

## **Alternative Reporting Standard: Pink® Basic Disclosure Guidelines**

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).<sup>1</sup> These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,<sup>2</sup> however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.<sup>3</sup>

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

### **Pink Current Information Tier**

Companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. **Subscribe to the OTC Disclosure & News Service:** by submitting an application through [Gateway](#). Allow OTC Markets 2-4 weeks of application processing time.
2. **Upload Initial Disclosure:** Upload the following documents through OTCIQ:
  - **All Quarterly Reports** for Current Fiscal Year – must include Disclosure Statement and Financial Reports listed below
  - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
  - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
    - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
    - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
      - Audit Letter, if audited
      - Balance Sheet
      - Statement of Income
      - Statement of Cash Flows
      - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
      - Notes to Financial Statements

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<sup>1</sup> This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

<sup>2</sup> Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

<sup>3</sup> OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

3. **Attorney Letter** (only required if not providing audited financials): If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
  - Attorney Letter Agreement: The attorney must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#). The attorney is required to submit an Attorney Letter Agreement for each company that engages the attorney for the purpose of providing this Letter.
  - Attorney Letter: After a qualified attorney reviews the Disclosure Statement, upload the “Attorney Letter With Respect to Current Information” in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
4. **Verified Profile**: The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Disclosure**: Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Disclosure Requirements**: To qualify for Current Information on an ongoing basis, companies must:
  - Upload reports through OTCIQ on the following schedule:
    - Quarterly Report within **45 days** of the quarter end
    - Annual Report within **90 days** of the fiscal year end
    - Attorney Letter within **120 days** of the fiscal year end
  - Maintain a Verified Profile. At least once every six months, review and verify the Company’s profile information through OTCIQ.

### **Pink Limited Information Tier**

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

7. **Annual Financial Statements**: Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
  - Audit Letter, if audited
  - Balance Sheet
  - Statement of Income
  - Statement of Cash Flows
  - Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
  - Notes to Financial Statements
8. **Verified Profile**: The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
9. **Ongoing Disclosure Requirements**: To Qualify for Limited Information on an ongoing basis, companies must:
  - Upload reports through OTCIQ on the following schedule:
    - Annual Report (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end

- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.

### **Current Reporting of Material Corporate Events**

In addition to the disclosure requirements above, companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.<sup>4</sup>

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer determines to be material

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<sup>4</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/products/disclosure-and-news-service>

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Branded Legacy, Inc.**

Incorporated in the State of Utah  
227 W 4<sup>th</sup> St., Unit 108  
Charlotte, NC 28202  
Phone: 407-377-0642

[www.brandedlegacy.com](http://www.brandedlegacy.com)  
[www.spikescbdc.com](http://www.spikescbdc.com)  
[info@brandedlegacy.com](mailto:info@brandedlegacy.com)  
SIC CODE: 2080

## **Quarterly Report**

For the period ending March 31, 2023 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

227,847,209 as of 03/31/2023

227,847,209 as of 12/31/2022

438,982,816 as of 12/31/2021

### **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>5</sup> of the company has occurred over this reporting period:

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<sup>5</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.

Yes: ☐ No: ☒

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

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

Branded Legacy, Inc, a Utah corporation ("BLEG" or the "Company").  
Previously Elev8 Brands, Inc. The name was changed to took place on May 22, 2020.

Elev8 Brands, Inc., a Utah corporation ("VATE" or the "Company").  
Previously PLAD, Inc. The name was changed to took place on October 5, 2016.

PLAD, Inc., a Utah corporation ("PLAD" or the "Company")  
Previously Vencor International, Inc. The name change took place on November 5, 2015.

Vencor International, Inc., a Utah Corporation ("VCOR" of the "Company")

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

The Company is incorporated in the state of Utah. Branded Legacy, Inc. is a corporation with jurisdiction in the state of Utah and formation date of 9/30/1981. The Company has a current standing of active, with the state of Utah.

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

N/A

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

N/A

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

Company Headquarters

Address: 227 W 4th St., Unit 108  
Charlotte, NC 28202

Phone: 407-377-0642  
Email: [info@elev8hemp.com](mailto:info@elev8hemp.com)  
Websites: [www.BrandedLegacy.com](http://www.BrandedLegacy.com)  
[www.Elev8Hemp.com](http://www.Elev8Hemp.com)  
[www.SpikesCBDX.com](http://www.SpikesCBDX.com)

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

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

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

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

## 2) Security Information

### Transfer Agent

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

### Publicly Quoted or Traded Securities:

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	BLEG	
Exact title and class of securities outstanding:	Common	
CUSIP:	10528L105	
Par or stated value:	.001	
Total shares authorized:	600,000,000	as of date: 03/31/2023
Total shares outstanding:	227,847,209	as of date: 03/31/2023
Total number of shareholders of record:	536	as of date: 03/31/2023

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

### Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	<u>Preferred Series A</u>
CUSIP (if applicable):	
Par or stated value:	.0001
Total shares authorized:	2,500,000 as of date: 03/31/2023
Total shares outstanding (if applicable):	2,200,000 as of date: 03/31/2023
Total number of shareholders of record (if applicable):	1 as of date: 03/31/2023

