Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

NxGen Brands, Inc.

7201 West Lake Mead Blvd Suite 530 Las Vegas NV 89128

(610) 621-4804

https://www.nxgenbrands.io

info@nxgenbrands.io

SIC:5122

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

3,341,779,566 as of September 30, 2026

459,779,566 as of December 31, 2025

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 of the company has occurred over this reporting period:

Yes: ☒ No: ☐

On September 16, 2026, BLAQclouds, Inc. purchased controlling interest of the Company (see Note 5). This exceeds 50% of the total voting power under the Change in Control definition.

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

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

(Current) Name of Issuer:

NxGen Brands, Inc.

Current State and Date of Incorporation or Registration: Nevada. August 27, 1997.

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

Prior Incorporation Information for the issuer and any predecessors:

August 27, 1997 - February 20, 2002……Auto Central USA, Inc.

February 20, 2002 - February 18, 2005……General Defensed Systems, Inc.

February 18, 2005 - June 19, 2013……. GenMedx, Inc.

June 19, 2013 - March 22, 2019…….. Pyramidion Technology Group, Inc.

March 22, 2019 - Present…… NxGen Brands, Inc.

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:

On September 16, 2026, BLAQclouds, Inc. purchased controlling interest in the Company. In January 2026, BLAQclouds, Inc. spun out Apollo Direct, Inc., filing with FINRA on March 3, 2026 as a spin-off (ratio 100:1, July 31 ex-date — one new Apollo Direct share for every 100 shares of BLAQclouds common owned as of the ex-date). In September 2026, NxGen Brands acquired 100% of Apollo Direct, Inc. in a share-for-share exchange: for each Apollo Direct share held, the holder received 75 NxGen Brands shares, issued from the existing share supply held by the Company; 686,914,050 NxGen Brands shares were delivered as consideration for the acquisition, not issued as new shares.

The address(es) of the issuer's principal executive office: 7201 West Lake Mead Blvd Suite 530 Las Vegas NV 89128

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

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

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

No: ☒ Yes: ☐

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation

Phone: (469) 633-0101

Email: info@stctransfer.com

Address: 2901 N. Dallas Parkway, Suite 380, Plano, TX 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. Share data is per the transfer agent's register as of October 6, 2026 (Current Reporting Period Date or More Recent Date); registered holders of record total 204.

Trading symbol: NXGB

Exact title and class of securities outstanding: COMMON

CUSIP: 62954M 107

Par or stated value: 0.001

Total shares authorized: 3,500,000,000 as of September 30, 2026

Total shares outstanding: 3,341,779,566 as of September 30, 2026

Number of shares in the Public Float: 1,146,370,279 as of September 30, 2026

Total restricted (per register): 2,195,409,287 as of September 30, 2026

Total number of shareholders of record: 200 as of September 30, 2026

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

None

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security: Class A Preferred

Par or stated value: $0.001

Total shares authorized: 2,000,000 as of September 30, 2026

Total shares outstanding: 1,000,000 as of September 30, 2026

Total number of shareholders of record: 1 as of September 30, 2026

Exact title and class of the security:

Class B Preferred

Par or stated value: $0.001

Total shares authorized: 5,000,000 as of September 30, 2026

Total shares outstanding: 690,000 as of September 30, 2026

Total number of shareholders of record: 3 as of October 6, 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.

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

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

Each Class A Preferred share entitled to 1,000 votes per share; not convertible to common shares; non-redeemable and entitled to dividends. Each Class B Preferred share entitled to 1,000 votes per share; may be converted after October 10, 2019, into 5 shares of common stock; entitled to dividends as determined by the Board of Directors.

