee for Superannuation Fund due to Stonewall Australia acquisition.

On August 1, 2025, the Company issued 46,166,667 common shares to Awwhitehead Trust – Bart Whitehead due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 20,000,000 common shares to Christopher Smith due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 26,166,667 common shares to James Matthew Colunga due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 6,666,666 common shares to Colunga Family Trust – James Matthew Colunga due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 500,000 common shares to August Caudle due to Johnsons Lauderdable acquisition.

On August 1, 2025, the Company issued 500,000 common shares to Karen Caudle due to Johnsons Lauderdable acquisition.

On August 12, 2025, the Company issued 3,333,333 common shares to Joseph G Messina for investment.

On August 25, 2025, the Company issued 357,000,000 common shares to John Michael Barrett for prepaid officer compensation for the period of 5 years services.

On September 18, 2025, the Company issued 8,095 common shares to lftekhar Baig for consulting services.

On September 18, 2025, the Company issued 5,000,000 common shares to Upward Motion - George Schembrie for investment.

On September 18, 2025, the Company issued 400,000 common shares to Trudy Alexander for investment.

On September 18,2025, the Company issued 333,333 common shares to Samuel James Woolcock for investment.

In the fourth quarter of 2025, the Company issued an aggregate of 49,340,000 common shares for officers compensation, 15,201,200 shares of common stock for consulting services, 575,000 shares of common stock for cash, 213,928,571 shares of common stock for Aqua Key West acquisition, 10,000,000 shares of common stock for failed Cheer Up Charlies acquisition, 4,285,714 shares of common stock for Stonewall Bali acquisition and 370,000,000 shares for the acquisition of the castle located in Italy.

Q1 2026 Equity Transactions

On March 4, 2026, the Company issued 80,000,000 shares of common stock to a consultant in consideration for services rendered, valued at $0.06 per share, or $4,800,000 in aggregate fair value. Of the $4,800,000 aggregate fair value, $1,600,000 was recognized as consulting expense within general and administrative expenses for the six months ended June 30, 2026 and $3,200,000 was capitalized as prepaid consulting expense and is being amortized over the remaining service period.

On March 4, 2026, the Company issued 4,000,000 shares of common stock to various consultants in consideration for services rendered, valued at $0.06 per share, or $240,000 in aggregate fair value, which was recognized as consulting expense within general and administrative expenses for the six months ended June 30, 2026.

On March 4, 2026, the Company issued 4,917,738 shares of common stock to a noteholder upon conversion of outstanding indebtedness of $29,506, at an effective conversion price of $0.006 per share. The Company recognized a loss on extinguishment of debt of $265,558, representing the difference between the $295,064 fair value of the shares issued (at $0.06 per share) and the $29,506 carrying value of the converted debt.

In March 2026, the Company retired 300,000,000 shares of common stock to treasury pursuant to an agreement with its former Chief Executive Officer.

Q2 2026 Equity Transactions

On April 10, 2026, the Company issued 300,000,000 common shares to Guilldford Investments LLC (100,000,000), John Michael Barrett (100,000,000), MCOM Management LLC (50,000,000) and Columbia Capital Advisors, LLC (50,000,000). These are the same 300,000,000 shares the Company retired in the first quarter, so they were put back at their par value of $300,000 against additional paid-in capital. There was no effect on total stockholders' equity or on the results of operations.

In April 2026, the Company issued 1,854,205 common shares for $65,000 of subscriptions received in earlier periods and carried as stock to be issued.

In June 2026, the Company issued 17,000,000 common shares to various consultants for placement agent, marketing and investor relations services. The shares were valued at $0.06 per share, or $1,020,000, and charged to professional fees.

On June 22, 2026, the Company issued 1,150,000 common shares to officers and employees for services. The shares were valued at $0.06 per share, or $69,000, and charged to general and administrative expenses.

The Company's common stock is thinly traded on the OTC market and no quoted price was available at these issuance dates, so the $0.06 per share used is the price from the Company's most recent share issuances. The value assigned may change if market data becomes available.

