Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

TELVANTIS, INC.

(Telvantis Inc)

1680 Michigan Avenue, Suite 700
Miami Beach, Florida 33139

954-456-3191
www.telvantis.com
dcontreras@telvantis.com

Annual Report For the period ending December 31, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

7,996,260,674 shares of common stock as of December 31, 2025, and 7,996,260,674 shares of common stock as of March 30, 2026, respectively.

6,371,260,661 shares of common stock as of December 31, 2024.

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[1] of the company has occurred over this reporting period:

Yes: No: ☒

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

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities; (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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.

The current name of the Issuer is Telvantis Inc.

<u>**Prior names used**</u>**: From Inception, March 29, 2006, to January 7, 2013, White Dental Supply, Inc.; from January 7, 2013, to October 12, 2015, PITOOEY!, Inc.; since October 12, 2015 to June 2, 2025, Raadr, Inc.; since June 2, 2025, Telvantis Inc.**

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on March 29, 2006.**
Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

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

Effective October 8, 2024, a change in control of RDAR occurred, in connection with RDAR's acquisitions of Telvantis Voice Services, Inc. (formerly Mexedia, Inc. , "TVS"), a Florida corporation with its operations headquartered in Miami Beach, Florida, and Mexedia DAC, an Ireland corporation.

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

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

None.

Address of the issuer's principal executive office:

1680 Michigan Avenue, Suite 700, Miami Beach, Florida 33139

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

N/A

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:

N/A

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 833-0101
Email: wpritchett@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:	**RDAR**
Exact title and class of securities outstanding:	**Common Stock**
CUSIP:	**74979T 207**
Par or stated value:	**$0.001**
Total shares authorized:	**15,925,000,000** as of date: March 30, 2026,
Total shares outstanding:	**7,996,260,674** as of date: March 30, 2026,
Total number of shareholders of record:	**132** as of date: March 30, 2026,

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:	**Series A Convertible Preferred Stock**
CUSIP (if applicable):	**N/A**
Par or stated value:	**$.001**
Total shares authorized:	**20,000,000** as of date: April 14, 2026
Total shares outstanding (if applicable):	**0** as of date: April 14, 2026
Total number of shareholders of record	**0** as of date: April 14, 2026

Exact title and class of the security:	**Series E Convertible Preferred Stock**
CUSIP (if applicable):	**N/A**
Par or stated value:	**$.001**
Total shares authorized:	**1,000,000** as of date: April 14, 2026
Total shares outstanding (if applicable):	**0** as of date: April 14, 2026
Total number of shareholders of record	**0** as of date: April 14, 2026

Exact title and class of the security:	**Series F Preferred Stock**
CUSIP (if applicable):	**N/A**
Par or stated value:	**$.001**
Total shares authorized:	**75,000** as of date: April 14, 2026
Total shares outstanding (if applicable):	**75,000** as of date: April 14, 2026
Total number of shareholders of record	**One (1)** as of date: April 14, 2026

Security Description:

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

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

The holders of the Company's common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to the Company's Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of the Company's common stock. The Company's Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of the Company's common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of the Company's common stock have no preemptive rights to purchase shares of the Company's common stock. The issued and outstanding shares of the Company's common stock are not subject to any redemption provisions and are not convertible into any other shares of the Company's capital stock. Upon liquidation, dissolution or winding up, the holders of the Company's common stock will be entitled to receive pro rata all assets available for distribution to such holders.

The Company has never declared or paid any cash dividends on its common stock.

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

Series A Convertible Preferred Stock. On January 3, 2013, the Company filed a Certificate of Designation with the State of Nevada to designate up to 20,000,000 shares of preferred stock as "Series A". The Series A holds no voting rights but is automatically convertible into shares of the Company's common stock immediately upon the effectiveness of a Certificate of Change filed by the Company to increase the number of shares of common stock the Company would become authorized to issue.

Series E Convertible Preferred Stock. On January 27, 2016, the Company filed a Certificate of Designation with the State of Nevada to designate up to 1,000,000 shares of preferred stock as "Series E". The Series E hold voting rights equal to twice the number of votes of all outstanding shares of capital stock such that the holders of outstanding shares of Series E shall always constitute 66.67% of the voting rights of the Corporation. All shares of Series E rank subordinate to all of the Company's common and preferred stock and are not entitled to participate in the distribution of the Company's assets upon liquidation.