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

None

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

None during the period. A cancellation of the Class B Preferred class is in process and had not completed as of the certification date.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding Opening Balance:

Date 12/31/23 Common: 59,879,566

Preferred: 690,000

**Right-click the rows below and select "Insert" to add rows as needed.*

Date	Transaction type	Number of Shares Issued (or cancelled)	Class	Value of shares ($/per share)	Discount? (Y/N)	Shares issued to	Reason / Services	Restricted?	Exemption
2/28/24	New issuance	3,500,000	common	$0.001	No	NxGen Wealth, LLC (Joseph Lawanson)	Services	Restricted	None
2/11/25	Cancellation	40,000,000	common	$0.001	No	Joseph Lawanson	—	—	—
2/11/25	Cancellation	1,000,000	Preferred A	$0.001	No	Joseph Lawanson	—	—	—
2/11/25	New issuance	300,000,000	common	$0.001	No	Marjorie Schaefer	Services	Restricted	None
8/11/25	New issuance	10,000,000	common	$0.001	No	Ian Reed	Debt Conversion	Restricted	None
8/20/25	New issuance	7,000,000	common	$0.001	No	Pinnacle Consulting	Debt Conversion	Restricted	None

						Services, Inc. (Robert Hymers)			
9/10/25	New issuance	15,000,000	common	$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers)	Debt Conversion	Restricted	None
9/10/25	New issuance	3,000,000	common	$0.001	No	Carl Grant	Debt Conversion	Restricted	None
9/16/25	New issuance	20,000,000	common	$0.001	No	Ian Reed	Debt Conversion	Restricted	None
10/1/25	New issuance	12,200,000	common	$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers)	Debt Conversion	Restricted	None
10/1/25	New issuance	12,200,000	common	$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers)	Debt Conversion	Restricted	None
10/9/25	New issuance	40,000,000	common	$0.001	No	Pinnacle Consulting Services, Inc. (Robert Hymers)	Debt Conversion	Restricted	None
10/15/25	Cancellation	30,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
10/16/25	New issuance	20,000,000	common	$0.001	No	Ian Reed	Debt Conversion	Restricted	None
11/20/25	New issuance	40,000,000	common	$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
11/21/25	Cancellation	12,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
12/8/25	Cancellation	40,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
12/11/25	New issuance	40,000,000	common	$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
12/17/25	Cancellation	40,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
12/22/25	New issuance	40,000,000	common	$0.001	No	Quay View Partners (Beau Kelly)	Debt Conversion	Restricted	None
9/29/25	New issuance	66,000,000	Common	$.001	No	Pinnacle Consulting Service (Robert Hymers)	Conversion	Restricted	None
10/3/25	New issuance	66,000,000	Common	$.001	No	Pinnacle Consulting Service (Robert Hymers)	Conversion	Restricted	None
10/8/25	New issuance	79,000,000	Common	$.001	No	Pinnacle Consulting Service (Robert Hymers)	Conversion	Restricted	None
11/3/25	New issuance	35,000,000	Common	$.001	No	Pinnacle Consulting Service (Robert Hymers)	Conversion	Restricted	None
1/4/26	New issuance	300,000,000	common	$0.001	No	Marjorie Schaefer	Compensation	Restricted	None
1/5/26	Cancellation	40,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
1/5/26	New	40,000,000	common	$0.001	No	Leonard	Debt	Restricted	None

	issuance					Armenta	Conversion		
1/21/26	Cancellation	40,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
1/21/26	New issuance	40,000,000	common	$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
1/27/26	Cancellation	40,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
2/2/26	New issuance	40,000,000	common	$0.001	No	Quay View Partners (Beau Kelly)	Debt Conversion	Restricted	None
2/4/26	Cancellation	40,000,000	common	$0.001	No	Marjorie Schaefer	—	—	—
2/4/26	New issuance	40,000,000	common	$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
2/17/26	New issuance	1,000,000	preferred	$0.001	No	Marjorie Schaefer	Debt Conversion	Restricted	None
3/18/26	New issuance	40,000,000	common	$0.001	No	Quay View Partners (Beau Kelly)	Debt Conversion	Restricted	None
3/19/26	New issuance	62,000,000	common	$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
4/22/26	New issuance	80,000,000	common	$0.001	No	Leonard Armenta	Debt Conversion	Restricted	None
5/19/26	New issuance	60,000,000	Common	$0.001	No	BLAQclouds, Inc. (Shannon Hill, CEO)	Control purchase	Restricted	None
8/13/26	New issuance	2,100,000,000	Common	$0.001	No	BLAQclouds, Inc. (Shannon Hill, CEO)	Control purchase	Restricted	None