Exact title and class of the security:	<u>Preferred Series B</u>
CUSIP (if applicable):	
Par or stated value:	.0001
Total shares authorized:	7,500,000 as of date: 03/31/2023
Total shares outstanding (if applicable):	0 as of date: 03/31/2023
Total number of shareholders of record (if applicable):	0 as of date: 03/31/2023

Exact title and class of the security:	<u>Preferred Series C</u>
CUSIP (if applicable):	
Par or stated value:	.0001
Total shares authorized:	0 as of date: 03/31/2023
Total shares outstanding (if applicable):	0 as of date: 03/31/2023
Total number of shareholders of record (if applicable):	0 as of date: 03/31/2023

Exact title and class of the security:	<u>Preferred Series D</u>
CUSIP (if applicable):	
Par or stated value:	.0001
Total shares authorized:	6,200,000 as of date: 03/31/2023
Total shares outstanding (if applicable):	5,836,659 as of date: 03/31/2023
Total number of shareholders of record (if applicable):	13 as of date: 03/31/2023

Exact title and class of the security:	<u>Preferred Series E</u>
CUSIP (if applicable):	
Par or stated value:	.0001
Total shares authorized:	3,800,000 as of date: 03/31/2023
Total shares outstanding (if applicable):	3,800,000 as of date: 03/31/2023
Total number of shareholders of record (if applicable):	1 as of date: 03/31/2023

### **Security Description:**

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

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

Common Shares are not eligible to receive a dividend. Common shareholders have the right to one vote common share.

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

- a. Preferred A converts on a one to one basis. Preferred B converts on a ten to one basis. Series A Preferred Stock shall have the right to have one vote per each share of Series A Preferred Stock that is held. Series B Preferred Stock shall have the right to have one vote per each share of Series B Preferred Stock that is held. Neither Preferred Series A Stock or Preferred Series B Stock are eligible to receive dividends. The holders of Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock have the same liquidation rights as the holders of the Company's Common Stock.
- b. Preferred D Stock have the same liquidation rights as the holders of the Company's Common Stock. Series D Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the holders of Series D Preferred Stock and the holders of Common Stock and other series of the Company's preferred stock shall vote together as a single class. At the Conversion Time, each share of Series D Preferred Stock subject to conversion shall be convertible into 60 shares of Common Stock
- c. Preferred E Stock Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series E Preferred Stock, the holders of the Series E Preferred Stock shall be entitled to be paid out of the assets of the Company an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series E Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series E Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series E Preferred Stock as set forth herein, the remaining assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Company's Common Stock. Conversion Formula. At the Conversion Time, each share of Series E Preferred Stock subject to conversion shall be convertible into 30 shares of Common Stock.

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

- a. There are no other material rights of common or preferred shareholders.

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

- a. There are no provisions in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

### **3) Issuance History**

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

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



## A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u> Date 1/1/2021 Common: 50,138,496 Preferred: 7,306,681									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with 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.
<u>1/28/2021</u>	<u>New Issuance</u>	15,000,000	common	<u>.001</u>	<u>No</u>	Brandon Spikes	<u>Employment Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>2/1/2021</u>	<u>New Issuance</u>	7,000,000	common	<u>.001</u>	<u>No</u>	Jamie Collins	<u>Consulting</u>	<u>Restricted</u>	<u>None</u>
<u>2/1/2021</u>	<u>New Issuance</u>	7,000,000	common	<u>.001</u>	<u>No</u>	Sammy Watkins	<u>Consulting</u>	<u>Restricted</u>	<u>None</u>
<u>3/4/2021</u>	<u>New Issuance</u>	87,500	common	<u>.001</u>	<u>No</u>	Joe McDonald Jr	<u>Advisory Board Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>3/10/2021</u>	<u>New Issuance</u>	1,102,080	common	<u>.001</u>	<u>No</u>	Jeffrey Bloss	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>3/10/2021</u>	<u>New Issuance</u>	1,102,080	common	<u>.001</u>	<u>No</u>	Mark Thomas	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>3/10/2021</u>	<u>New Issuance</u>	1,102,080	common	<u>.001</u>	<u>No</u>	Andy Holloway	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>3/17/2021</u>	<u>New Issuance</u>	87,500	common	<u>.001</u>	<u>No</u>	Zachary Brown	<u>Advisory Board Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>3/25/2021</u>	<u>New Issuance</u>	1,102,080	common	<u>.001</u>	<u>No</u>	William Wrisinger	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>4/28/2021</u>	<u>New Issuance</u>	5,001,000	common	<u>.001</u>	<u>No</u>	Martin DelMonte	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>5/28/2021</u>	<u>New Issuance</u>	22,000,000	common	<u>.001</u>	<u>No</u>	Matthew Nichols	<u>Addendum to Employment</u>	<u>Restricted</u>	<u>None</u>
<u>9/9/2021</u>	<u>New Issuance</u>	80,000,000	common	<u>.001</u>	<u>No</u>	Brandon Spikes	<u>Addendum to Employment</u>	<u>Restricted</u>	<u>None</u>
<u>9/16/2021</u>	<u>New Issuance</u>	16,800,000	common	<u>.001</u>	<u>No</u>	RB Crown Consulting, LLC – Ryan Medico	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>