On June 23, 2026, the Company issued 60,000,000 common shares to AJB Capital Investments, LLC at $0.006 per share to settle $360,000 owing under the AJB 2023 Note, being $217,531 of principal and $142,469 of accrued interest (see Note 4). No gain or loss arose on the settlement.

In total, the Company issued 380,004,205 common shares during the three months ended June 30, 2026. As of June 30, 2026, there were 2,380,464,298 common shares issued and outstanding.

The transfer agent's holder list shows 2,338,064,298 shares outstanding at June 30, 2026, held by 420 holders of record. That is 42,400,000 fewer shares than the 2,380,464,298 reflected in these financial statements. The whole difference sits at December 31, 2025, where the financial statements carry 2,211,542,355 shares against the transfer agent's 2,169,142,355. All of the 2026 activity agrees to the transfer agent's records without exception. The Company is reconciling the December 31, 2025 share count.

NOTE 6. WARRANTS

In connection with the AJB 2023 note (see Note 4), in September 2023 the Company issued 16,797,770 warrants to purchase common stock. The warrants have an exercise price of $0.01 per share, are immediately exercisable and have a term of 5 years.

On February 28, 2025, the Company entered into an amendment to the February 16, 2024 Promissory Note extending the Maturity Date to April 30, 2025. In connection with the extension, the Company issued 10,000,000 warrants exercisable at either $0.0000001 per warrant or, on a cashless exercise basis (see Note 4).

No warrants were issued, exercised, or cancelled during the three and six months ended June 30, 2026. The Company's outstanding and exercisable warrants as of June 30, 2026 and December 31, 2025 are presented below:

	Warrants	Weighted Average Exercise Price	Instrinsic Value
Outstanding as of December 31, 2025	26,797,770	0.01	-
Granted	-	-	-
Exercised	-	-	-
Forfeited	-	-	-
Outstanding as of June 30, 2026	26,797,770	$ 0.01	$ -
Exerciseable as of June 30, 2026	26,797,770	$ 0.01	$ -
Exerciseable as of December 31, 2025	26,797,770	$ 0.01	$ -

NOTE 7 – RELATED PARTIES

During 2024, the Company received total advances of $630,000 from MarGan. During 2025, certain repayments and settlement adjustments were made, resulting in an outstanding balance of $308,211 as of December 31, 2025. During the three and six months ended June 30, 2026, no additional advances or repayments were made, and the outstanding balance was $308,211 as of June 30, 2026, which has been reclassified to accounts payable on the accompanying balance sheets.

During the year ended December 31, 2025, the Company recognized a total of $895,757 consideration payable in cash for business acquisitions. No new consideration was recognized during the three and six months ended June 30, 2026. As of June 30, 2026, the outstanding balance is $895,757.

During the year ended December 31, 2025, the Company assumed a total of $654,063 of notes payable as part of assets and liabilities acquired pursuant to business acquisitions. No notes were assumed during the three and six months ended June 30, 2026. As of June 30, 2026, the outstanding balance is $173,668.

As of June 30, 2026, amounts due from related parties were $230,825 and notes payable to related parties were $3,399,581, compared with $299,422 and $3,046,948, respectively, as of December 31, 2025. Net advances from related parties during the six months ended June 30, 2026 were $352,633.

For the three and six months ended June 30, 2026 and 2025, the Company incurred consulting expenses of $0 and $0, respectively, for services incurred by the Chief Operating Officer and principal stockholder of MarGan. The related amounts were accrued and paid in accordance with the terms of the consulting arrangement and were recorded within general and administrative expenses in the accompanying statements of operations.

NOTE 8 – SEGMENT REPORTING

The following table presents the Company's segment information for the three and six months ended June 30, 2026:

	For the three months ended June 30,		For the six months ended June 30,	
	2026	2025	2026	2025
Total operating expenses	$ 2,546,680	$ 529,215	$ 6,488,451	$ 623,873

The CODM has been identified as the Chief Executive Officer, who reviews the operating results for the Company as a whole to make decisions about allocating resources and assessing financial performance. Accordingly, management has determined that the Company only has one operating and reportable segment.