Shares Outstanding on Date of This Report:

Ending Balance: Date: 9/30/26 Common: 3,341,779,566

Preferred (Class A): 1,000,000 Preferred (Class B): 690,000

**The Apollo Direct, Inc. share exchange was effected from the Company's existing share supply; no shares were issued for the exchange. Roll-forward differences between this table's rows and the Statement of Stockholders' Equity are being reconciled with the accountant.*

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance ($) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder (entities must have individual with voting / investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)
1/2/26	60,000	Settled	7/31/26	May convert to common shares at $.001 with 50% discount after 6	None	6,046,877	Vic Devlaeminck	Services

				months with limit of 9.9% of outstanding shares				
1/2/25	60,000	Settled	7/31/25	May convert to common shares at $.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
7/3/24	60,000	Settled	12/31/24	May convert to common shares at $.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
1/3/24	60,000	Settled	7/31/24	May convert to common shares at $.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
7/31/23	60,000	Settled	7/31/24	May convert to common shares at $.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services
1/5/23	75,000	Settled	1/5/24	May convert to common shares at $.001 with 50% discount after 6 months with limit of 9.9% of outstanding shares	None	6,046,877	Vic Devlaeminck	Services

1/4/21	25,000	Cancelled	1/4/22	May convert to common shares at a fixed price of $0.25 per share	None	100,000	Dennis Schmidt	Loan
2/4/21	50,000	Cancelled	2/4/22	May convert to common shares at a fixed price of $0.25 per share	None	200,000	Amir Serri	Loan
4/30/20	10,000	Cancelled	4/30/21	May convert to common shares at a fixed price of $0.001 per share	None	10,000	Angel Burgos	Loan

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

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

NxGen Brands, Inc. is a publicly traded brand incubator building crypto, consumer, and AI platforms — from decentralized exchanges to confectionery empires — in partnership with BLAQclouds. Through constant innovation and strategic partnerships, we aim to build a comprehensive ecosystem of products and services that empower individuals and businesses to fully participate in the digital economy.

As of September 30, 2026, following BLAQclouds' transition of these platforms to the Company, NxGen Brands, Inc. owns and operates the following digital assets:

https://www.nxgenbrands.io - Corporate Website

https://apolloscan.io - Apollo Blockchain Explorer

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

https://www.apollocash.io – a multi-platform remittance app powered by APUSD with SPRITZ Onramp/Offramp and Billpay

https://www.ApolloNFT.io – an NFT minting marketplace specializing in long form content NFTs

https://www.bitnotify.io - DEFI Email/SMS Alert platform

https://www.DeployTokens.com - No-Code smart contract generator

https://Deploylaunchpad.com - EVM Launchpad and Bot generator

https://www.Ampleswap.com - Multi-Chain DEX

https://www.reflextoken.com - Media Token Platform

https://apollowallet.io - Multi-Chain EVM Wallet with SPRITZ Onramp/Offramp and Billpay

https://apolloID.io - Top Level Domain ID for ZEUS and Apollo

https://www.ShopwithCrypto.io - Gift Card Marketplace with Crypto

https://www.apewithcrypto.io - Gift Card Marketplace using APE Coin

https://www.DinewithCrypto.io - Restaurant Marketplace with Crypto

https://www.apollobox.io - NFT Mixer

B. Describe the issuer's principal products or services.

NxGen Brands, Inc. is a publicly traded brand incubator building crypto, consumer, and AI platforms — from decentralized exchanges to confectionery empires — in partnership with BLAQclouds. Information can be found at https://www.nxgenbrands.io