<u>9/22/2021</u>	<u>New Issuance</u>	18,960,000	common	<u>.001</u>	<u>No</u>	Ryan Medico	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>9/23/2021</u>	<u>New Issuance</u>	333,000	Preferred D	<u>.0001</u>	<u>No</u>	R&J Management Group, LLC – Jamie Collins	<u>Consulting</u>	<u>Restricted</u>	<u>None</u>
<u>9/23/2021</u>	<u>New Issuance</u>	12,500,000	Common	<u>.001</u>	<u>No</u>	R&J Management Group, LLC – Jamie Collins	<u>Consulting</u>	<u>Restricted</u>	<u>None</u>
<u>12/14/2021</u>	<u>New Issuance</u>	120,000,000	Common	<u>.001</u>	<u>No</u>	Brandon Spikes	<u>Addendum to Employment Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>12/14/2021</u>	<u>New Issuance</u>	60,000,000	Common	<u>.001</u>	<u>No</u>	Brandon White	<u>Employment</u>	<u>Restricted</u>	<u>None</u>
<u>12/14/2021</u>	<u>New Issuance</u>	20,000,000	Common	<u>.001</u>	<u>No</u>	Matthew Nichols	<u>Addendum to Employment</u>	<u>Restricted</u>	<u>None</u>
<u>8/9/2022</u>	<u>New Issuance</u>	20,000,000	Common	<u>.001</u>	<u>No</u>	Thomas Johnson	<u>Acquisition Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/9/2022</u>	<u>New Issuance</u>	20,000,000	Common	<u>.001</u>	<u>No</u>	Thomas Johnson	<u>Acquisition Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/11/2022</u>	<u>New Issuance</u>	333,333	Preferred D	<u>.0001</u>	<u>No</u>	Matt Nichols	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/11/2022</u>	<u>New Issuance</u>	366,667	Preferred D	<u>.0001</u>	<u>No</u>	Matt Nichols	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/11/2022</u>	<u>Cancellation</u>	-42,000,000	Common	<u>.001</u>	<u>No</u>	Matt Nichols	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/15/2022</u>	<u>New Issuance</u>	33,334	Preferred D	<u>.0001</u>	<u>No</u>	Rimrock Gold Corp - Jordan Starkman	<u>Acquisition Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/18/2022</u>	<u>New Issuance</u>	500,000	Common	<u>.001</u>	<u>No</u>	Rubee Flex Packaging, LLC Reuben Glanz	<u>Payment for Invoice</u>	<u>Restricted</u>	<u>None</u>
<u>8/31/2022</u>	<u>New Issuance</u>	1,900,000	Preferred D	<u>.0001</u>	<u>No</u>	Brandon Spikes	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/31/2022</u>	<u>Cancellation</u>	-114,000,000	Common	<u>.001</u>	<u>No</u>	Brandon Spikes	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/31/2022</u>	<u>New Issuance</u>	1,000,000	Preferred D	<u>.0001</u>	<u>No</u>	Brandon White	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/31/2022</u>	<u>Cancellation</u>	-60,000,000	Common	<u>.001</u>	<u>No</u>	Brandon White	<u>Exchange Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>9/15/2022</u>	<u>New Issuance</u>	20,000,000	Common	<u>.001</u>	<u>No</u>	Magic 1 Promotions, LLC Raul Cruz	<u>Acquisition Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>10/17/2022</u>	<u>Conversion</u>	-292,000	Preferred D	<u>.0001</u>	<u>No</u>	Ryan Medico	<u>Conversion of D into Common</u>	<u>Unrestricted</u>	<u>None</u>

<u>10/17/2022</u>	<u>New Issuance</u>	17,520,000	Common	<u>.001</u>	<u>No</u>	Ryan Medico	<u>Conversion of Series D</u>	<u>Unrestricted</u>	<u>None</u>
<u>12/12/2022</u>	<u>New Issuance</u>	20,000,000	Common	<u>.001</u>	<u>No</u>	Reel Skinz, LLC Corp - Christopher Balseiro	<u>Acquisition Agreement</u>	<u>Restricted</u>	<u>None</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
<u>Date 03/31/2023 Common: 227,847,209</u>									
<u>Preferred: 11,836,659</u>									

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

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

\_\_\_\_\_

#### B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

\_\_\_\_\_

#### 4) Issuer's Business, Products and Services

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

(Please 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")

Branded Legacy, Inc. is a holding company that specializes in hemp and CBD. Its primary focus is the commercial development of hemp and cannabinoid-infused beverages along with an array of CBD topicals and tinctures with a secondary focus on acquiring manufacturing facilities/companies that can aid in the development of its product lines.

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

Elev8 Hemp LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp tea, and hemp-based skin care products.

Spikes CBDx, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently Spikes CBDx products consist of CBD Tinctures, CBD Massage Oil, CBD Salve and CBD Gummies.

Alpha Growers, LLC is a wholly owned subsidiary which is a hemp farm in Newberry, FL. They grow and sell hemp flower, providing some of the highest quality plants in the industry. Its current operations are under Kamino Propagation and Research, LLC. Currently Alpha Growers has \$320,000 in assets and is in contract to purchase the remaining assets of Kamino over the next few years.

Total Refinement Solutions, LLC is wholly owned subsidiary that has developed no less than four potential standard operating procedures for extraction, refinement and synthesis of any given target alkaloid. It has secured inputs of raw plant material, crude extracts for refinement and a demand for the output. The Company currently has operational labware as assets.

Magic 1 Promotions, LLC is a wholly owned subsidiary of Versatile Industries, LLC. It is a water purification and solar company.