Series F Preferred Stock. On October 8, 2024, the Company filed a Certificate of Designation with the State of Nevada to designate up to 75,000 shares of preferred stock as “Series F Preferred Stock.” The holders of the Series F Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights. The Series F Preferred Stock shall be treated *pari passu* with the Company’s common stock, except that the dividend on each share of Series F Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Company’s common stock multiplied by the conversion rate. The Series F Preferred Stock shall be convertible into shares of the Company’s common stock, as follows: each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals 0.001 percent (0.001%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 1,000 shares of Series F Preferred Stock would convert into one percent (1%) of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion. A holder of shares of Series F Preferred Stock shall be required to convert all of such holder’s shares of Series F Preferred Stock, should any such holder exercise his, her or its rights of conversion.

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

None.

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

There have been no material modifications to rights of holders of the company’s securities that occurred over the reporting period covered by this report.

3) Issuance History

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date December 31, 2024 Common: 6,371,261 Preferred F: 75,000	*Right-click the rows below and select "Insert" to add rows as needed.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
3/20/2024	New Issuance	200,000,000	Common	.0001	Yes	Rock Bay Partners, LTD Sam Oshana, manager	Sale of Common Stock	Unrestricted	Regulation A
3/28/2024	New Issuance	250,000,000	Common	.0001	Yes	Rock Bay Partners, LTD Sam Oshana, manager	Sale of Common Stock	Unrestricted	Regulation A
4/26/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
5/3/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
4/18/2024	New Issuance	218,000,000	Common	.0001	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A
5/9/2024	New Issuance	140,000,000	Common	.0001	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A
5/14/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
5/23/2024	New Issuance	100,000,000	Common	.0001	Yes	Leonite Capital LLC Avi Gellar, manager	Sale of Common Stock	Unrestricted	Regulation A
5/31/2024	New Issuance	200,000,000	Common	.0001	Yes	GW Capital Ventures, LLC, Noah Weinstein	Sale of Common Stock	Unrestricted	Regulation A

6/4/2024	New Issuance	125,000,000	Common	.0001	Yes	Arin, LLC, Adam Ringer	Sale of Common Stock	Unrestricted	Regulation A
6/6/2024	New Issuance	100,000,000	Common	.0001	Yes	William J. Tynan	Sale of Common Stock	Unrestricted	Regulation A
6/11/2024	New Issuance	209,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Gellar)	Sale of Common Stock	Unrestricted	Regulation A
6/21/2024	New Issuance	94,750,468	Common	.0005	No	Elliott Polatoff	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
6/6/2024	New Issuance	175,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Gellar)	Sale of Common Stock	Unrestricted	Regulation A
7/19/2024	New Issuance	400,000,000	Common	.0001	Yes	Robert Garrett	Services	Restricted	Section 4(a)(2)
8/16/2024	Cancellation	(400,000,000)	Common	N/A	N/A	Robert Garrett	N/A	N/A	N/A
10/1/2024	New Issuance	200,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
10/2/2024	New Issuance	220,000,000	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
10/7/2024	New Issuance	280,000,000	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
10/8/2024	Cancellation	(1,000,000)	Series E Preferred Stock	N/A	N/A	JanBella Group, LLC (William Alessi)	N/A	N/A	N/A
10/8/2024	New Issuance	75,000	Series F Preferred Stock	800	No	Mexedia S.p.A. S.B (Orlando Taddeo)	Acquisition Transaction	Restricted	Section 4(a)(2)
10/8/2024	New Issuance	231,611,000	Common	.0001	Yes	JanBella Group, LLC (William Alessi)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
10/15/2024	New Issuance	250,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)

