

## **Disclosure Statement Pursuant to the OTCQB Disclosure Guidelines**

### **Xtreme One Entertainment Inc.**

a Delaware corporation  
47 Commerce Avenue SW  
Grand Rapids, MI 49503

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Company Telephone: (305) 701-9100

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Website: [www.xtremeone.com](http://www.xtremeone.com)  
Company Email: [info@xtremeone.com](mailto:info@xtremeone.com)

### **Quarterly Report For the Current Period Ending March 31, 2026 (the Reporting Period<sup>14</sup>)**

#### **Outstanding Shares**

As of March 31, 2026, the number of shares outstanding of our Common Stock was 144,523,434

As of December 31, 2025, the number of shares outstanding of our Common Stock was 144,523,434

#### **Shell Status**

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

Yes:  No:

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

Yes:  No:

#### **Change in Control**

Indicate by check mark whether a Change in Control<sup>14</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>14</sup> "Change in Control" shall mean any events resulting in:

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

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

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

Name of issuer:

Xtreme One Entertainment Inc. became effective with the Delaware Secretary of State on December 20, 2024, following its name change from CannaGrow Holdings, Inc. Concurrent with the name change to Xtreme One Entertainment, the Company changed its stock symbol to "XONI". The ticker symbol change and name change to Xtreme One Entertainment Inc. became effective with the Financial Industry Regulatory Authority ("FINRA") on May 3, 2024, with a Daily List Announcement Date of May 6, 2024, and Market Effective Date of May 7, 2024.

Current State and Date of Incorporation or Registration: **Delaware – Incorporated May 5,1995**

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

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 October 13, 2025, the Company entered into and closed an Asset Purchase Agreement with Borroka, LLC to acquire substantially all of the assets related to the "Borroka" mixed martial arts promotions business. As consideration for the transaction, the Company assumed a \$250,000 line of credit owed by the seller to a third-party lender and agreed to satisfy certain outstanding accounts payables of the seller.

Address of the issuer's principal executive office:

47 Commerce Ave., SW Grand Rapids, Michigan 49503. XFC Global Inc., the Company's only subsidiary, is also located at 47 Commerce Ave. SW Grand Rapids, Michigan 49503.

Address of the issuer's principal place of business:

*Check if the 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: Equiniti Trust Company LLC  
Phone: 919-744-2722  
Email: [Krista.Riley@equiniti.com](mailto:Krista.Riley@equiniti.com)  
Address: 1110 Centre Point Curve  
Suite 101  
Mendota Heights, MN 55120

### March 31, 2026

Trading symbol:	XONI		
Exact title and class of securities outstanding:	Authorized Common Shares:	300,000,000 shares	
	Authorized Preferred Shares:	150,000,000 shares	
<b>CUSIP:</b>	13765E 107		
par or stated value:	Par Value of Common Shares:	\$0.001	
	Par Value of Preferred Shares:	\$0.001	
Total shares authorized:	Common shares: 300,000,000	as of date: 3/31/2026	
	Preferred shares: 150,000,000	as of date: 3/31/2026	
Total shares outstanding:			
	Common shares:	144,523,434	as of date: 3/31/2026
	Preferred shares:	2,000,000	as of date: 3/31/2026
Number of shares in the Public Float <sup>2</sup> :	49,119,748	as of date	3/31/2026
Total number of shareholders of record:	514	as of date	3/31/2026

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

**NONE**

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

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

Exact title and class of the security:	Series A Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	2,000,000	as of date:	3/31/2026
Total shares outstanding (if applicable):	2,000,000	as of date:	3/31/2026
Total number of shareholders of record (if applicable):	1	as of date:	3/31/2026

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

Exact title and class of the security:	Series B Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	5,000,000	as of date:	3/31/2026
Total shares outstanding (if applicable):	-0-	as of date:	3/31/2026
Total number of shareholders of record (if applicable):	None	as of date:	3/31/2026

Exact title and class of security:	Series C Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	20,000,000	as of date:	3/31/2026
Total shares outstanding (if applicable):	-0-	as of date:	3/31/2026
Total number of shareholders of record	None	as of date:	3/31/2026

Exact title and class of the security:	Series D Convertible Preferred		
CUSIP (if applicable):	N/A		
Par or stated value:	\$.001		
Total shares authorized:	25,000,000	as of date:	3/31/2026
Total shares outstanding (if applicable):	-0-	as of date:	3/31/2026
Total number of shareholders of record (if applicable):	None	as of date:	3/31/2026

**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:*

The Company has a total of 450,000,000 shares of \$.001 par value capital stock, divided into 300,000,000 shares of Common Stock and 150,000,000 shares of Preferred Stock consisting of four (4) separate classes; Two Million (2,000,000) shares of Series A Preferred Stock; Five Million (5,000,000) shares of Series B Convertible Preferred Stock, Twenty Million (20,000,000) shares of Series C Preferred Stock, and Twenty-five Million (25,000,000) shares of Series D Convertible Preferred Stock.

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

The Company is authorized to issue 300,000,000 shares of \$.001 par value common stock. The holders of our Common Stock are entitled to one vote per share on all matters submitted to a vote of our stockholders. The holders of the Common Stock have the sole right to vote, except as otherwise provided by law, by our Articles of Incorporation, or in a statement by our Board of Directors in a re-re-designation of the rights, privileges, and preferences of the common stock.

**Dividend Rights:** The holders of the Common Stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors out of legally available funds, subject to the payment of preferential dividends or other restrictions on dividends contained in any Preferred Stock designation, including, without limitation, the Preferred Stock designation establishing a series of Preferred Stock described above. In the event of the dissolution, liquidation or winding up of the Company the holders of our Common Stock are entitled to share ratably in all assets remaining after payment of all our liabilities, subject to the preferential distribution rights granted to the holders of any series of our preferred stock in any Preferred Stock designation, including, without limitation, the Preferred Stock designation establishing each series of our Preferred Stock.

Voting Rights: The holders of the Common Stock do not have cumulative voting rights or preemptive rights to acquire or subscribe for additional, unissued or treasury shares in accordance with the laws of the State of Nevada. Accordingly, excluding any voting rights granted to any series of our preferred stock, the holders of more than 50 percent of the issued and outstanding shares of the Common Stock voting for the election of directors can elect all of the directors if they choose to do so, and in such event, the holders of the remaining shares of the Common Stock voting for the election of the directors will be unable to elect any person or persons to the board of directors. All outstanding shares of the Common Stock are fully paid and nonassessable.

The laws of the State of Delaware provide that the affirmative vote of a majority of the holders of the outstanding shares of our Common Stock and any series of our preferred stock entitled to vote thereon is required to authorize any amendment to our articles of incorporation, any merger or consolidation of the Company with any corporation, or any liquidation or disposition of any substantial assets of the Company.

Conversion Rights: The Holders are not entitled to conversion rights.

Liquidation Rights: In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a "Liquidation"), the assets of the Company available for distribution to its stockholders shall be distributed first to the holders of Preferred stock, as set forth in the respective designations, then to the holders of common stock.

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

A. Series A Convertible Preferred Stock.

The Series A Convertible Preferred Stock, as effectively amended October 20, 2023, shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: Holders of the Series A Convertible Preferred shall be entitled to receive dividends or other distributions with the holders of the Corporation's securities entitled to receive distributions, including but not limited to distributions dividends, Liquidation (as defined below) or other preferences when, and if, declared by the Directors of the Corporation.

Conversion Rights: Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof and subject to notice requirements of paragraph 3.2, at any time following the issuance of such shares Series A Convertible Preferred (a "Conversion"), into such number of fully paid and non-assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying the number of issued and outstanding shares of the Corporation's Voting (as hereinafter defined) as of the Date of Conversion Basis (as hereinafter defined) by 0.000002 (the "Conversion Rate"), then multiplying that number of shares of Series A Convertible Preferred to be converted (the "Convertible Shares").