Versatile Industries, LLC is a wholly of subsidiary of Branded Legacy, Inc. which focuses on helping companies enter the Hemp and CBD markets by leveraging buying power of multiple companies.

All Companies are included in this disclosure statement.

C. Describe the issuers' principal products or services.

Elev8 Hemp LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp tea, and hemp-based skin care products.

Spikes CBDx, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently Spikes CBDx products consist of CBD Tinctures, CBD Massage Oil, CBD Salve and CBD Gummies.

Alpha Growers, LLC is a wholly owned subsidiary which is a hemp farm in Newberry, FL. They grow and sell hemp flower, providing some of the highest quality plants in the industry. Its current operations are under Kamino Propagation and Research, LLC. Currently Alpha Growers has \$320,000 in assets and is in contract to purchase the remaining assets of Kamino over the next few years.

Total Refinement Solutions, LLC is wholly owned subsidiary that has developed no less than four potential standard operating procedures for extraction, refinement and synthesis of any given target alkaloid. It has secured inputs of raw plant material, crude extracts for refinement and a demand for the output. The Company currently has operational labware as assets.

Magic 1 Promotions, LLC is a wholly owned subsidiary of Versatile Industries, LLC. It is a water purification and solar company.

## 5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company's corporate office is located at 227 W 4th St., Unit 108, Charlotte, NC 28202. It leases 150 square feet of space for \$1,200 a month. It is currently looking for larger space. Its current lease ends August of 2023.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Brandon Spikes</u>	<u>Chairman</u>	<u>Charlotte, NC</u>	<u>95,000,000</u>	<u>Common</u>	<u>32.2031</u>	Brandon Spikes
<u>Jermain Strong</u>	<u>CEO</u>	<u>Charlotte, NC</u>	<u>35,000,000</u>	<u>Common</u>	<u>11.8643</u>	<u>Jermain Strong</u>
<u>MN 2019, LLC</u>	Owner of more the 5%	<u>Melbourne, FL</u>	<u>16,800,000</u>	<u>Common</u>	<u>5.6949</u>	<u>Matthew Nicoletti</u>
<u>Ryan Medico</u>	Owner of more the 5%	<u>Orlando, FL</u>	<u>17,538,667</u>	<u>Common</u>	<u>5.9453</u>	<u>Ryan Medico</u>
<u>Magic 1 Promotions, LLC</u>	Owner of more the 5%	<u>Sanford, FL</u>	<u>20,000,000</u>	<u>Common</u>	<u>6.7796</u>	<u>Raul Cruz</u>
<u>Thomas Johnson</u>	Owner of more the 5%	<u>Orlando, FL</u>	<u>20,000,000</u>	<u>Common</u>	<u>6.7796</u>	<u>Thomas Johnson</u>

## 7) Legal/Disciplinary History

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. 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, or banking activities;

N/A

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

N/A

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

N/A

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

N/A

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner  
Firm: JDT Legal, PLLC  
Address 1: 897 W Baxter Dr.  
Address 2: South Jordan, Utah 84095  
Phone: 801-810-4465  
Email: jeff@jdt-legal.com

Accountant or Auditor

Name: Ben Borgers  
Firm: BF Borgers CPA PC  
Address: 5400 West Cedar Avenue, Lakewood, CO 80226

Phone: (303) 953-1454  
Email: ben@bfbcpa.us

#### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

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

Twitter: <https://twitter.com/BrandedLegacy>  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

#### Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### **9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>6</sup>:

Name: **Brandon Spikes**  
Title: **Chairman**  
Relationship to Issuer: **Chairman**

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

---

<sup>6</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.

Brandon currently is serving as an Officer for multiple public companies, where he is responsible for overseeing the financial operations and ensuring compliance with regulatory requirements. In this role, he has gained valuable experience in financial reporting, budgeting, and strategic planning.

In addition to his corporate experience, he also have a strong background in managing personal finances. During his multi-million dollar NFL career, he took on the responsibility of handling his own contracts and finances. This experience taught him the importance of effective financial management and instilled in him a strong sense of financial responsibility.

Overall, he has been dealing with finances for over 10 years and has developed a deep understanding of the accounting and financial principles that are essential for running a successful business.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.



## Balance Sheet - Unaudited

Branded Legacy, Inc.  
Consolidated Balance Sheet  
Quarter Ending  
31-Mar-23

31-Mar-23

<b>ASSETS</b>	
Current Assets	
Cash	\$ -
Accounts Receivable	\$ 30,778
Inventory	\$ 204,380
Total Current Assets	\$ 235,158
Fixed Assets	
Accumulated Depreciation	\$ (20,625)
Equipment	\$ 317,916
	\$ 297,291
Other Assets	
Right of Use Assets	\$ -
Net Assets of Discontinued Operation	
<b>Total Assets</b>	<b>\$ 532,449</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>	
Current Liabilities	
Accounts Payable	\$ 499,181
Outstanding Checks	
Payroll Liabilities	
Lease Liability	\$ 2,544
Total Current Liabilities	\$ 501,725
Long-Term Liabilities	
Government Loan	\$ 1,500,000
Promissory Note	\$ 81,800
	\$ 34,070
Total Long-Term Liabilities	\$ 1,615,870
<b>Total Liabilities</b>	<b>\$ 2,117,595</b>
Stockholder's Equity (Deficit)	
Common Stock	
par value \$.00001 227,847,209 shares issued and outstanding at March 31, 2023	\$ 29,207
Capital Preferred Stock	
Par value \$.0001 11,836,659 shares issued and outstanding at Marchr 31, 2023	\$ 3,061
Additional Paid in Captial	\$ 1,717,534
Accumulated (Deficit)	
Net Income (Loss)	\$ (6,805)
Net Gain or Loss of Discontinued Operations	\$ (3,328,143)
<b>Total Equity (Deficit)</b>	<b>\$ (1,585,146)</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$ 532,449</b>