10/16/2024	New Issuance	223,000,000	Common	.0001	Yes	GW Capital Ventures, LLC (Noah Weinstein)	Settlement Agreement	Unrestricted	Section 4(a)(1)
10/22/2024	New Issuance	464,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)
10/30/2024	Cancellation	(500,000,000)	Common	.0001	N/A	Dean Richards	N/A	N/A	N/A
10/30/2024	Cancellation	(700,000,000)	Common	.0001	N/A	Christina Upham	N/A	N/A	N/A
11/07/2024	New Issuance	375,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/13/2024	New Issuance	84,702,639	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/13/2024	New Issuance	15,297,361	Common	.0001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/13/2024	New Issuance	375,000,000	Common	.0001	Yes	IBH Capital LLC (Pinny Kievman)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
11/15/2024	Cancellation	(500,000,000)	Common	.0001	N/A	Brenda Whitman	N/A	N/A	N/A
11/21/2024	New Issuance	375,000,000	Common	.0001	Yes	Leonite Capital LLC (Avi Geller)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/26/2024	New Issuance	450,000,000	Common	.0001	Yes	Boot Capital, LLC (Peter Rosten)	Settlement Agreement	Unrestricted	Section 4(a)(1)
11/26/2024	New Issuance	94,500,000	Common	.0001	Yes	Leonard Tucker, LLC (Leonard Tucker)	Anti-dilution and ratchet provision	Restricted	Section 4(a)(2)
3/15/2025	New Issuance	375,000,000	Common	.0001	Yes	IBH Capital LLC (Pinny Kievman)	Conversion of Note Payable	Unrestricted	Section 4(a)(1)
5/6/2025	New Issuance	25,000,000	Common	.001	Yes	Leonite Capital LLC (Avi Geller)	Stock Offering	Unrestricted	Regulation A
5/27/2025	New Issuance	50,000,000	Common	.001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Stock Offering	Unrestricted	Regulation A

5/28/2025	New Issuance	50,000,000	Common	.001	Yes	Leonite Capital LLC (Avi Geller)	Stock Offering	Unrestricted	Regulation A
5/28/2025	New Issuance	100,000,000	Common	.001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Stock Offering	Unrestricted	Regulation A
6/4/2025	New Issuance	50,000,000	Common	.001	Yes	GW Capital Ventures, LLC (Noah Weinstein)	Stock Offering	Unrestricted	Regulation A
6/5/2025	New Issuance	50,000,000	Common	.001	Yes	Leonite Capital LLC (Avi Geller)	Stock Offering	Unrestricted	Regulation A
6/12/2025	New Issuance	100,000,000	Common	.001	Yes	Tri-Bridge Ventures, LLC (John Forsythe)	Stock Offering	Unrestricted	Regulation A
7/25/2025	New Issuance	125,000,000	Common	.001	Yes	Leonite Capital LLC (Avi Geller)	Stock Offering	Unrestricted	Regulation A
7/30/2025	New Issuance	125,000,000	Common	.001	Yes	Leonite Capital LLC (Avi Geller)	Stock Offering	Unrestricted	Regulation A
8/5/2025	New Issuance	50,000,000	Common	.001	Yes	Tri-Bridge Ventures, LLC (John Forsythe)	Stock Offering	Unrestricted	Regulation A
8/6/2025	New Issuance	50,000,000	Common	.001	Yes	FirstFire Global Opportunities Fund, LLC (Eli Fireman)	Stock Offering	Unrestricted	Regulation A
8/6/2025	New Issuance	250,000,000	Common	.001	Yes	Leonite Capital LLC (Avi Geller)	Stock Offering	Unrestricted	Regulation A
8/15/2025	New Issuance	225,000,000	Common	.001	Yes	Leonite Capital LLC (Avi Geller)	Stock Offering	Unrestricted	Regulation A

Shares Outstanding on Date of This Report Date: 4/14/2026	
Common 7,996,260,674 Preferred E 0 Preferred F 75,000	

Example: A company with a fiscal year end of December 31st, 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.

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[1]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Nov 15, 2024	50,000	54,750	Nov 15, 2025	25% discount to lowest bid price on day preceding conversion	0	273.750.000	Daniel Contreras	Performance Bonus
Nov 15, 2024	300,000	328,500	Nov 15, 2025	25% discount to lowest bid price on day preceding conversion	0	1.642.500.000	Orlando Taddeo	Performance Bonus
Nov 15, 2024	300,000	328,500	Nov 15, 2025	25% discount to lowest bid price on day preceding conversion	0	1.642.500.000	Orlando Taddeo	Performance Bonus
Nov 15, 2024	200,000	219,000	Nov 15, 2025	25% discount to lowest bid price on day preceding conversion	0	1.095.000.000	Daniel Gilcher	Performance Bonus
Nov 15, 2024	200,000	219,000	Nov 15, 2025	25% discount to lowest bid price on day preceding conversion	0	1.095.000.000	Daniel Gilcher	Performance Bonus
July 15, 2024	60,000	66,000	July 15, 2024	25% discount to lowest bid price on day preceding conversion	0	330.000.000	NLF Support Services, LLC (Eric Newlan)	Legal Services
July 15, 2024	40,000	44,000	July 15, 2024	25% discount to lowest bid price on day preceding conversion	0	220.000.000	NLF Support Services, LLC (Eric Newlan)	Legal Services
May 17, 2025	100,000	104,666	May 17, 2026	25% discount to lowest bid price on day preceding conversion	0	523.330.000	NLF Support Services, LLC (Eric Newlan)	Legal Services
	Total Outstanding Balance:	1,364,416		**Total Shares:**	-0-	6,822,080,000		