Liquidation Rights: In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

- (i) The holders of shares of the Series A Convertible Preferred shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount equal to One Dollar Fifty Cents (\$1.50) per share with respect to each share of Series A Convertible Preferred owned as of the

date of Liquidation, plus all declared but unpaid dividends and interest with respect to such shares, and thereafter they shall share in the net Liquidation proceeds on an “as converted basis” *pari passu* with the holders of all classes of the Corporation's capital stock issued and outstanding as of the date of Liquidation on an equal basis.

- (ii) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of shares of the Series A Convertible Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the shares of Series A Convertible Preferred ratably in proportion to the amounts to which they would otherwise be respectively entitled as if such shareholders of shares of Series A Shares had converted their shares of Series A Convertible Preferred into shares of the Corporation's Common Stock prior to any distribution.
- (iii) After payment of the full amounts to the holders of shares of Series A Convertible Preferred as set forth above, with any remaining assets of the Corporation shall be distributed *pro rata* to the holders of all other classes of Preferred Stock and Common Stock (in the case of any Preferred Stock, on an “as converted” basis) into Common Stock.

A Liquidation shall be deemed to the sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record (including the holders of the Series A Convertible Preferred then issued and outstanding voting on an “as converted” basis), as constituted immediately prior to sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty one percent (51%) of the voting power of the surviving or acquiring entity.

*Redemption Rights:* for as long as shares of Series A Stock remain outstanding the Corporation shall have the option to redeem all outstanding shares of Series A Stock at any time on an “all or nothing” basis (the “Redemption Offer”) at a redemption price equal to the Voting Percentage, calculated an “as converted” basis using the Conversion Rate, above times the Corporation's Market Capitalization (the “Redemption Price”). Payments of the Redemption Price shall only be made in cash within Sixty (60) days of a notice (a “Redemption Notice”) to redeem to be sent by the Corporation to all holders of the Series A Stock outstanding at the time (the “Redemption Period”). Failing to effectuate the Redemption within the Redemption Period, the Corporation may not redeem any of the shares of the Series A Stock for a period of One Hundred Eighty days (the “Standstill Period”). The Standstill Period shall follow any subsequent Redemption Offer for as long as any of the Series A Stock is outstanding. “Market Capitalization “ for the purposes of this Certificate of Designation shall mean the higher of (a) the Shareholders Equity, or (b) the total number of shares of the Corporation's Common Stock issued and outstanding , on an “as converted” basis using the Conversion Rate, times the average Five (5) day trailing average closing price of the Corporation's shares as listed on OTCMarkets.com or other national stock exchange.

The Certificate of Designation of the Series A Convertible Preferred Stock was amended effective October 20, 2023.

As of the date of this Report the Company does not have an adequate number of authorized shares of common stock for the conversion of the Series A Convertible Preferred Stock.

B. Series B Convertible Preferred Stock.

The Series B Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein, and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders are entitled to receive a dividend equal to one (1) share of common stock for each one (1) share of Preferred series.

Voting Rights: The Holders are entitled to vote equal to one (1) share of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to one (1) share of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to one (1) share of common stock for each one (1) share of Preferred series.

All shares of the Series B Convertible Preferred Stock were redeemed or converted prior to December 31, 2023.

C. Series C Convertible Preferred Stock.

The Series C Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time, as authorized herein and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders of this Preferred series are not entitled to receive any dividends.

Voting Rights: The Holders are entitled to vote equal to five (5) shares of common stock for each one (1) share of Preferred series.

Conversion Rights: The Holders are entitled to conversion rights equal to five (5) shares of common stock for each one (1) share of Preferred series.

Liquidation Rights: The Holders are entitled to liquidation rights equal to five (5) shares of common stock for each one (1) share of the Preferred series.

All shares of the Series C Convertible Preferred Stock were redeemed or converted prior to December 31, 2023.

D. Series D Convertible Preferred Stock.

The Series D Convertible Preferred Stock shall have the voting powers, preferences, rights, qualifications, restrictions, and limitations as adopted by the Board of Directors from time to time as authorized herein and by the General Corporation Laws of Delaware.

Dividend Rights: The Holders of this Preferred series are not entitled to receive any dividends.

Voting Rights: The Holders are entitled to vote equal to the stated value of \$2.00 divided by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

Conversion Rights: The Holders are entitled to conversion rights equal to the stated value of \$2.00 divided by 50% of the average closing price of the Common stock five (5) business days preceding the date of conversion.

Liquidation Rights: The Holders are entitled to liquidation rights equal to the number of shares of Common stock into which the Preferred shares are then convertible.

Redemption Rights: The Holders are entitled to receive a price equal to the stated value of \$2.00 per share, plus interests of 8% per annum, and before the holders of Common stock or any junior securities that are receiving any amount as a result of liquidation.

All shares of the Series D Convertible Preferred Stock were redeemed effective October 23, 2023.

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

**None other than the rights delineated above in Item 2.**

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

**None**

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding Opening Balance:	
Date:	1/1/2024
Common:	132,073,434 <sup>3</sup>
Preferred Series A:	2,000,000
Preferred Series B:	-0-
Preferred Series C:	-0-
Preferred Series D:	-0-

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 on the market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual voting / investment control disclosed).	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.
2/22/2024	New Issuance	2,350,000	Common Stock	50% Discount to Market for Restricted	N/A	Global Business Strategies Inc.	Payment of Expenses	Restricted	Section 4(2) When Issued
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Doug Kuiper	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Jeffery Tryka	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Ettore G. Ewen, Jr.	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Hiram E. Jackson	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	James M. Kanter	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Jose Lozano	Services	Restricted	Section 4(2)
7/11/2024	New Issuance	400,000	Common Stock	\$.02765	No	Jennifer Gilroy	Services	Restricted	Section 4(2)
10/10/2025	New Issuance	400,000	Common Stock	\$.05	No	Chris Dawson	Services	Restricted	Section 4(2)
10/10/2025	New Issuance	500,000	Common Stock	\$.05	No	Dudu MMA, LLC	Services	Restricted	Section 4(2)
10/10/2025	New Issuance	3,000,000	Common Stock	\$.05	No	Chris Defendis	Services	Restricted	Section 4(2)
12/4/2025	New Issuance	2,000,000	Common Stock	\$.10	No	Bushwood Group, LLC	Cash	Restricted	Section 4(2)
12/30/2025	New Issuance	1,000,000	Common Stock	\$.04	No	Randel Aleman	Services	Restricted	Section 4(2)
12/30/2025	New Issuance	400,000	Common Stock	\$.05	No	Randel Aleman	Deferred Equity Consideration	Restricted	Section 4(2)

Shares Outstanding on Date of This Report:	
Date:	3/31/2026
Common:	144,523,434
Preferred Series A:	2,000,000
Preferred Series B:	-0-
Preferred Series C:	-0-
Preferred Series D:	-0-

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

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

## B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
10/9/24	\$50,000	64,139.51	12/31/25	Optional redemption by Company in common stock at a price equal to the greater of (i) 80% of the 5-day trailing average closing price immediately prior to redemption notice or (ii) the price per share set by the Company in a Regulation A or Form S-1 offering.	0	Variable; dependent on market price at time of redemption.	Chris Defendis	Working capital/short-term financing
10/16/24	\$25,000	\$29,424.87	12/31/25	Optional redemption by Company in common stock at	0	Variable; dependent on market price at time	Patricia Govert	Working capital/short-term financing