Statement of Income – Unaudited  
 Branded Legacy, Inc.  
 Consolidated Statement of Operations  
 Quarter Ending  
 March 31, 2023

	March 31,
	2023
Revenue, Net	\$ 88,500.00
Cost of Goods Sold	\$ 24,300
Gross Profit	\$ 64,200
Expenses	
General and Administrative	\$ 55,901
Sales and Marketing	\$ 15,104
Total Expenses	\$ 71,005
Net Income (Loss)	\$ (6,805)
Loss Per Common Share	\$ -
Weighted Average Common Shares Outstanding	\$ -

Statement of Cash Flows – Unaudited

Elev8 Brands, Inc.  
Consolidated Statement of Cash Flows  
Quarter Ending  
31-Mar-23

	31-Mar-23
	<u>Total</u>
<b>OPERATING ACTIVITIES</b>	
Net Income	\$ (6,805)
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Accounts Receivable	\$ (23,278)
Depreciation Expense	\$ 20,625
Purchase (Sales) of Inventory	\$ 30,000
Cash from discontinued operations	
Accounts Payable	\$ 55,773
Notes Payable	
Lease Liability	\$ 2,544
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$ 85,664
Net cash provided by operating activities	\$ 78,859
<b>INVESTING ACTIVITIES</b>	
Purchase of Equipment	\$ 17,916
Right of Use Assets	
Net cash provided by investing activities	\$ 17,916
<b>FINANCING ACTIVITIES</b>	
Borrowing (Repayment) of Note Payable	
Notes Payable	\$ (518,412)
Members Equity Adjustment	
APIC	\$ 421,637
Cash for Common Stock	
Cash for Preferred Stock	
Net cash provided by financing activities	\$ (96,775)
Net cash increase for period	\$ 0
Cash at beginning of period	\$ -
Cash at end of period	\$ 0

# Statement of Retained Earnings (Statement of Changes in Stockholders' Equity) - Unaudited

Branded Legacy, Inc. Consolidated Statements of Stockholder's (Deficit) 31-Mar-23							
	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
<b>Balance December 31, 2020</b>	<b>50,138,496</b>	<b>6,174</b>	<b>9,495,147</b>	<b>883</b>	<b>1,281,147</b>	<b>(2,850,972)</b>	<b>(1,562,767)</b>
Conversion of Preferred D	4,408,320	7	(73,472)	(7)			
Preferred D Issued for service			300,000	30			30
Common share issued services	29,175,000	291					291
Correcting Entry to account for deficit of Blessed Bean & O2 Breathe						(21,492)	(21,492)
Net Income (Loss)						(52,495)	(52,495)
<b>Balance March 31, 2021</b>	<b>83,721,816</b>	<b>6,472</b>	<b>9,721,675</b>	<b>906</b>	<b>1,281,147</b>	<b>(2,924,960)</b>	<b>(1,636,434)</b>
Conversion of Preferred D	5,001,000	8	(83,350)	(8)			
Common share issued services	22,000,000	2,200					2,200
Net Income (Loss)						(106,706)	(106,706)
<b>Balance June 30, 2021</b>	<b>110,722,816</b>	<b>8,680</b>	<b>9,638,325</b>	<b>897</b>	<b>1,281,147</b>	<b>(3,031,666)</b>	<b>(1,740,940)</b>
Conversion of Preferred D	35,760,000	60	(596,000)	(60.00)			
Preferred Issued per Consulting Agreement			333,000	33			33
Common share issued services	92,500,000	925					925
Net Income (Loss)						(37,152)	(37,152)
<b>Balance September 30, 2021</b>	<b>238,982,816</b>	<b>9,665</b>	<b>9,375,325</b>	<b>871</b>	<b>1,281,147</b>	<b>(3,068,818)</b>	<b>(1,777,133)</b>
Conversion of Preferred D							
Preferred Issued per Consulting Agreement							
Common share issued services	200,000,000	2,000					2,000
Net Income (Loss)						(95,960)	(95,960)
<b>Balance December 31, 2021</b>	<b>438,982,816</b>	<b>11,665</b>	<b>9,375,325</b>	<b>871</b>	<b>1,281,147</b>	<b>(3,164,777)</b>	<b>(1,871,093)</b>
Conversion of Preferred D							
Preferred Issued per Consulting Agreement							
Common share issued services							
Net Income (Loss)							
<b>Balance March 31, 2022</b>	<b>438,982,816</b>	<b>11,665</b>	<b>9,375,325</b>	<b>871</b>	<b>1,281,147</b>	<b>(3,164,777)</b>	<b>(1,942,795)</b>
Conversion of Preferred D							
Preferred Issued per Consulting Agreement							
Common share issued services							
Net Income (Loss)							
<b>Balance June 30, 2022</b>	<b>438,982,816</b>	<b>11,665</b>	<b>9,375,325</b>	<b>871</b>	<b>1,281,147</b>	<b>(3,164,777)</b>	<b>(1,987,906)</b>
Common Shares Issued for Acquisition	40,000,000	400			361		761
Preferred Issued per Consulting Agreement							
Common Shares Cancelled	(222,000,000)	(2,220)	2,700,000	2,220			
Common share issued services	500,000	5					5
Promissory notes exchange agreements					435,354	333	435,687
Net Income (Loss)							(7,034)
<b>Balance September 30, 2022</b>	<b>257,482,816</b>	<b>9,850</b>	<b>12,075,325</b>	<b>3,091</b>	<b>1,716,862</b>	<b>(3,164,444)</b>	<b>(1,558,487)</b>
Preferred Issued per Consulting Agreement							
Converted Shares	17,520,000	29	(292,000)	(29)			
Common share canceled	(67,155,607)	(672)			672		
Promissory notes exchange agreements	20,000,000	20,000					20,000
Net Income (Loss)							(39,854)
<b>Balance December 31, 2022</b>	<b>227,847,209</b>	<b>29,207</b>	<b>11,783,325</b>	<b>3,061</b>	<b>1,717,534</b>	<b>(3,164,444)</b>	<b>(1,578,341)</b>
Preferred Issued per Consulting Agreement							
Converted Shares							
Common share canceled		-				\$ (163,699)	
Accumulated deficit in 2022							
Net Income (Loss)						(6,805)	(6,805)
<b>Balance March 31, 2023</b>	<b>227,847,209</b>	<b>29,207</b>	<b>11,783,325</b>	<b>3,061</b>	<b>1,717,534</b>	<b>(3,328,143)</b>	<b>(1,585,146)</b>