[1] 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.

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

4) Issuer's Business, Products and Services

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

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

Our company now operates as a holding company in the telecommunications sector. TVS, and Mexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

Our customers and supplier entities are predominantly based in the United States and the principal service we provide is the termination of international voice communication between customer entities in the context of global communication. The service is provided on a strictly digital basis through the internet. The specific rates charged and destinations serviced change over time, depending on commercial opportunities and customer needs. Further, a part of our business consists of the aggregation of voice traffic from different customers to be delivered to the same supplier. We are, therefore, in principle, able to serve any network operator who generates international voice activity.

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

Parent company, Raadr, Inc.
Subsidiaries: Telvantis Voice Services, Inc. a Florida corporation; was sold on December 31, 2025 to Spectral Capital Corp., and Mexedia DAC, an Ireland corporation.

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

Prior Year Change in Control

Effective October 8, 2024, a change in control of our company, in connection with our acquisitions (the "Mexedia Acquisitions") of Mexedia, Inc., a Florida corporation with its operations headquartered in Miami, Florida ("Telvantis Florida"), was sold on December 31, 2025 to Spectral Capital Corp., and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida ("Mexedia DAC") (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls our company. However, it is intended that, as soon as possible and in keeping with applicable Italian corporate laws and applicable Euronext Growth Paris exchange rules, Mexedia SPA would distribute to its shareholders the control shares issued to it pursuant to the Acquisition Agreements.

Also In connection with the Mexedia Acquisitions, Jacob DiMartino resigned as the Sole Director and Officer of our company and the following persons were appointed: Daniel Contreras, Chief Executive Officer and Director; and Daniel Gilcher, Chief Financial Officer, Secretary, Treasurer and Director.

Acquisitions of the Mexedia Companies. Pursuant to separate Share Exchange Agreements (the *"Acquisition Agreements"*), we acquired 100% ownership of Telvantis Florida by the issuance of 40,000 shares of Series F Preferred Stock to Mexedia SPA and 100% ownership of Mexedia DAC by the issuance of 35,000 shares of Series F Preferred Stock to Mexedia SPA. Except for the consideration paid under the Acquisition Agreements, the Acquisition Agreements are substantially identical and contain the following provisions, among other customary provisions:

> *Regulation A Offering*. Should we fail to have filed an Offering Statement on Form 1-A pursuant to Regulation A of the Securities and Exchange Commission (the "Reg A Offering"), on or before October 28th, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.
>
> *Reg A Offering Proceeds*. Should we fail to have obtained the sum of $1,500,000 in proceeds from the Reg A Offering, on or before the date that is six (6) months from the date of the SEC's qualification of the Reg A Offering, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.
>
> *Divestiture*. Should we fail to have divested of our pre-closing operations, which divestiture shall include all debts, other than the trade payables of our company, as of the closing date of the Mexedia Acquisitions, on or before December 31, 2024, Mexedia SPA shall have the right, but not the obligation, to rescind the Acquisition Agreements. This condition has been satisfied by our company.

With the waivers and satisfaction of the conditions precedent in the Acquisition Agreements, our company's ownership of the Mexedia Companies has fully vested.

Redemption Agreement. In connection with the Acquisition Agreements, our company and JanBella entered into the Redemption Agreement, pursuant to which JanBella sold 100% of the then-outstanding shares of Series E Preferred Stock to our company in exchange for the Redemption Note.

The principal amount of the Redemption Note is $540,000, with interest at 8% per annum and a maturity date of October 8, 2025. Under the Redemption Note, we are required to pay, on a monthly basis, 40% of the proceeds from the Reg A Offering that exceeds $100,000, until the principal and interest shall have been paid.