<sup>4</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

				a price equal to the greater of (i) 80% of the 5-day trailing average closing price immediately prior to redemption notice or (ii) the price per share set by the Company in a Regulation A or Form S-1 offering.		of redemption.		
4/29/25	\$25,000	27,598.47	12/31/25	Optional redemption by Company in common stock at a price equal to the greater of (i) 80% of the 5-day trailing average closing price immediately prior to redemption notice or (ii) the price per share set by the Company in a Regulation A or Form S-1 offering.	0	Variable; dependent on market price at time of redemption.	Jennifer Gilroy	Working capital/short-term financing
9/26/24	\$25,000	\$29,848.42	12/31/25	Optional redemption by Company in common stock at a price equal to the greater of (i) 80% of the 5-day trailing average closing price immediately prior to redemption notice or (ii) the price per share set by the Company in a Regulation A or Form S-1 offering.	0	Variable; dependent on market price at time of redemption.	Kevin Basset	Working capital/short-term financing
12/16/24	\$25,000	\$28,974.32	12/31/25	Optional redemption by Company in common stock at a price equal to the greater of (i) 80% of the 5-day trailing average closing price	0	Variable; dependent on market price at time of redemption.	Michael O'Connell	Working capital/short-term financing

				immediately prior to redemption notice or (ii) the price per share set by the Company in a Regulation A or Form S-1 offering.				
2/25/25	\$25,000	\$28,191.07	12/31/25	Optional redemption by Company in common stock at a price equal to the greater of (i) 80% of the 5-day trailing average closing price immediately prior to redemption notice or (ii) the price per share set by the Company in a Regulation A or Form S-1 offering.	0	Variable; dependent on market price at time of redemption.	Michael Valeant	Working capital/short-term financing
12/9/25	\$250,000	\$250,000	6/9/26	Convert based upon Company common stock price on the day upon the successful qualification of an offering under Regulation A with the Securities and Exchange Commission. If Regulation A qualification does not occur by June 9, 2026, the note remains an obligation of the Company.	0	Variable; dependent on market price at time of redemption	Kevin Kearney	Asset purchase
2/1/24	\$1,211,635	\$1,211,635 plus accrued and unpaid interest, including PIK interest, as of the reporting date	1/31/26	Subordinated convertible promissory note. Interest accrues at 18% per annum, with up to 18% payable in kind (PIK). Conversion rights, pricing, and mechanics are governed by	0	Variable; dependent on conversion price and timing pursuant to the Note	Jeffrey T. Lambert	Liquidity capital for operations and growth of XFC Global, Inc.

				the terms of the Note and related transaction documents.				
7/1/24	Variable; Up to an aggregate max of \$2,000,000 pursuant to Credit Line	Outstanding principal balance of Advances made to date plus accrued and unpaid interest at 15% per annum, as of the reporting date	Earlier of (i) 24 months from the date of each advance or (ii) 12/31/26	Convertible promissory notes issued pursuant to an Optional Advance Credit Agreement. Notes accrue interest at 15% per annum. Conversion rights, pricing, timing, and mechanics are governed by the terms of each Note issued under the Credit Agreement.	0	Variable; dependent on conversion price, timing, and amounts advanced pursuant to the Notes	Jeffrey T. Lambert	Working capital and operating advances pursuant to an optional credit facility
<b>Total Outstanding Balance (excluding Lambert convertible note facilities):</b>		\$458,176.66	<b>Total Shares:</b>		0	Variable; dependent on market price at time of redemption.		

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

The company has issued and has outstanding convertible debt instruments as described in the table above.

No conversions of any convertible debt occurred during the reporting period.

Outstanding balances presented above reflect accrued principal and interest as of March 31, 2026.

#### 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](http://www.OTCMarkets.com).

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

The Company entered its current business in the live sports and entertainment industry effective October 23, 2023, via the acquisition of XFC Global Inc., a Wyoming corporation ("XFC Global") and, effective December 28, 2023, changed its name to Xtreme One Entertainment, Inc. ("Xtreme One") and relocated its executive office to 47 Commerce Avenue SW, Grand Rapids, Michigan 49503.

Effective December 14, 2023, the Company notified the Financial Industry Regulatory Authority ("FINRA") of its intention to rebrand itself in line with its focus on sports and entertainment event marketing, and the name change, and requested a new trading symbol. On May 7, 2024, the Company's common stock began trading under its new trading symbol "XONI"; its CUSIP number remained the same.

The Company continues to file its periodic disclosure and financial reports with OTC Markets Group Inc. (“OTC”) and effective February 19, 2026, it uplisted from the OTC Pink Tier and began trading on the OTCQB Market under the symbol XONI.

## **OVERVIEW**

The Company is comprised of a management team of proven leaders in media, marketing, sports and entertainment, with the express purpose of acquiring and launching professional sports leagues and content. We have acquired an exclusive and five (5) year renewable license for the use of the name “XFC” which was the cornerstone to the intellectual property, branding and media of one of the largest professional mixed martial arts (MMA) event promotion companies in the United States and Latin America which had been in existence in the MMA event promotion business for nearly two decades prior to 2021.

As the Licensee of the “XFC” brand, we are focused on discovering up-and-coming talent and unlocking the potential of the next generation of MMA fighters. Our increasing roster of rising athletes, commitment to the community, and use of a fighter-centric model lead us to believe that we will make a formidable presence in the live MMA event space.

In addition to the sponsorship and promotion of MMA events, we intend to expand into the development, production, and promotion of other live entertainment and sporting events.

## **OUR STRATEGY**

Our long-term strategy is to build a global portfolio of diversified live sports events and leagues that captivate broad audiences and engage sponsors. The acquisition of XFC Global and its license to the Xtreme Fighting Championship’s intellectual property has established a strong foundation for our first sports league.

We aim to position XFC as “*the minor leagues of MMA™*,” serving as the leading development platform for male and female professional athletes aspiring to join premier organizations such as the UFC. We believe there is a significant opportunity between top-tier MMA leagues and the smaller regional circuits that currently exist.

### **Event Structure and Strategy**

To execute this vision, we are revitalizing the XFC brand through two complementary event series:

- **Arena Main Events:** Professionally produced, large-scale MMA events held three to four times annually in major venues and broadcast globally. These cards feature 10-12 bouts across multiple weight classes and both genders. As operations scale, we expect to increase to 8-10 main events per year.
- **Young Guns Series:** Smaller, more frequent events that spotlight emerging fighters and serve as a feeder system for our main events. Typically hosting 6-8 shows per year, these events maintain lower production costs and provide critical development opportunities for new talent. This is also the format we use for our international MMA events with a focus on Latin America.

### **Fighter-First Philosophy**

Our “fighter-first” operating model is central to talent recruitment and retention. Fighters receive base compensation, performance bonuses, and travel and lodging accommodations. We also provide brand-building support, including professional marketing materials, media training, and social media development, enabling athletes to enhance their personal and professional visibility.

### **Revenue Model and Growth Opportunities**

Revenue is generated through multiple channels, including ticket and merchandise sales, pay-per-view and broadcast media revenues, and corporate sponsorships. Over time, we expect broadcast and sponsorship

revenues to drive the majority of long-term growth. We have created initial sponsorship packages targeting brands aligned with our extreme sports positioning, and plan to launch fan membership programs offering exclusive benefits as engagement deepens.

### Operational Highlights

To validate our model, we successfully executed six main XFC events:

- **XFC 50: Resurrection** (April 12, 2024 – Lakeland, FL): Featured eight bouts across male and female divisions, with both live and pay-per-view audiences.
- **XFC Grand Prix II** (May 31, 2024 – Detroit, MI): Nine bouts held in conjunction with the Chevrolet Detroit Grand Prix. The event achieved higher ticket sales, streaming viewership, and social media engagement than its predecessor.
- **XFC 51: Evolution** (September 27, 2024 – Milwaukee, WI): Seven bouts broadcast live and via pay-per-view internationally.
- **XFC 52: The Awakening** (March 28, 2025 – Iowa City, IA): Six male bouts broadcast globally and supported by merchandise sales.
- **XFC 53: Borroka** (September 20<sup>th</sup>, 2025 – Las Vegas, NV): Six male bouts, and one female bout broadcast live and via pay-per-view internationally.
- **XFC 54: Ascension in Iowa** (April 20<sup>th</sup>, 2026 – Coralville, IA): Five male bouts, and one female bout broadcast live and via pay-per-view internationally.

In addition, we relaunched the Young Guns series in 2025, hosting initial events in February and June 2025 at Kill Cliff Fight Club in Deerfield Beach, Florida, followed by additional events throughout 2025 including our return to South America with a Young Guns event on November 1, 2025 in Buenos Aires, Argentina. These events continue to identify and showcase rising MMA talent and expand our roster of “minor league” fighters.