5) Issuer's Facilities

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

During the fiscal year, the Company has maintained 8,000 square feet of manufacturing facilities that are leased in Englewood, Colorado at 3064 S. Vallejo ST, Englewood, CO 80110 on a five-year lease contract. After BLAQclouds purchased controlling interest in NxGen Brands, Genesee Fudge and all liabilities were transferred to previous management. The company now shares office space with BLAQclouds at 317 East Penn, Robesonia PA, which includes standard private office space, logistics space and a Podcast studio for east coast crypto projects and 7201 West Lake Mead Blvd Suite 530 Las Vegas NV 89128. Suite 530 is a state-of-the-art Podcast Studio that is used for Shareholder communications, Podcast for OTC companies and emerging crypto platforms. It also includes offices for executive and development staff.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own. In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Shannon Hill	Interim CEO; Director	Las Vegas, NV	None as of September 30, 2026	—	—	Officer's share assignment occurred after the period end
BLAQclouds, Inc. (c/o Shannon Hill, CEO)	Control Person — corporate	Las Vegas, NV	2,178,000,000	Common	65.2%	Control purchase; register positions issued 2/4/2026 (18,000,000), 5/19/2026 (60,000,000), 8/13/2026 (2,100,000,000)
BLAQclouds, Inc. (c/o Shannon Hill, CEO)	Control Person — corporate	Las Vegas, NV	1,000,000	Class A Preferred	100%	Shares grant full control of the company operations

7) Legal/Disciplinary History

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

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

NO

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

NO

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities

regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated:

NO

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

NO

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

NO

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

NO

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

None. A civil employment matter involving control stockholder BLAQclouds, Inc. has been settled; its terms are confidential and the matter concerns the control stockholder and is not attributable to NxGen Brands, Inc.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Michael Song, Esq.

Address 1: 1875 Lawrence Street, Suite 730

Address 2: Denver, CO 80202

Phone: (720) 773-7678

Email: msong@sjjlawfirm.com

Accountant or Auditor

Name: Trey Witfield

Firm: TWC Consulting, LLC.

Nature of Services: Accountant

Address 1: 209 Caroline Lee Dr

Address 2: Smyrna, TN 37167

Phone: (423) 329-3361

Email: trey@twclimited.com

Investor Relations

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

All other means of Investor Communication:

X (Twitter): https://x.com/NxGen_Brands

Other: https://www.thealley.io/groups/w344n

Other Service Providers — Provide the name of any other service provider(s) that assisted, advised, prepared, or provided information with respect to this disclosure statement.

Name: Trey Witfield

Firm: TWC Consulting, LLC.

Nature of Services: Accountant

Address 1: 209 Caroline Lee Dr

Address 2: Smyrna, TN 37167

Phone: (423) 329-3361

Email: trey@twclimited.com

9) Disclosure & Financial Information

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

Title: Interim CEO

Relationship to Issuer: Officer

B. The following financial statements were prepared in accordance with: U.S. GAAP (unaudited)

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

Title: Interim CEO

Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements: The statements were prepared under the direction of the Company's outside accountant (see Note 6).

FINANCIAL STATEMENTS BEGIN AT PAGE 11

ASSETS
NXGEN BRANDS, INC
Financial Statements
Balance Sheet
For the Periods Ended September 30, 2026 & September 30, 2025
Unaudited

	Sep 30, 2026	Sep 30, 2025
Current Assets		
Cash on Hand, in Bank	91,265	11
Accounts Receivable	81,517	23,414
Inventory	55,643	2,563
Total Current Assets	228,425	25,988
Cryptocurrency Holdings	180,000	0
Prepaid Expenses	0	0
Total Other Current Assets	180,000	0
Total Assets	408,425	25,988

LIABILITIES AND STOCKHOLDERS' EQUITY
NXGEN BRANDS, INC
Financial Statements
Balance Sheet
For the Periods Ended September 30, 2026 & September 30, 2025
Unaudited

	Sep 30, 2026	Sep 30, 2025
Current Liabilities		
Accounts Payable	3,740	12,966
Professional Fees Payable	60,000	60,000
Total Current Liabilities	63,740	72,966
Notes Payable	83,775	354,903
Convertible Notes	516,127	558,398
Accrued Interest	132,765	240,640
Total Long-Term Liabilities	732,667	1,153,941
Total Liabilities	796,407	1,226,907
Stockholders' Equity		
Common Stock, $0.001 par value, 3,500,000,000 shares authorized, 2,341,779,566 issued and outstanding at 9/30/26	2,341,780	331,080
Preferred Class A Stock, $0.001 par value, 2,000,000 authorized, 1,000,000 issued and outstanding at 9/30/26	1,000	—
Preferred Class B Stock, $0.001 par value, 5,000,000 authorized, 690,000 issued and outstanding at 9/30/26	690	690
Additional Paid-in-Capital	1,103,275	1,357,793
Retained Earnings (Deficit)	(3,834,727)	(2,890,482)
Total Stockholders' Equity	(387,982)	(1,200,919)
Total Liabilities and Stockholders' Equity	408,425	25,988