Following the date of payment in full of the principal balance of the Redemption Note (the "Balance Date"), we are to pay JanBella up to an additional $1,260,000 as additional principal (the "Additional Principal"), whether through monthly payments of 10% of Reg A Offering proceeds and/or, for a period of 18 months immediately following the issue date of the Redemption Note, 10% of funds obtained by our company from any third-party.

Pledge Agreement and Guaranty. In connection with the Acquisition Agreements, JanBella and Mexedia SPA entered into a pledge agreement (the "Pledge Agreement") and a guaranty ("Guaranty") with respect to our company's obligations under the Redemption Note. Specifically, the Pledge Agreement and the Guaranty relate to our company's timely payment of the $540,000 principal balance and accrued interest on the Redemption Agreement.

Amendment and Settlement of Secured Promissory Note: On May 12, 2025, the Company entered into an Amendment to Secured Promissory Note (the "Amendment") with JanBella Group, LLC ("JanBella"). The Amendment amends that certain Secured Promissory Note dated October 8, 2024, $540,000 principal amount, in favor of JanBella, and due October 8, 2025 (the "Redemption Note"). Pursuant to a settlement agreement, the Company settled all amounts due under the Redemption Note by the payment of $400,000 to JanBella.

Share Cancellation Agreements. In connection with the Acquisition Agreements, our company entered into three separate share cancellation agreement (the "Share Cancellation Agreements") with Dean Richards, Brenda Whitman and Christina Upham, respectively. Pursuant to the Share Cancellation Agreements, a total of 1,700,000,000 shares of our common stock were cancelled.

Series F Preferred Stock. Also in conjunction with the Mexedia Acquisitions, we designated a new Series F Preferred Stock and issued a total of 75,000 shares of such Series F Preferred Stock to Mexedia SPA, which now controls our company through its ownership of the Series F Preferred Stock.

New Business Focus

Following the acquisitions of the Mexedia Companies, our company has adopted the business plan of the Mexedia Companies as our company's new business focus. Our prior business operations centered around an anti-bulling App known as "RAADR" are to be divested, in accordance with the Acquisition Agreements, which divestiture is expected to occur prior to the end of December 2024.

Our company now operates as a holding company in the telecommunications sector. Telvantis Florida, which was sold effective 31 December, 2025,andMexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

Business Focus

Sale of Telvantis Voice Services On December 29, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

Under the terms of the Purchase Agreement, the Buyer agreed to issue an aggregate of up to 10,000,000 shares of it's common stock as consideration for the acquisition, consisting of:

- 1,500,000 shares of the Buyer's common stock issued at closing; and

·Up to 8,500,000 additional shares issuable subject to the achievement of specified post-closing performance milestones tied to the Acquired Company's revenue and operating profit during fiscal year 2026.

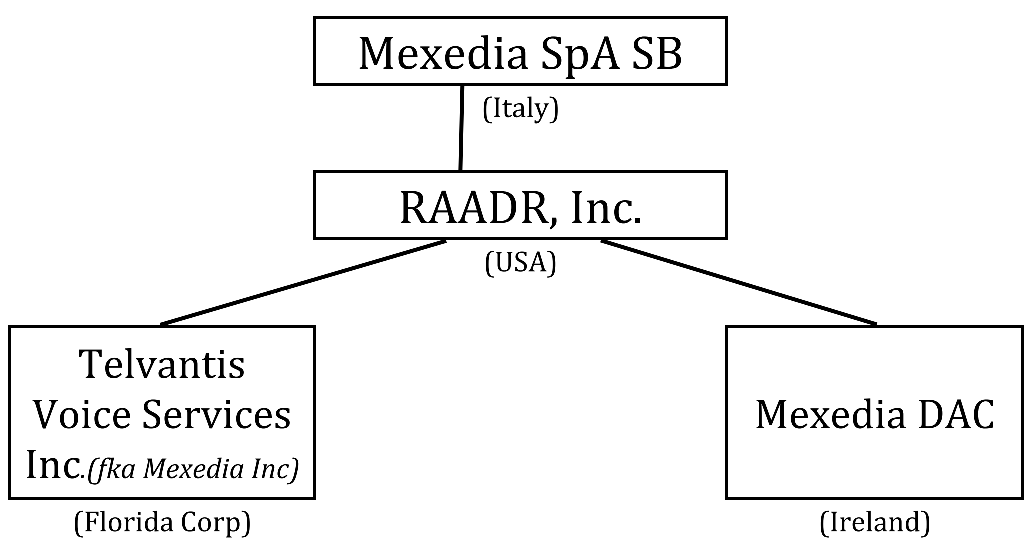
All shares issued pursuant to the Purchase Agreement are subject to a twelve-month lock-up, beneficial ownership limitations (including a 4.9% ownership cap), and additional transfer restrictions. The Purchase Agreement also includes earn-out provisions, minimum share value protections, rescission rights under certain circumstances, indemnification provisions, and customary representations, warranties, and covenants of the parties.
The parties intend that the transaction qualify as a tax-free reorganization under Section 368(a)(1)(B) of the Internal Revenue Code.