### Distribution and Media Expansion

Our events are produced for both live audiences and broadcast distribution. In 2025 and 2026, we secured multiple broadcast agreements, including:

- American Forces Network (U.S. Department of Defense)
- beIN Sports (exclusive rights for the U.S. and Canada)
- BandSports (Brazil, reaching over 54 million viewers)
- CDN Deportes (Dominican Republic, Spanish-language broadcasts)
- Fandango at Home (U.S., Canada and select territories)
- Versant/PPV.com (U.S., Canada and select territories for live pay-per-view broadcasts)

Collectively, these partnerships expand our total audience reach to over 100 million households.

### Marketing and Talent Initiatives

In 2024, the XFC relaunched its social media properties and now has more than 450,000 followers across Facebook, Instagram, X and YouTube. The 2025 launch of the XFC’s premium YouTube channel generates millions of views and a growing number of paid subscribers to view and interact with XFC live events and dozens of archived events, bouts and highlight reels. XFC also launched an innovative Name, Image, and Likeness (NIL) partnership with elite college wrestlers and combat sports veterans to strengthen our talent pipeline and brand visibility, and the Company partners with non-profit organizations in the cities where it hosts events to engage the local community,

grow the sport, and celebrate and invest in veterans and special needs individuals who are positively impacted by mixed martial arts and its disciplines.

### **Subsidiary and Legacy Properties**

XFC Global, our wholly owned subsidiary, is the exclusive licensee of rights to MMA intellectual property, fight branding, and legacy media content developed by an unrelated third party. The Legacy MMA Properties include nearly two decades of footage, more than 50 fully televised and commentated (English and Spanish announcers) events in the U.S. and Latin America, and hundreds of bouts featuring professional male and female fighters.

### **Future Development**

Building on the success of the XFC platform, we plan to expand into additional sports verticals — including combat, outdoor, youth football, and water sports — using the same operational and revenue framework. For fiscal 2026, we project 3–4 arena events and 3 Young Guns events, alongside continued content and IP development.

### **Sponsorships and Merchandise**

The Company continues to seek brand partners for logo and product placements across live events, venues, and broadcast platforms. We believe strong synergies between live audiences and media exposure will enhance the value of sponsorships. Additionally, branded merchandise sales remain a consistent contributor to revenue and fan engagement across our growing portfolio.

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

### Subsidiaries:

The Company has one subsidiary, XFC Global Inc., which operates as a management organization for the promotion and production of various MMA sporting and entertainment events.

### Parent Company:

The Company is the “Parent Company.”

### Affiliated companies:

Lambert Global LLC (“Lambert by LLYC”), one of several entities related to Lambert, the Company’s control person, provided marketing and investor relations services to the Company in 2024 and 2025. Lambert Global was previously majority owned by Lambert, who has since sold his remaining ownership interest and no longer holds any stake in the entity.

In August 2024 Lambert acquired voting control of ProActive Management Corporation, a Wyoming corporation (“ProActive”), the Licensor of the Legacy MMA Properties – as defined in Item 4 A above.

## **C. Describe the issuers’ principal products or services.**

The Company, through its wholly owned subsidiary, XFC Global, is engaged in live sports and event marketing. XFC Global is the exclusive licensee of the Legacy MMA Properties.

The Company began developing premier mixed martial arts events under the “XFC” brand in the first quarter of 2024 and produced two main events in the second quarter of 2024, a third main event in the third quarter of 2024 and a fourth main event in the first quarter of 2025. XFC also produced 8 “Young Guns” events through December 2025. The company intends to develop additional “Xtreme One Entertainment” properties spanning combat sports,

youth sports, and others. These additional properties may be developed organically or through strategic acquisition. Live events are produced for spectators as well as for broadcasting over media, including pay-per-view streaming services. Additionally, the Company seeks sponsorship partners to advertise at live and broadcast events, offering partners logo and product placement at various platforms within the event venues or on broadcasts.

In addition to live events, the Company is also engaged in the sale and marketing of branded merchandise to fans of its sports and entertainment properties. The Company intends to offer dynamic, live sporting events that offer value to participants, attendees, and sponsors; these competitions are expected to produce revenues through ticket and merchandise sales, sponsorship agreements, and distribution agreements.

## 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 to which the facilities are utilized.*

In January 2024, the Company relocated its principal place of business and temporarily shared offices provided by its majority shareholder at 47 Commerce Ave., Grand Rapids, Michigan 49503. Additionally, certain of its staff and consultants operate remotely.

The Company also owns a variety of event production equipment, trailer, MMA cages and equipment, and a broad inventory of branded apparel and merchandise for sale online and at its events. The Company enters into single or multi-day leases with event venues to host events and pre-event marketing.

## 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 the 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.

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) <sup>1,2,3,4</sup>	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)	Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)
Christopher Defendis	President & Secretary	Westfield, IN	3,000,000	Common	2.08%	N/A
Chris Dawson	Chief Financial Officer	Rockford, MI	400,000	Common	.277%	NA
Bring It LLC	Shareholder	Grand Rapids, MI	20,000,000	Common	13.84%	Jeffrey T. Lambert is the Control Person of Bring It LLC

Jeffrey T. Lambert <sup>4</sup>	Chairman of the Board of Directors	Captiva, FL	33,130,000	Common Stock	20.76%	Control Person
Bring It LLC <sup>3</sup>	Shareholder	Grand Rapids, MI	2,000,000	Series A Convertible Preferred Stock	100.00%	Jeffrey T. Lambert
Ettore G. Ewen, Jr.	Director	Land O' Lakes, FL	400,000	Common	0.277%	N/A
Hiram E. Jackson	Director	Detroit, MI	400,000	Common	0.277%	N/A
James M. Kantor	Director	Fox Point WI	400,000	Common	0.277%	N/A
Jose Lozano	Director	Cypress, TX	400,000	Common	0.277%	N/A
Jennifer Gilroy	Director	Boston, MA	400,000	Common	0.277%	N/A

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile

**Footnote 1.** Mr. Mark Kirkland holds 25,000,000 shares of the Company's Common Stock (the "Kirkland Shares") issued to Mr. Kirkland in a transaction in 2014 which was cancelled. Pursuant to an agreement with the Company and Mr. Kirkland, Mr. Kirkland agreed to return the certificate, however it was lost in transit. The Company, due to financial constraints in 2014-2017 did not bond around the "Lost Certificate" or the outright cancellation. As a result, the shares have not yet been returned to the Company or cancelled and continue to appear on the Company's Shareholder List.

**Footnote 2.** Effective September 15, 2023 Janovec and Crouch, as the holders of the 42,000,000 shares of the Company's Series A Convertible Preferred Stock (the "Series A Preferred") approved an amendment to the rights, privileges, and other preferences of the Series A Preferred which reduced the number of authorized Series A Preferred to 2,000,000 (the "Amended Series A Preferred") from 100,000,000 shares. Effective October 19, 2023, Bring It LLC, a Limited Liability Company ("Bring It"), controlled by Jeffrey T. Lambert ("Lambert") serving as the Managing Member and majority membership interest owner, acquired the 2,000,000 shares of the Amended Series A Preferred (the Series A Transaction").

**Footnote 3.** On September 27, 2023, Bring It LLC entered into a Stock Purchase Agreement with Crouch, serving as the advisory accountant for the Company, pursuant to which Bring It acquired 20,000,000 shares of the Company's Common Stock held by Crouch (the "Crouch Shares") for cash (the "Crouch-Bring It Agreement").