NXGEN BRANDS, INC
Financial Statements
Statement of Income and Retained Earnings (Deficit)
For the Nine Months Ended September 30, 2026 and September 30, 2025
Unaudited

	Sep 30, 2026	Sep 30, 2025
Revenue	872,594	90,471
Total Revenue	872,594	90,471
Cost of Goods Sold — Product Supplies	301,249	15,820
Cost of Goods Sold — Other Costs	71,408	20,229
Total Cost of Goods Sold	372,657	36,049
Gross Income	499,937	54,422
General and Administrative	9,713	7,438
Legal & Professional	60,000	60,000
Interest	12,098	17,583
Payroll Expense	—	3,530
Utilities	23	282
Depreciation	—	—
Office Expense	—	—
Stock Comp Expense	1,400,000	—
Total Operating Expenses	1,481,834	88,833
Net Operating Income (Loss)	(981,897)	(34,411)
Total Other Income	—	—
NET GAIN (LOSS)	(981,897)	(34,411)

NXGEN BRANDS, INC
Financial Statements
Statement of Cash Flows
For the Nine Months Ended September 30, 2026 and September 30, 2025
Unaudited

	Sep 30, 2026	Sep 30, 2025
OPERATING ACTIVITIES — Net Income (Loss)	(981,897)	(34,411)
Adjustments to reconcile net Income (Loss) to net cash provided by operations:		
Inventories	(48,928)	149,953
Decrease (Increase) in Accounts Receivable	(65,834)	64,624
Decrease (Increase) in Cryptocurrencies	—	—
Decrease (Increase) in Other Current Assets	—	—
Increase (Decrease) in Accounts Payable	(37,828)	(223,054)
Increase (Decrease) in Accrued Interest	—	17,583
Increase (Decrease) in Accrued Wages	—	—
Increase (Decrease) in Prepaid Expenses	(109,675)	11,235
Total Adjustments	(262,265)	20,341
Net Cash Provided by Operating Activities	(1,244,162)	(14,070)
INVESTING — Asset Acquisition / Divestment	(180,000)	6,032
Net Cash Provided by Investment Activities	(180,000)	6,032
FINANCING — Notes Payable	(42,271)	106,550
Loan Payable	(271,128)	—
Paid in Surplus	(80,000)	(357,501)
Stock Issuance	1,883,000	259,000
Net Cash from Financing Activities	1,489,601	8,049
Net Cash Increase for Period	65,439	11
Cash at Beginning of Period	25,826	—
Cash at End of Period	91,265	11

NXGEN BRANDS, INC

Financial Statements

Statement of Stockholders' Equity

September 30, 2026 and September 30, 2025

Unaudited

	Common Shares	Common Amount	Paid-In Capital	Accum. Earning	Total
December 31, 2021	21,079,566	21,080	1,715,294	(2,279,640)	(543,266)
Stock Issuances	0	0	0	0	0
Net Income (Loss) — 12/31/22				(24,772)	(24,772)
December 31, 2022	21,079,566	21,080	1,715,294	(2,304,412)	(568,038)
Stock Issuances	46,500,000	46,500	46,500	0	46,500
Net Income (Loss) — 12/31/23				(416,690)	(416,690)
December 31, 2023	67,579,566	67,580	1,715,294	(2,721,102)	(938,228)
Stock Issuances	3,500,000	3,500	3,500	0	3,500
Net Income (Loss) — 12/31/24				(134,969)	(134,969)
Balance — December 31, 2024	71,079,566	71,080	1,715,294	(2,856,071)	(1,069,697)
Stock Issuances	388,700,000	388,700	(532,019)	0	(143,319)
Net Income (Loss) — 12/31/25				3,241	3,241
Balance — December 31, 2025	459,779,566	459,780	1,183,275	(2,852,830)	(1,209,775)
Stock Issuances	1,882,000,000	1,882,000	(80,000)	0	402,000
Net Income (Loss) — 9/30/26				(981,897)	418,103
Balance — September 30, 2026	2,341,779,566	2,341,780	1,103,275	(3,834,727)	(389,672)

NXGEN BRANDS, INC.