NOTE 9 – BUSINESS COMBINATIONS

No business or asset acquisitions were completed during the three and six months ended June 30, 2026. During the year ended December 31, 2025, the Company completed seven business acquisitions and one asset acquisition (Castle of Camino, Italy – property only) as part of its strategy to consolidate LGBTQ+ hospitality venues. All business acquisitions were accounted for under ASC 805, Business Combinations, using the acquisition method. The aggregate purchase consideration for all acquisitions totaled $53,973,507, consisting of $52,890,250 of common stock, $895,757 of notes payable issued to sellers, and $187,500 of contingent consideration.

	Businesses per ASC 805								
	Aqua	Johnsons	Lips Chicago	Lucky's Gay Bar	Stonewall Australia	Stonewall Bali	Club One Savannah	Castle - Property	Total
Purchase consideration:									
Common stock	$ 16,670,964	$7,500,000	$ -	$ 750,000	$ 7,500,000	$ 287,143	$ 1,682,143	$ 18,500,000	$ 52,890,250
Contingent consideration	-	-	-	187,500	-	-	-	-	187,500
Due to sellers	-	47,857	840,000	7,900	-	-	-	-	895,757
Total purchase consideration	$ 16,670,964	$7,547,857	$ 840,000	$ 945,400	$ 7,500,000	$ 287,143	$ 1,682,143	$ 18,500,000	$ 53,973,507
Purchase price allocation:									
Cash	$ 11,971	$ 64,830	$ 23,123	$ 13,097	$ 304,897	$ -	$ 33,572	$ -	$ 451,490
Inventory	1,328	-	5,310	20,400	133,039	-	24,825	-	184,902
Accounts receivable, net	27,013	-	-		-	-	-	-	27,013
Due from related parties	49,920	-	-	12,040	-	-	-	-	61,961
Prepaid expenses and other current asset	145,855	6,765	26,150		51,228	-	17,336	-	247,333
Deposits	1,560	6,475	-	14,237	-	-	-	-	22,272
Property and equipment, net	437,018	185,698	109,653	233,537	719,989	-	3,000	18,500,000	20,188,896
Goodwill	16,453,569	7,080,206	1,189,292	1,483,578	5,783,099	-	1,763,678	-	33,753,422
Intangible assets, net	965,563	-	-	36,065	194,053	435,828	-	-	1,631,509
Accounts payable	(374,425)	(33,990)	(42,978)	(4,663)	(137,159)	-	(3,270)	-	(596,485)
Accrued expenses	(565,344)	(28,609)	-	(3,741)	(441,365)	-	(156,998)	-	(1,196,057)
Notes payable - related parties	(483,063)	-	-	(859,151)	892,219	-	-	-	(449,996)
Notes payable, net	-	266,482	(470,550)		-				(204,068)
Net assets	-	-	-	-	-	(148,685)	-	-	(148,685)
Net assets acquired	$ 16,670,964	$7,547,857	$ 840,000	$ 945,400	$ 7,500,000	$ 287,143	$ 1,682,143	$ 18,500,000	$ 53,973,507

3. Asset Purchase of Two Johnsons Locations (Fort Lauderdale, FL and Tampa, FL): On August 1, 2025, the Company executed the asset purchase of the two Johnsons locations, located in Fort Lauderdale, Florida and Tampa, Florida, for 100,000,000 shares of stock at $0.06 per share via an asset acquisition.

1. Asset Purchase of Stonewall (Sydney, Australia): On August 3, 2025, the Company executed the asset purchase of Stonewall, located in Sydney, Australia, for 100,000,000 shares of stock at $0.06 per share via an asset acquisition.