**Footnote 4.** On October 12, 2023, the Company entered into an Acquisition and Stock Exchange Agreement with Lambert the sole shareholder of XFC Global Inc., a Wyoming corporation ("XFC Global"), pursuant to which the Company agreed to acquire all of the issued and outstanding capital stock of XFC Global (the "XFC Shares") owned by Lambert in a stock-for stock transaction (the "XFC transaction" by way of an exchange of 30,000,000 shares of the Company's \$.001 par value restricted Common Stock (the "Acquisition Shares") for the XFC Shares.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the people 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**

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

**None**

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

**None**

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

**None**

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

**None**

## **8) Third Party Service Providers**

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

### Securities Counsel

Name:	Kimberly A. Baber
Firm:	Varnum
Address 1:	333 Bridge Street NW
Address 2:	Grand Rapids, MI 49504
Phone:	616-336-6851
Email:	kababer@varnumlaw.com

## Accountant

The financial statements were prepared internally by management no outside firms provide audit, review, or compilation services for the period presented.

## Investor Relations

All investor relations, public relations, and shareholder communications are handled entirely in-house by the Company's existing officers and management. The Company has not engaged, retained, or compensated any third-party providers for investor relations, marketing, brand awareness, or stock promotion services during the reporting period.

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

Website	<a href="http://www.XtremeOne.com">www.XtremeOne.com</a>
X (Twitter)	<a href="https://x.com/XFCFight">https://x.com/XFCFight</a>
LinkedIn	<a href="https://www.linkedin.com/company/xtreme-one-entertainment/">https://www.linkedin.com/company/xtreme-one-entertainment/</a>
Facebook	<a href="https://www.facebook.com/OfficialXFC">https://www.facebook.com/OfficialXFC</a>
Instagram	<a href="https://www.instagram.com/XFCFight/">https://www.instagram.com/XFCFight/</a>
YouTube	<a href="https://www.youtube.com/@XFCFight">https://www.youtube.com/@XFCFight</a>

## Other Service Providers

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

## **9) Disclosure & Financial Information**

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

Name:	Jeffrey T. Lambert
	Xtreme One Entertainment, Inc.
Title:	CEO
Relationship to Issuer:	Chief Executive Officer of the Issuer

Name:	Chris Dawson
	Xtreme One Entertainment Inc.
Title:	CFO
Relationship to Issuer:	Chief Financial Officer of the Issuer

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) <sup>5</sup>:

Name: Chris Dawson  
Title: Chief Financial Officer  
Relationship to Issuer: Chief Financial Officer of the Issuer

Name: Jeffrey T. Lambert  
Title: Chief Executive Officer  
Relationship to Issuer: Chief Executive Officer of the Issuer

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

In addition to being the Chief Financial Officer of Xtreme One Entertainment, Chris Dawson is a Partner and Chief Financial Officer at a large privately held family office and previously served at a national accounting firm providing financial reporting, tax, and advisory services. Mr. Dawson has nearly 30 years of experience in public accounting and corporate finance, including audit, financial statement preparation, tax planning, and merger and acquisition advisory services. He holds a Bachelor of Business Administration from Alma College.

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

The Consolidated Financial Statements as of March 31, 2026, and March 31, 2025, are attached at the end of this Report and incorporate by reference.

**10) Issuer Certification**

*Principal Executive Officer:*

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

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

The certifications shall follow the format below:

*Principal Executive Officer:*

I, Jeffrey T. Lambert, certify that:

1. I have reviewed this Disclosure Statement for Xtreme One Entertainment, Inc.,
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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.

May 20<sup>th</sup>, 2026

/s/ Jeffrey T. Lambert

*Principal Financial Officer:*

I, Chris Dawson, certify that:

- i. I have reviewed this Disclosure Statement for Xtreme One Entertainment, Inc.
- ii. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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
- iii. 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.

May 20<sup>th</sup>, 2026

/s/ Chris Dawson

**XTREME ONE ENTERTAINMENT, INC., AND SUBSIDIARY**

Consolidated Financial Statements as of March 31, 2026, and December 31, 2025  
and for the Three Months Ended March 31, 2026, and 2025

**XTREME ONE ENTERTAINMENT, INC., AND SUBSIDIARY**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

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**XTREME ONE ENTERTAINMENT INC.**  
Consolidated Balance Sheets  
March 31, 2026 an March 31, 2025  
(Unaudited)

	March 31, 2026	March 31, 2025
<b>ASSETS</b>		
Current Assets		
Cash	\$ 32,862	\$ 18,908
Accounts receivable	20,963	31,283
Inventory	10,395	10,598
Prepaid expenses	-	-
Total Current Assets	64,219	60,789
Other Assets		
Fixed Assets (Net of Depreciation)	11,764	-
Goodwill and Intangibles (Net of Amortization)	757,888	509,550
Total Other Assets	769,651	509,550
Total Assets	\$ 833,871	\$ 570,340
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>		
Current Liabilities		
Accounts payable and accrued expenses	\$ 1,158,646	\$ 523,411
Accounts payable and accrued expenses-Related party	3,049,921	1,862,231
Deposits	5,000	-
Note payable, current portion	1,363,476	922,568
Notes payable-Related party, current portion	2,343,200	1,583,700
Derivative liability	3,688,700	3,936,000
Total Current Liabilities	11,608,943	8,827,910
Long Term Liabilities		
Notes payable-Related party	1,211,635	1,211,635
Total Liabilities	12,820,578	10,039,544
Commitments and contingencies		
Stockholders (Deficit)		
Preferred stock, Class A convertible, \$.001 par value, 100,000,000 shares authorized, 2,000,000 shares issued and outstanding at March 31, 2026 and March 31, 2025	2,000	2,000
Preferred stock, Class C convertible, \$.001 par value, 20,000,000 shares authorized, 0 shares issued and outstanding at March 31, 2026 and March 31, 2025	-	-
Preferred stock, Class D, \$.001 par value, 25,000,000 shares authorized, 0 shares issued and outstanding at March 31, 2026 and March 31, 2025	-	-
Common stock, \$.001 par value, 300,000,000 shares authorized, 144,523,434 and 137,223,434 shares issued and outstanding at March 31, 2026 and March 31, 2025, respectively	144,523	137,223
Additional paid-in capital	8,525,679	8,077,979
Accumulated (Deficit)	(20,658,909)	(17,686,408)
Total Stockholders' (Deficit)	(11,986,707)	(9,469,206)
Total Liabilities and Stockholders' (Deficit)	\$ 833,871	\$ 570,338

**XTREME ONE ENTERTAINMENT INC.**

## Statements of Operations

(Unaudited)

	Three Months Ended March 31,	
	2026	2025
Revenues	\$ 4,938	\$ 86,674
Total revenues	4,938	86,674
Operating Expenses		
Cost of revenues	-	176,102
General and administrative	315,984	777,894
Total operating expenses	315,984	953,996
(Loss) before other expenses	(311,046)	(867,321)
Other (expense)		
Derivative loss	-	656,000
Impairment on deposit	-	-
Interest (expense)-Related party	160,189	114,818
Interest (expense)	23,453	24,009
Total other	183,642	794,826
(Loss) before income taxes	(494,688)	(1,662,148)
Income taxes	-	2,620
Net (loss)	\$ (494,688)	\$ (1,664,768)
(Loss) per share-Basic and diluted	\$ (0.00)	\$ (0.01)
Weighted average shares outstanding Basic and diluted	144,523,434	137,223,434

**XTREME ONE ENTERTAINMENT INC.**  
 Statements of Stockholders' (Deficit)  
 For the Three Months Ended March 31, 2026 and 2025  
 (Unaudited)

	Preferred Stock				Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)		
	Series A Shares	Amount	Series C Shares	Amount	Series D Shares	Amount				Shares	Amount
Balance-January 1, 2025	2,000,000	\$ 2,000	-	\$ -	-	\$ -	137,223,434	\$ 137,223	\$ 8,077,979	\$ (16,021,639)	\$ (7,804,437)
Net (loss) for the three months ended March 31, 2025										\$ (1,664,768)	\$ (1,664,768)
Balance - March 31, 2025	2,000,000	\$ 2,000	-	\$ -	-	\$ -	137,223,434	\$ 137,223	\$ 8,077,979	(17,686,407)	(9,469,205)
	Preferred Stock				Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Stockholders' (Deficit)		
	Series A Shares	Amount	Series C Shares	Amount	Series D Shares	Amount				Shares	Amount
Balance-January 1, 2026	2,000,000	\$ 2,000					144,523,434	\$ 144,523	\$ 8,525,679	\$ (20,164,221)	\$ (11,492,019)
Net (loss) for the three months ended March 31, 2026										\$ (494,688)	\$ (494,689)
Balance - March 31, 2026	2,000,000	\$ 2,000					144,523,434	\$ 144,523	\$ 8,525,679	\$ (20,658,909)	\$ (11,986,707)