Notes to the Financial Statements — September 30, 2026

Note 1 – Organization and Operations

Nature of Business and Continuance of Operations

NxGen Brands, Inc. (the "Company") was incorporated on August 27, 1997, in the State of Nevada and has operated continuously since. The Company is involved in manufacturing, distributing, and marketing its premier artisanal candy company renowned for its handcrafted fudge, featuring an array of distinctive, custom flavors, alongside its celebrated Animal Trackers line of chocolate-covered treats and nostalgic candies.

NxGen Brands, Inc. is a publicly traded brand incubator building crypto, consumer, and AI platforms — from decentralized exchanges to confectionery empires — in partnership with BLAQclouds. Through constant innovation and strategic partnerships, we aim to build a comprehensive ecosystem of products and services that empower individuals and businesses to fully participate in the digital economy.

Note 2 - Significant and Critical Accounting Policies and Practices

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

b) Use of Estimates — The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Management regularly evaluates estimates and assumptions related to stock-based compensation and deferred income tax asset valuation allowances. Actual results may differ materially from estimates; material differences would affect future results.

c) Reclassification — Certain prior period amounts have been reclassified to conform to current period presentation.

d) Cash and Cash Equivalents — The Company considers all highly liquid instruments with an original maturity of one year or less at the time of issuance to be a cash equivalent.

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

f) Revenue Recognition — ASU No. 2014-09 (Topic 606) governs revenue recognition; revenue is recognized when each performance obligation is satisfied under executed contracts that the Company believes are legally enforceable.

g) Income Taxes — The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets are recognized for deductible temporary differences and reduced by a valuation allowance when realization is not more likely than not. The Company has no material uncertain tax positions for any of the reporting periods presented.

h) Stock-based Compensation — Fair value at grant date using Black-Scholes for options and the market price on the grant date for common shares; recognized over the vesting period and reduced for estimated forfeitures based on historical rates.

i) Recent Accounting Pronouncements — As of September 30, 2026, there are no recently issued accounting standards not yet adopted that would have a material effect on the Company's financial statements.

Note 3 – Going Concern

The Company's financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets and liquidation of liabilities in the normal course of business. The Company has commenced operations and has generated revenue; however, the Company's cash position may not be sufficient to support the Company's daily operations. Management intends to raise additional funds by way of a private or public offering. While the Company believes in the viability of its strategy to continue operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

Note 4 – Notes Payable and Advances Payable

Convertible Notes Payable

As of September 30, 2026, the Company carries 83,775 of notes payable, 516,127 of convertible notes principal and 132,765 of accrued interest (see the accompanying Balance Sheet). Historical convertible instruments issued to Vic Devlaeminck, Dennis Schmidt, Amir Serri and Angel Burgos have been settled or cancelled (see Item 3.B of the accompanying disclosure statement). Holder detail for the remaining convertible balance has not been provided and is pending retrieval from the underlying note records.

Note 5 – Subsequent Events and Control Transactions

On September 16, 2026, BLAQclouds purchased controlling interest in the Company representing 75% of the common stock and 100% of the Series A Preferred at purchase, which carry 1000:1 voting right, essentially giving all decision-making authority to BLAQclouds. Per the transfer agent's register, the related positions issued to BLAQclouds carry issue dates of February 4, 2026 (18,000,000 shares), May 19, 2026 (60,000,000 shares) and August 13, 2026 (2,100,000,000 shares), totaling 2,178,000,000 shares.

In January 2026, BLAQclouds, Inc. spun out Apollo Direct, Inc. and filed with FINRA on March 3, 2026 as a spin-off, ratio 100:1, with a July 31 ex-date (one new share for every 100 shares of BLAQclouds, Inc. owned as of the ex-date). In September 2026, NxGen Brands acquired 100% of Apollo Direct in a share-for-share exchange: for each share of Apollo Direct held, shareholders received 75 shares of NXGB, issued from the Company's existing share supply. Securities Transfer Corporation is acting as the information agent for this transaction.