## **Branded Legacy, Inc.**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **NOTE 1 – Organization & Description of Business**

- A. Branded Legacy, Inc. specializes in the development and marketing of products for the fitness and wellness markets. The company is founded on the basis of creating high-quality, sustainable, products for health-conscious consumers.
- B. Elev8 Hemp LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp water, and hemp-based skin care products.
- C. Spikes CBDx, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently Spikes CBDx products consist of CBD Tinctures, CBD Massage Oil, CBD Salve, CBD CryoGel, Delta 8 Tinctures and Delta 8 Gummies.
- D. Versatile Industries, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the private label of hemp and CBD products.
- E. Magic 1 Promotions, LLC is a wholly owned subsidiary of Versatile Industries, LLC. It is a water purification and solar company.
- F. In 1981 Blue Ridge, Inc., a publicly traded company, was incorporated in the State of Utah. Blue Ridge, Inc. bred champion horses. In 1984, Vencor Corporation was incorporated as a private company to produce and market DiDeeSnug Diaper, an environmentally responsible cloth diaper that was both washable and reusable. In 2016 the entity changed its name to Elev8 Brands, Inc. As of May 22, 2020 the Company changed its name to Branded Legacy, Inc.
- G. The Company's fiscal year end is December 31.

#### **NOTE 2 – Summary of Significant Accounting Policies**

##### **Method of Accounting**

The Company's financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

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

Cash and cash equivalents include time deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of three months or less.

##### **Accounts Receivable**

The Company considers accounts receivable to be fully collectible. Accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

## **Earnings (Loss) per Share**

Earnings (loss) per share of common stock are computed in accordance with FASB ASC 260 "Earnings per Share". Basic earnings (loss) per share are computed by dividing income or loss available to common shareholders by the weighted-average number of common shares outstanding for each period. Diluted earnings per share are calculated by adjusting the weighted average number of shares outstanding assuming conversion of all potentially dilutive stock options, warrants and convertible securities, if dilutive. Common stock equivalents that are anti-dilutive are excluded from both diluted weighted average number of common shares outstanding and diluted earnings (loss) per share.

## **Fair Value of Financial Instruments**

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts payable, accrued liabilities, and notes payable approximate fair value given their short-term nature or effective interest rates.

## **Inventories**

Inventories consist of hemp coffee, CBD lotion, CBD Tinctures, Delta 8 Gummies and Delta 8 Tinctures. The shelf life of all inventories is one year. The company goes through all inventory on average every two months. With the cost associated with the products not changing the Company recognized all inventory and cost of goods sold at purchased cost.

## **Depreciation**

Assets are depreciated over 5 years using straight-line depreciation. Assets consist of computer equipment. Depreciation started in 2018 when purchases were made.

## **NOTE 3 – Summary of Significant Accounting Policies - continued**

### **Use of Estimates**

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

### **Revenue Recognition**

The Company sales consist of natural hemp infused products, CBD infused products and private label coffees. Both hemp and CBD are purchased from outside vendors. The Company sells product to consumers, wholesalers as well as distributors. These purchases are done prior to orders so we have on hand.

The Company recognizes revenue in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers, which requires that five basic steps be followed to recognize revenue: (1) a legally enforceable contract that meets criterial standards as to composition and substance is identified; (2) performance obligations relating to provision of goods or services to the customer are identified; (3) the transaction price, with consideration given to any variable, noncash, or other relevant consideration, is determined; (4) the transaction price is allocated to the performance obligations; and (5) revenue is recognized when control of goods or services is transferred to the customer with consideration given, whether that control happens over time or not. Determination of criteria (3) and (4) are based on our management's judgments regarding the fixed nature of the selling prices of the products and services delivered and the collectability of those amounts.