**XTREME ONE ENTERTAINMENT INC.**  
Statements of Cash Flows  
(Unaudited)

	Three Months Ended March 31,	
	2026	2025
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss)	\$ (494,688)	\$ (1,664,767)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Derivative loss	-	656,000
Amortization Expense	21,105	14,680
Depreciation Expense	305	-
Changes in assets and liabilities:		
(Increase) in accounts receivable	(2,941)	(23,261)
(Increase) in inventory	-	-
Decrease/(increase) in prepaid expenses	-	35,250
Increase in accounts payable and accrued expenses	271,805	75,338
Increase in accounts payable and accrued expenses-Related party	24,533	400,307
Increase in deposits payable	-	-
	<u>(179,881)</u>	<u>(506,454)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment	-	-
Net cash used in investing activities	<u>-</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from sale of common stock	-	-
Proceeds from Note Payable - related party	50,000	570,000
Proceeds from Note Payable	141,667	(49,900)
	<u>191,667</u>	<u>520,100</u>
Net cash provided by financing activities		
Net increase in cash	11,786	13,646
CASH AT BEGINNING PERIOD	<u>21,076</u>	<u>5,263</u>
CASH AT END OF PERIOD	<u>\$ 32,862</u>	<u>\$ 18,908</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid for interest	<u>\$ 1,721</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
<b>NON-CASH TRANSACTIONS</b>		
Change in fair value of derivative liability	<u>\$ -</u>	<u>\$ 656,000</u>

**XTREME ONE ENTERTAINMENT, INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**MARCH 31, 2026, AND DECEMBER 31, 2025**  
(Unaudited)

**NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of the significant accounting policies applied in the preparation of the accompanying financial statement follows. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included in this quarterly report.

**The Company.**

The Company was formed as a Delaware corporation on May 5, 1995, as Topper's Brick Oven Pizza, Inc. Since the inception of the Company there have been several subsequent name changes resulting in the Company being named "Xtreme One Entertainment, Inc.", which was approved by the Company's Board, effective December 28, 2023.

From 2014 through the year-ended December 31, 2022, the Company worked as a property manager on a 20-acre lease in which the Company functioned as a liaison with the various County and State Agencies, and Utility companies.

Effective October 23, 2023, the Company rebranded itself and implemented a strategic shift in its core business to focus on sports and entertainment event marketing. As Xtreme One Entertainment, Inc., through its wholly owned subsidiary, XFC Global Inc. ("XFC Global"), the Company has been exploiting certain licensing rights to the intellectual property, branding and media acquired by ProActive Management Corporation ("PMC"), a subsidiary of Xtreme Fighting Championships Inc. ("XFCI"). XFCI was an early entrant in mixed martial arts (MMA) and developed an extensive library spanning thousands of hours of fights across the globe and featuring some of MMA's top fighters during its nearly two decades of activity. The Company has no other relationship with XFCI, nor are any XFCI officers, employees or directors affiliated with the Company.

In addition to sponsoring and promoting premier mixed martial arts events under the XFC brand, the Company intends to develop additional Xtreme One-sponsored entertainment properties spanning combat sports, youth sports leagues and others, with live events to be produced for spectators as well as for broadcast over media, including pay-per-view streaming services. Additionally, the Company seeks sponsorship partners to advertise at live and broadcast events, offering partners logo and product placement at various platforms within the event venues or on broadcasts. The Company also markets branded apparel and merchandise under its owned and licensed brands.

**Basis of Presentation.**

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") as promulgated in the United States of America.

**Principles of Consolidation.**

The consolidated financial statements include the accounts of Xtreme One Entertainment, Inc. and its wholly owned Subsidiary XFC Global. All intercompany transactions are eliminated in consolidation.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

### **Use of Estimates.**

The preparation of the financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The assumptions used by management in future estimates could change significantly due to changes in circumstances, including, but not limited to, challenging economic conditions. Accordingly, future estimates may differ significantly.

### **Cash and Cash Equivalents.**

For the purposes of the Statements of Cash Flows, the company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

### **Income Taxes.**

Income taxes are computed using the asset and liability method, in accordance with ASC 740, "Income Taxes". Under the asset and liability method, deferred income tax assets and liabilities are determined based on the difference between financial reporting and tax basis of assets and liabilities using currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

### **Basic and Diluted Income (Loss) Per Share**

The Company computes income (loss) per share in accordance with ASC 260, "Earnings Per Share", which requires presentation of both basic and diluted earnings per share on the face of the consolidated statements of operations. Basic income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted income (loss) per share gives effect to all dilutive potential common shares outstanding during the period, including convertible preferred shares. Dilutive income (loss) per share excludes all potential common shares if their effect is anti-dilutive. During the three months ending March 31, 2026, and 2025, common stock equivalents are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive, thereby decreasing the net loss per common share.

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Advertising**

The Company follows the policy of charging the costs of advertising to expenses as incurred. For the periods ending March 31, 2026, and 2025, advertising costs were \$4,630 and \$135,768, respectively. The Company expects advertising to materially increase due to the promotion of its events.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

### **Concentrations of Credit Risk**

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and related party receivables. The Company placed its cash and temporary cash investments with credit quality institutions. At times, such investments may be more than the FDIC insurance limit.

### **Stock Based Compensation**

The Company utilizes FASB ASC 718, Stock Compensation, related to accounting for share-based payments and, accordingly, records compensation expense for share-based awards based upon an assessment of the grant date fair value for stock options and restricted stock awards. The Company estimates the fair value of stock-based compensation awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations. The Company estimates the fair value of stock-based compensation awards using the Black-Scholes model. This model requires the Company to estimate the expected volatility and value of its common stock and the expected term of the stock options, all of which are highly complex and subjective variables. The expected life was calculated based on the simplified method as described by the SEC Staff Accounting Bulletin No. 110, Share-Based Payment. The Company's estimate of expected volatility was based on the volatility of peers. The Company has selected a risk-free rate based on the implied yield available on U.S. Treasury securities with a maturity equivalent to the expected term of the options. The Company accounts for forfeitures upon occurrence.

### **Fair Value of Financial Instruments**

The carrying values of our financial instruments, including cash, accounts payable and due to related parties approximate their fair value due to the short-term nature of these financial instruments. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 820, "Fair Value Measurement" defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a three-tier fair value hierarchy, which prioritizes the input used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets.

Level 2: Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3: Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

The Company does not have any assets or liabilities that are required to be measured and recorded at fair value on a recurring basis.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

### **Revenue Recognition**

In accordance with FASB Accounting Standards Codification (“ASC”) as topic 606 (“ASC 606”), we determine revenue recognition through the following steps:

- Step 1: Identify the contract(s) with customers.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to performance obligations.
- Step 5: Recognize revenue when the entity satisfies a performance obligation.

The revenue policies for the new activities are being established as customary in the entertainment industry.

### **Business Combinations**

In accordance with ASC 805, Business Combinations, the Company, accounts for all business combinations meeting the definition of a business using the acquisition method of accounting. Under this method, assets and liabilities, including any remaining non-controlling interests, are recognized at fair value at the date of acquisition. The excess of the purchase price over the fair value of assets acquired, net of liabilities assumed, and non-controlling interests is recognized as goodwill. Certain adjustments to the assessed fair values of the assets, liabilities, or non-controlling interests made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Any cost or equity method interest that the Company holds in the acquired company prior to the acquisition is re-measured to fair value at acquisition with a resulting gain or loss recognized in income for the difference between fair value and the existing book value. Results of operations of the acquired entity are included in the Company’s results from the date of the acquisition onward.