Note 6 – Outside Professional Services

TREY WITFIELD

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

Trey Witfield is a finance professional with an MBA in Finance and a Masters in Legal Studies, with 12+ years of experience in Healthcare and Healthcare Technology. He has been a finance leader at two separate companies that each sold for more than $50 million, and has been responsible for creating formal internal accounting structures, policies, procedures, and team growth at multiple PE-backed companies.

MICHAEL SONG, ESQ.

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

Mr. Song is a former federal prosecutor and experienced trial attorney. He represents individuals in a wide variety of complex criminal and civil matters, including white collar criminal offenses, and has represented clients in both civil and criminal fraud investigations and investigations pending with federal agencies. His experience includes securities fraud, bribery and gratuities, tax fraud, immigration fraud, counterfeiting, mail and wire fraud, bank fraud and money laundering.

Prior to entering private practice, Mr. Song served with distinction as an Assistant United States Attorney in the District of Columbia and the District of Hawaii, handling more than 30 criminal trials before juries and judges, and served as Chief Deputy District Attorney for the City and County of Denver and Assistant Attorney General for the Colorado Attorney General's Office. He was the first Marijuana Attorney in the United States to work in an Attorney General's Office and served as a law clerk to The Honorable Royce C. Lamberth of the U.S. District Court in the D.C. Circuit.

Mr. Song graduated from the University of Texas with a juris doctorate degree from the law school and a master's degree in public affairs from the Lyndon B. Johnson School of Public Affairs, an M.B.A. from Pepperdine University Graziadio School of Business, and graduated from the United States Military Academy at West Point.

VELVOSOFT PRIVATE LTD.

Velvosoft is a development company in Mumbai, India that operates a professional development team of dozens of developers that specialize in UI, UX, Smart Contracts and Dapp design and deployment. Since November of 2025, Velvosoft has served as a dedicated development resource for the Company's platform group. Velvosoft Private Limited, 1111, Galaxy Blue Sapphire Plaza, Plot No. C-03, Sector 4, Greater Noida West 201306, Uttar Pradesh, India. Phone +91 120 6909616. https://velvosoft.com/. Velvosoft designed and developed the following apps for NxGen Brands:

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

BOT LOGIC LABS INC.

Bot Logic Labs is a US-based Web3 development company that was created when a group of financial professionals and tech developers merged their passions and expertise to build the next generation of Web3 applications. The Bot Logic Labs team helps individuals and companies expertly facilitate the WIX, WordPress, Shopify and Custom Code Web3 design process. Bot Logic manages over 61 developers that specialize in UI, UX, Graphic Design, Database design and management, and smart contract/dapp development. Bot Logic Labs, Inc., 8800 West 116th Circle, Broomfield CO 80021. https://www.botlogiclabs.com. Bot Logic Labs designed and developed the following apps for NxGen Brands:

https://www.nxgenbrands.io https://www.shopwithcrypto.io https://www.dinewithcrypto.io https://www.bitnotify.io https://www.apollobox.io

Note 7 – Forward-Looking Statements and Business Goals

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

Customer Retention Goals (year-end 2026, as previously disclosed):

Product	**2026 Year-End CRG**
https://www.apollocash.io	10,000,000
https://www.apolloNFT.io	11,000,000
https://www.shopwithcrypto.io	17,500,000
https://www.apolloID.io	11,000,000
https://www.apollowallet.io	20,000,000
https://www.buyapusd.io	25,000,000
https://www.deploytokens.com	100,000

10) Issuer Certification

Principal Executive Officer:

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

I, Shannon Hill, certify that:

1. I have reviewed this Disclosure Statement for NxGen Brands, Inc.;

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

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

November 13, 2026

/s/ Shannon Hill [CEO's Signature]

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

Principal Financial Officer:

I, Shannon Hill, certify that:

1. I have reviewed this Disclosure Statement for NxGen Brands, Inc.;

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

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

November 13, 2026

/s/ Shannon Hill [CFO's Signature]

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