Private Label Customers are wholesale distributors of the Company's product, under their own wholesale private label brand. The products are made to Company specifications and shipped directly to the wholesaler. The pricing is predicated upon a volume discount negotiated at the time of the placement of the orders. Product is produced and labeled in the Longwood

manufacturing facility and shipped directly to the Private Label customer who re-distributes to their retail and other customers. The products are fully paid when shipped.

Revenue from product sales is recognized when an order has been obtained, the price is fixed and determinable, the product is shipped, the title has transferred, and collectability is reasonably assured.

#### NOTE 4 – Leasing

ASC842, was the new standard expected to have any impact on the Company's FSs.

	2022						
Payments	\$ 1,200						
PV of Lease Liability	\$ 9,600						
	Lease Expense	Cash Payment	Interest	Liability Amortization	Unamortized Liability	ROU Amortization	ROU Balance
Year End	(A)	(B)	(C)=(D)*6%	(B)-(C)	(D)	(A)-(C)	
12/31/2022	\$ 4,800				\$ 9,600		\$ 9,600
3/31/2023	\$ 3,600				\$ 6,000		
6/30/2023	\$ 3,600			\$ 3,600.00	\$ 2,400.00	\$ 3,600.00	\$ 2,400.00
9/30/2023	\$ 2,400				\$ -		
	\$ 14,400.00	\$ -	\$ -	\$ 3,600.00		\$ 3,600.00	

#### NOTE 5 – Going Concern

In December 2019, a novel strain of coronavirus was reported to have surfaced in Wuhan, China. In January 2020, the WHO declared the COVID-19 outbreak a "Public Health Emergency of International Concern." This worldwide outbreak has resulted in the implementation of significant governmental measures, including lockdowns, closures, quarantines, and travel bans intended to control the spread of the virus. Companies are also taking precautions, such as requiring employees to work remotely, imposing travel restrictions, and temporarily closing businesses and facilities. These restrictions, and future prevention and mitigation measures, have had an adverse impact on global economic conditions and are likely to have an adverse impact on consumer confidence and spending, which could materially adversely affect the supply of, as well as the demand for, our products. Uncertainties regarding the economic impact of COVID-19 are likely to result in sustained market turmoil, which could also negatively impact our business, financial condition, and cash flow.

Our co-packer's source raw materials used in our products from suppliers located in the United States. The impact of COVID-19 on these suppliers, or any of our other suppliers, distributors and resellers, or transportation or logistics providers, may negatively affect the price and availability of our ingredients and/or packaging materials and impact our supply chain. If the disruptions caused by COVID-19 continue for an extended period of time, our ability to meet the demands of our consumers may be materially impacted. To date, we have not experienced any reduction in the available supply of our products.

The extent of the effect of COVID-19 on our operational and financial performance will depend on future developments, including the duration, spread, and intensity of the outbreak, all of which are uncertain and difficult to predict considering the rapidly evolving landscape. As a result, it is not currently possible to ascertain the overall impact of COVID-19 on our business. However, if the pandemic continues for a prolonged period, it could have a material adverse effect on our business, results of operations, financial condition, and cash flow and adversely impact the quoted price of our Common Stock on the OTCQB.

Our financial statements appearing elsewhere in this prospectus have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company's ability to continue as a going concern is contingent upon its ability to raise additional capital as required. As at December 31, 2018, our cash and cash equivalents (immediately marketable securities) was \$37,105. Unless we receive additional private financing or we receive a minimum of \$500,000 from the proceeds of this Offering, we will not be able to grow operations. We may have to raise additional interim capital from other private sources. There can be no assurance that such needed capital will be available or even if available that it will not be extremely dilutive to the Company's shareholders.

Our auditors have indicated that these conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from this uncertainty.

During the three months ended September 30, 2020, we reported net revenues of \$23,751, which is a decrease of \$52,135 or 68.7%, compared to the three months ended September 30, 2019. We attribute this decrease to the discontinuation of

unfavorable distributor agreements in an effort to sign larger, more favorable agreements. Distribution of our products pursuant to these agreements was impacted by unforeseen delays. During the three months ended September 30, 2020, we reported net revenues of \$23,751, which is a decrease of \$52,135 or 68.7%, compared to the three months ended September 30, 2019. We attribute this decrease to the discontinuation of unfavorable distributor agreements in an effort to sign larger, more favorable agreements. Distribution of our products pursuant to these agreements was impacted by unforeseen delays, as well as the COVID-19 pandemic in the beginning of 2020. The COVID-19 pandemic not only impacted these new distribution agreements, slowed the purchases from our existing distributors. We expect that revenue will increase in the fourth quarter of fiscal year 2021 as the distribution related to many of these new agreements will come to fruition. Despite the impact from COVID-19 on our revenues in 2020, we have seen revenues begin to increase in the fourth quarter of 2021 and expect a sharp increase in 2022.

#### **NOTE 6 – Related Party Transactions**

As of 03/31/2023, there are no related party transactions.