Under ASC 805, asset acquisitions not meeting the definition of a business are accounted for by using the cost accumulation method. Under this method, cost of the acquisition, including certain transactions costs, is allocated to the assets acquired on the basis of relative fair values.

### **Intangible Assets and Impairments**

Intangible assets with finite useful lives are recorded at cost and amortized on a straight-line basis over their estimated useful lives. The Company’s intangible assets consist of acquired intellectual property and licensing rights with an estimated useful life of five (5) and ten (10) years. Finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If indicators of impairment are present, the Company compares the carrying amount of the asset to the undiscounted expected future cash flows. An impairment loss is recognized if the carrying amount exceeds the asset’s fair value.

### **Emerging Growth Company Critical Accounting Policy Disclosure**

The Company is an “emerging growth company,” as defined in Section 2(a) of the Securities Act of 1933, as amended (the “Securities Act”), as modified by the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. As such, the Company is eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “emerging growth companies” including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended, reduced disclosure obligations regarding executive compensation in the Company’s periodic reports and proxy statements, and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. If some investors find the securities less attractive as a result, there may be a less active trading market for securities and the prices of securities may be more volatile.

## **NOTE 1 – THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued**

In addition, Section 107 of the JOBS Act also provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards (that is, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies). The Company intends to take advantage of the benefits of this extended transition period.

Additionally, the Company is a “smaller reporting company” as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. The Company will remain a smaller reporting company until the last day of the fiscal year in which (1) the market value of the common stock held by non-affiliates equals or exceeds \$250 million as of the as of the last business day of its most recently completed second fiscal quarter, or (2) the annual revenues equaled or exceeded \$100 million during its most recently completed fiscal year and the market value of the common stock held by non-affiliates equals or exceeds \$700 million as of the last business day of its most recently completed second fiscal quarter.

### **Segment Information**

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise, and Related Information (SFAS 131) establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. SFAS 131 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions to allocate resources and assess performance. The information disclosed in this report materially represents all the financial information related to the Company's principal operating segment.

### **Recent Accounting Pronouncements**

We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations or financial position.

## **NOTE 2- GOING CONCERN**

Our financial statements have been prepared assuming we will continue on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated significant revenues to date and has reported a net loss of \$495,000 during the current fiscal year. We have an accumulated deficit from inception through March 31, 2026 of approximately \$20,659,000 and have a working capital deficit of approximately \$11,545,000 as of March 31, 2026. These conditions, among others, give rise to substantial doubt about our ability to continue as a going concern. Management is continuing to seek additional equity capital or debt financing to continue to meet operating capital requirements and improve the profitability of existing operations. Management believes these steps may provide us with adequate funds to sustain our continued existence. There is, however, no assurance that the steps taken by management will meet all our needs or that we will continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company's existence is dependent upon advances from its affiliates, the sale of additional equity stock, loans, and management's ability to develop profitable operations. Management anticipates the Company will attain profitable status and improve its liquidity through the continued development, marketing, and selling of its live events, branded products, and advertising, as well as additional equity investments in the Company. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern. To improve the Company's liquidity, the Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance that the Company will be successful in its effort to secure additional equity financing. If operations and cash flow continue to improve through these efforts, management believes that the Company

can continue to operate and achieve profitability. However, no assurance can be given that management's actions will result in profitable operations or the resolution of its liquidity problems.

### NOTE 3 – ACQUISITION

Effective November 1, 2023, the Company entered into an Acquisition and Share Exchange Agreement to acquire all of the issued and outstanding capital stock of XFC Global Inc. (“XFC Global”) consisting of 60,000,000 shares owned by Mr. Jeffrey T. Lambert (“Lambert”), in exchange for 30,000,000 shares of the Company’s restricted common stock (the “XFCG Acquisition”). This transaction was accounted for as an “acquisition” and not a reverse takeover.

Although the legal form of the transaction involved the purchase of all outstanding shares of XFC Global, management determined that XFC Global did not meet the definition of a business under ASC 805. Accordingly, for accounting purposes, the transaction was treated as an asset acquisition in which the Company effectively acquired certain rights associated with the XFC brand, including the exclusive license to use the XFC Brands, related registered trademarks, trade names, and other intellectual property. As described below, the total consideration of \$595,346, plus directly attributable transaction costs, was recorded as intangible assets. Because these rights provide economic benefit over a determinable period, management concluded the intangible asset has a useful life of ten (10) years, and the Company amortizes the asset on a straight-line basis over that period. As of March 31, 2025 and 2026, the carrying amount of the intangible asset was \$450,016 and \$509,550, respectively.

The purchase price for the acquisition of XFCG was the issuance of 30,000,000 shares of the Company’s common stock at \$.018 per share with a fair value of \$540,000 and the assumption of the net liabilities of XFCG of in the amount of 55,346. Under ASC 805-50, the total consideration of \$595,346 was allocated to the identifiable intangible assets acquired.

The allocation of the XFC Global purchase price and the estimated fair market values of the assets acquired, and liabilities assumed are shown below.

<b>Description</b>	<b>Amount</b>
Fair Value of common stock issued	\$540,000
Net liabilities assumed	<u>55,346</u>
<b>Total consideration allocated to intangible assets</b>	<b><u>\$595,346</u></b>

On October 13, 2025 the Company entered into and closed an Asset Purchase Agreement with Borroka, LLC (“Borroka”), a mixed martial arts promotions and event production company. The acquisition was accounted for as a business combination under ASC 805, with total consideration recorded entirely as intangible assets – including fighter relationships, customer and sponsor relationships, a promoter license, and a website.

The purchase price for the acquisition of Borroka consisted of 1,000,000 shares of the Company’s common stock at \$.04 per share on the acquisition date and the assumption of \$270,000 in Borroka liabilities. As of December 31, 2025, 600,000 of the issued shares remained undelivered and were remeasured to the then-current closing price of \$0.5 per share, resulting in a \$10,000 increase in the carrying value of the acquired intangibles. The allocation of the purchase price and the estimated fair market values of the assets acquired, and liabilities assumed are shown below.

<b>Description</b>	<b>Amount</b>
Fair Value of common stock issued	\$ 40,000
Net liabilities assumed	<u>270,000</u>
<b>Total consideration allocated to intangible assets</b>	<b>\$310,000</b>
Year-end remeasurement of unissued share obligation	<u>10,000</u>
<b>Total consideration as of December 31, 2025</b>	<b><u>\$320,000</u></b>

Of the \$320,000 total, \$136,000 was allocated to fighter relationships, which we have a determinable useful life and are amortized on a straight-line basis over five (5) years from the acquisition date. The remaining \$184,000 was allocated to the promoter license, customer and sponsor relationships, and website, each of which is considered to have an indefinite useful life and is not amortized but is subject to annual impairment testing under ASC 350. As of March 31, 2026 and 2025, the carrying amount of the intangible asset was \$307,872 and \$-0-, respectively.

Total amortization expense for all intangibles for the 3 months ended March 31, 2025 and 2024 was \$21,105 and \$14,680, respectively.

The estimated future amortization of finite-lived intangible assets for the next five fiscal years are as follows:

Years ended December 31,	Amount
2026	\$86,734
2027	\$86,734
2028	\$86,734
2029	\$86,734
2030	\$86,734

#### **NOTE 4 – INVENTORY**

Inventory is valued at the lower of cost or market value, as determined by the first-in, first out (“FIFO”) method. Inventory consists of merchandise sold by the Company at the events.

#### **NOTE 5 – NOTES PAYABLE**

The Company’s debt consists of the following:

	March 31, 2026	March 31, 2025
Note payable, 9% interest, interest and principal due upon demand, unsecured.	\$ 847,468	\$ 847,468
Various notes payable, 15% interest, interest and principal due December 31, 2025, to February, 21 2027, unsecured	216,766	74,800
Non-interest bearing convertible note payable	250,000	-

Unsecured note payable	49,242	-
Total due	1,363,476	922,568
Current Portion	1,363,476	922,568
Long-term portion	\$ -	\$ -

The 2024 notes that matured on December 31, 2025 with an outstanding balance of \$75,000 were not repaid at maturity and are classified as a current liability. The Company is in current discussions with the various lenders to extend the loans.