2. Asset Purchase of Two Aquaplex Locations (Key West, FL and Fort Lauderdale, FL): On August 3, 2025, the Company executed the asset purchase of two Aquaplex locations, located in Key West, Florida and Fort Lauderdale, Florida, for 254,000,000 shares of stock at $0.06 per share via an asset acquisition.

3. Asset Purchase of Luckys Gay Bar (West Palm Beach, FL): On August 14, 2025, the Company executed the asset purchase of Luckys Gay Bar, located in West Palm Beach, Florida, for 10,000,000 shares of stock at $0.06 per share via an asset acquisition.

4. Asset Purchase of Fountain Coles & Company, LLC dba Club One (Savannah, GA): On August 15, 2025, the Company executed the asset purchase of Fountain Coles & Company, LLC dba Club One, located in Savannah, Georgia, for 22,428,572 shares of stock at $0.06 per share via an asset acquisition.

5. Acquisition of Lips Motor Row (Chicago, IL): On September 15, 2025, the Company executed the acquisition of Lips Motor Row, located in Chicago, Illinois, for $840,000 in cash.

6. Asset Purchase of Stonewall Bali (Bali, Indonesia): On September 19, 2025, the Company executed the asset purchase of Stonewall Bali, located in Bali, Indonesia, for 4,285,714 shares of stock at $0.06 per share via an asset acquisition.

7. Asset Purchase of Cheer Up Charlies (Austin, TX): On October 20, 2025, the Company executed the asset purchase of Cheer Up Charlies, located in Austin, Texas, for 10,000,000 shares of stock at $0.06 per share via an asset acquisition.

Goodwill of $33,753,422 arising from the acquisitions is attributable to the assembled workforce, expected synergies from combining the operations, and the strategic value of establishing the Company's LGBTQ+ hospitality platform. Goodwill is not deductible for income tax purposes. Subsequent to initial recognition, the Company refined the preliminary purchase price allocation to reclassify $3,494,334 of goodwill to identifiable intangible assets, resulting in an adjusted goodwill balance of $24,046,780 as of December 31, 2025. The Stonewall Australia and Stonewall Bali acquisitions did not complete, and the $5,783,099 of goodwill and $629,881 of intangible assets allocated to them were written off during the year ended December 31, 2025. Goodwill was $24,046,780 at both June 30, 2026 and December 31, 2025.

The acquisition of Stonewall Bali resulted in a bargain purchase of $148,685, reflecting a situation in which the fair value of net identifiable assets acquired exceeded the purchase consideration. The Company reassessed the identification and valuation of assets acquired and liabilities assumed and confirmed the bargain purchase gain, which was recognized in the consolidated statement of operations during the year ended December 31, 2025. No bargain purchase gains or measurement-period adjustments were recognized during the three and six months ended June 30, 2026.

In addition, on August 11, 2025, the Company acquired the Castle of Camino, a property located in Italy, for 370,000,000 shares of common stock valued at $18,500,000. The acquisition was accounted for as an asset acquisition under ASC 805-50 as the property did not constitute a business. The entire purchase consideration was allocated to property and equipment.

On October 20, 2025, the Company entered into an asset purchase agreement for Cheer Up Charlies, located in Austin, Texas, for 10,000,000 shares of common stock. The acquisition was subsequently abandoned and the shares were cancelled and reclassified to treasury stock (see Note 5). The fair value of the cancelled shares of $670,000 was recognized as treasury stock.

The purchase price allocations for all seven business acquisitions are preliminary and subject to adjustment during the measurement period (up to one year from each respective acquisition date) as the Company obtains additional information regarding the fair values of assets acquired and liabilities assumed. During the measurement period, the Company reclassified $2,191,884 of goodwill to operating licenses and $1,302,450 to tradenames based on refined valuations. Pro forma results of operations have not been presented because the effects of the acquisitions were not material to the Company's consolidated financial statements on an individual or aggregate basis.

NOTE 10 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date these financial statements were available to be issued. Other than the matters discussed elsewhere in these notes, no subsequent events have occurred that would require recognition or disclosure in these condensed consolidated financial statements.