#### **NOTE 7 – Discontinued Operations**

N/A

#### **NOTE 8 – Acquisitions**

On January 25<sup>th</sup> Branded Legacy, Inc. acquired Spikes CBDX, LLC in exchange for 15,000,000 restricted common shares of the Company at par value of .00001.

On August 31<sup>st</sup>, 2022, Branded Legacy, Inc. acquired Magic 1 Promotions, LLC in exchange for 20,000,000 restricted common shares of the Company at par value of .00001.

#### **NOTE 9 – Vendors**

Rubee Flex Packaging, LLC was issued 500,000 shares at par value of .0001 for services on August 18, 2022.

#### **NOTE 10 - Shipping and Handling**

We bill our customers for shipping and handling charges, which are included in net sales for the applicable period, and the corresponding shipping and handling expense is reported in cost of sales.

#### **NOTE 11 – Promissory Notes Payable**

As of December 31, 2022, the Company has \$46,065 in Promissory Notes.

#### **NOTE 12 – Investors:**

On March 6, 2019, Kona Gold Solutions, Inc. converted 146,803,365 shares of Branded Legacy, Inc. common stock, par value \$.00001, into 2,746,723 shares of Branded Legacy Inc. Series D preferred stock. On November 27, 2019, Kona Gold Solutions, Inc. entered into an agreement with Branded Legacy, Inc., whereas Eleve8 Brands, Inc. would receive all 2,746,723 shares of Branded Legacy, Inc. Series D preferred stock for a non-convertible promissory note to Kona Gold Solutions, Inc. for \$1,500,000 with payment due November 27, 2029. As of December 31, 2019, and 2018, this investment is disclosed on the accompanying balance sheets.

#### **NOTE 13 – Private Placement Memorandum**



The Company has utilized investment opportunities through a PPM which results in issuing investment shares of Series Preferred D share. In order to establish a par rate an average of the ten-day prior closing price is utilized. At this point a 35% discount is applied.

#### NOTE 14 – Income Taxes

The company has experienced a net loss and has a net operating loss carryforward of \$(298,461) in 2020. All related deferred tax assets have been fully reserved for future profitability and taxable income are required to realize such a asset.

#### NOTE 15 – Subsequent Events

In April of 2023 the Company sold Magic 1 Promotions, LLC DBA H2O and Solar Energy Solutions to Consumer Automotive Finance, Inc. for Twenty Million (20,000,000) restricted common stock of (OTC.PK: CAFI).

#### NOTE 16

##### A. Officers, Directors, and Control Persons

##### Brandon Spikes, Chairman

Brandon Spikes was born and raised in Shelby, NC where he played high school football for the Crest Chargers. Mr. Spikes accepted an athletic scholarship to attend the University of Florida where he became an All-American twice and was a member of two BCS National Championship teams. In 2010 he was drafted by the New England Patriots in the second round. In November of 2019 Mr. Spikes was inducted into the UF Athletics Hall of Fame. Brandon currently holds the role of Director of Post Career Affairs at DEC Management where he utilizes his talents skills and abilities off the field to help guide retiring professional athletes.

##### Jermain Strong, CEO

Jermain Strong is the Chief Executive Officer at Branded Legacy, Inc., a publicly traded company bringing premium hemp products to the market while promoting a health-conscious lifestyle. Jermain brings to the table years of operational and leadership experience in the athletic arena as well as the manufacturing industry.

#### Executive Compensation

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Total
Brandon Spikes	2021	\$250,000		140,000,000 Restricted Common Shares	\$250,000
Brandon Spikes	2022	\$250,000			\$250,000
Jermain Strong	2020	\$20,000		35,000,000 Restricted Common Shares	\$20,000

**B.** None of these persons have, in the last five years, been subject to any legal or disciplinary action by any legal authority, including the SEC.

## **NOTE 17 Controls and Procedures**

### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-K. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Principal Executive Officer and Principal Financial Officer, after considering the existence of material weaknesses identified, determined that our internal control over financial reporting disclosure controls and procedures were not effective as of June 30, 2020.

### Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including our Principal Executive Officer and Principal Financial Officer, assessed the effectiveness of our internal control over financial reporting as of June 30, 2020. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control over Financial Reporting - Guidance for Smaller Public Companies.

We identified the following deficiencies which together constitute a material weakness in our assessment of the effectiveness of internal control over financial reporting as of December 31, 2018:

- The Company has inadequate segregation of duties within its cash disbursement control design.
- During the quarter ending September 30, 2021, the Company internally performed all aspects of its financial reporting process, including, but not limited to the underlying accounting records and the recording of journal entries and for the preparation of financial statements. This process was deficient, because these duties were performed often times by the same people, and therefore a lack of review was created over the financial reporting process that might result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the SEC. These control deficiencies could result in a material misstatement to our interim or annual financial statements that would not be prevented or detected.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control system, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

The annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

We regularly review our system of internal control over financial reporting to ensure we maintain an effective internal control environment. There were no changes in our internal controls over financial reporting during the quarter ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the quarter ending September 30, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Jermain Strong certify that:

1. I have reviewed this Disclosure Statement for Branded Legacy, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/15/2023

/s/Jermain Strong

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

### *Principal Financial Officer:*

I, Brandon Spikes certify that:

1. I have reviewed this Disclosure Statement for Brandon Legacy, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/15/2023

/s/Brandon Spikes

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