The \$250,000 non-interest bearing note is subject to a contingent conversion feature where the entire principal balance will automatically convert into shares of the Company's common stock upon the successful qualification of an offering under Regulation A with the Securities and Exchange Commission. If Regulation A qualification does not occur by June 9, 2026, the note remains an obligation of the Company.

The Company has ceased making payments on a note payable and is currently disputing the validity and enforceability of certain terms of the agreement. As of March 31, 2026, the outstanding balance claimed by the lender is approximately \$49,242. The note is unsecured. The ultimate resolution of this matter has not yet been determined.

The Company has incurred an interest expense of \$23,453 and \$24,009 during the three months ending March 31, 2026, and 2025, respectively. The Company has accrued interest in the above notes in the amounts of \$200,040 and \$122,209 on March 31, 2026, and 2025, respectively.

#### NOTE 6 – NOTES PAYABLE-RELATED PARTY

The Company's related party debt consists of the following:

	March 31, 2026	March 31, 2025
Notes payable, majority shareholder, 15-18% interest, interest, and principal due December 31, 2026 through January 29, 2029, unsecured	\$3,400,335	\$2,720,335
Notes payable, various related parties, 15% interest, interest and principal due December 31, 2025 to February 20, 2027, unsecured	154,500	
Total due	\$3,554,835	\$2,720,335
Current Portion	2,343,200	\$1,508,700-
Long-term portion	\$1,211,635	\$1,211,635

During the quarter ended March 31, 2024, the Company negotiated a credit agreement with its majority shareholder and control person (the "Shareholder Credit Agreement") pursuant to which the Company is able to borrow funds to meet its working capital needs up to \$1,250,000 (each an "Advance") with the sum of all Advances to be repaid fifty-nine (59) months from the date of the first Advance (the "Credit Term"), and are generally evidenced by a promissory note with interest accruing at a rate of 18% per annum. The related party has loaned \$1,211,635 against this credit agreement.

The related party subsequent to this credit agreement has loaned \$2,218,200 under various notes bearing interest at 15% to be paid December 31, 2026 or upon demand.

The Company has incurred an interest expense of \$160,189 and \$114,818 during the three months ending March 31, 2026, and 2025, respectively. The Company has accrued interest in the above notes in the amounts of \$892,157 and \$308,795 on March 31, 2026, and 2025, respectively.

## **NOTE 7 – STOCK DESCRIPTION AND CHANGES**

### **General**

The Company has an authorized 450,000,000 shares of capital stock, 300,000,000 shares designated as Common Stock with a par value of \$.001 per share, and 150,000,000 shares designated as Preferred Stock with a par value of \$.001 per share.

As of December 31, 2025 and December 31, 2024, respectively, the Company had 144,523,434 and 137,223,434 shares of Common Stock, and 2,000,000 and 2,000,000 shares of Series A Convertible Preferred Stock outstanding, with -0- and -0- shares of Series B Convertible Preferred Stock outstanding, -0- and -0- shares of Series C Convertible Preferred Stock outstanding, -0- and -0- shares of Series D Convertible Preferred Stock outstanding.

### **Common Stock**

As disclosed above, on March 31, 2026, and 2025, respectively, the Company had 144,523,434 and 137,223,434 shares of its Common Stock issued and outstanding. However, it should be noted that Mr. Mark Kirkland holds 25,000,000 shares of the Company's Common Stock (the "Kirkland Shares") issued to Mr. Kirkland in a transaction in 2014 which was cancelled. Pursuant to an agreement between the Company and Mr. Kirkland, Mr. Kirkland agreed to return the Certificate for the 25,000,000 shares, however the Certificate was lost in transit. The Company, due to financial constraints in 2014-2017 did not bond around the "Lost Certificate" or the outright cancellation. As a result, the shares have not yet been returned to the Company or cancelled and continue to appear on the Company's Shareholder List.

The Company issued 2,350,000 shares of its common stock on February 12, 2024, for debts totaling \$11,750, and 2,800,000 shares of its common stock to the six (6) members of its Board of Directors and two (2) officers for services valued at \$77,420 on July 11, 2024.

During the quarter ended December 31, 2025, the Company issued 400,000 shares of its common stock for an asset acquisition totaling \$20,000, 4,900,000 shares of its common stock to two (2) officers and a related party for services valued at \$235,000, and 2,000,000 shares for operating cash needs for \$200,000.

### **Preferred Stock**

#### *Series A Convertible Preferred Stock*

Each share of Series A convertible Preferred Stock shall be convertible, at the option of the holder at any time following the issuance of such shares Series A Convertible Preferred (a "Conversion"), into such number of fully paid and non assessable shares of Common Stock (the "Conversion Shares") as is determined by multiplying the number of issued and outstanding shares of the Corporation's Voting (as hereinafter defined) as of the Date of Conversion Basis (as hereinafter defined) by

0.000002 (the "Conversion Rate"), then multiplying that number of shares of Series A Convertible Preferred to be converted (the "Convertible Shares"). The conversion features give the holder voting control and majority control upon conversion.

#### *Series B Convertible Preferred Stock*

Each Series B Convertible Preferred may be converted, at the holder's option, into 1 shares of common stock for 1 share of Preferred series.

No shares of Series B Convertible Preferred stock were outstanding as of March 31, 2026, or 2025.

#### *Series C Convertible Preferred Stock*

Each Series C Convertible Preferred may be converted, at the holder's option, into 5 shares of common stock for 1 share of Preferred series.

No shares of Series C Convertible Preferred stock were outstanding as of March 31, 2026, or 2025.

#### *Series D Convertible Preferred Stock*

Holders of Series D Convertible Preferred Stock are entitled to convert each share into a number of Common Stock shares equal to \$2.00 (the stated value) divided by 50% of the average closing price of the Common Stock over the five (5) business days preceding the conversion date.

No shares of Series D Convertible Preferred stock were outstanding as of March 31, 2026, or 2025.

### **NOTE 8 – DERIVATIVE LIABILITY**

The Company has convertible Series A Preferred Stock outstanding on March 31, 2026, that are convertible into Company's common stock to be issued upon conversion of preferred stock based on the current conversion formula into shares of common stock.

Due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion option embedded in the Preferred Stock, the conversion feature is classified as derivative liabilities and recorded at fair value. Liability has been established for the conversion rate into common stock for the period ending March 31, 2026. The increase for the three months ended March 31, 2026, and 2025, was \$0 and \$656,000 respectively.

The fair value of the derivative liability was determined using the Black-Scholes option pricing model with a quoted market price of \$0.01 (\$0.05 – March 31, 2025), an infinitesimal conversion price along with the following inputs:

	<u>2026</u>	<u>2025</u>
Expected term	5 years	5 years
Expected volatility	324%	338%
Risk-free interest rate	3.92%	4.38%
Expected dividend yield	0.00%	0.00%
Discount applied	45%	50%

The following table sets forth by level with the fair value hierarchy of the Company's financial assets and liabilities measured at fair value on March 31, 2026, and 2025:

	Fair value measurements on a recurring basis		
	Level 1	Level 2	Level 3
As of March 31, 2026:			
Derivative liabilities	\$ -	\$ -	\$ 3,688,700
As of March 31, 2025:			
Derivative liabilities	\$ -	\$ -	\$ 3,936,000

#### NOTE 9 – COMMITMENTS AND CONTINGENCIES

The Company did not have any Commitments or Contingencies on March 31, 2026.

#### NOTE 10 – LEGAL

The Company is currently involved in ongoing litigation related to actions taken by an investor who defrauded the Company. A temporary restraining order was obtained, which we reported in a public filing/press release, and we are able to demand and receive the return of approximately 50% of the stock (6.2 million shares) that were illegally transferred by the fraudster. For information as to previous years, please see the Company's periodic reports for fiscal 2006-2022 filed with the OTC Markets Group Inc. at <http://www.otckmarkets.com>).