This divestiture is expected to have a net positive effect on our company, due to the expected liquidity of the Buyer's stock who is currently in process of obtaining a listing on a regulated exchange.

Until the completion of the acquisitions of the Americrew subsidiaries, our current business will continue in the normal course.

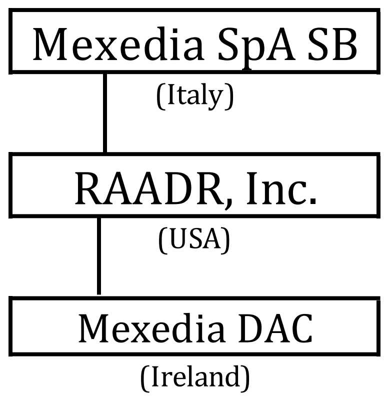
Figure 1 below depicts the structure of our company before and after December 31, 2025, following the acquisitions of the Mexedia Companies and later sale to Spectral Capital Corporation.

ORGANIZATIONAL STRUCTURE
(prior to 12/31/2025)



ORGANIZATIONAL STRUCTURE

(as of January 1, 2026)



History of the Mexedia Companies

Telvantis, Inc., Telvantis Florida (formerly Mexedia, Inc.), was incorporated on September 9, 2020, in the State of Florida as a wholly-owned subsidiary of Mexedia SPA. In forming Telvantis Inc Florida, it was Mexedia SPA's stated purpose to seek acquisition opportunities in the telecommunications industry in the U.S. market. Due to the lingering effects of the Covid-19 pandemic, these efforts were unsuccessful throughout 2020 and 2021. During 2022, however, Mexedia SPA engaged in extensive discussions and negotiations with Tellza, Inc., a telecommunications holding company and then-owner of our now subsidiaries, Phonetime and Matchcom Telecommunications.

As a combined enterprise, Phonetime and Matchcom had, at that time, an extensive history and a strong wholesale voice business portfolio, including well-known global operators and an excellent reputation in the telecommunications marketplace, as well as extensive network of contacts and stable agreements with customers and suppliers.

As a result of the negotiations with Tellza, Inc., effective January 1, 2023, Televantis Florida acquired 100% of the stock of both Phonetime and Matchcom Communications, with many of their employees continuing to work for Phonetime and Matchcom Communications to this day, driving the growth of Telvantis Florida's voice business in the U.S. Since the acquisition, Telvantis Florida has continued to expand its U.S.-based digital infrastructure to support its growth.

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

Plan of Business

In connection with our acquisitions of the Mexedia Companies, our company now operates as a holding company in the telecommunications sector. Telvantis Florida, whichwas sold effective December 31, 2025, and Mexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

In addition, we believe that there are significant business acquisition opportunities available within our industry segment. It is our estimation that any such acquisition opportunity would require us to deliver funds as part of the acquisition. Our management believes our company would be positioned to make one or more such acquisitions (no current agreement, written or otherwise exists, in this regard). However, there is no assurance that we will obtain sufficient funds from the proceeds of the sale of Telvantis Voice Services, Inc. or other sources, that would permit us to make any such acquisition.

With these proceeds, we would intend to increase our working capital position, such that we will be able to increase our revenues, which are, in large measure, a function of our levels of available working capital, from time to time.

Principal Market

The principal market for our telecommunications services and products is the United States, with additional sales generated in other developed countries stemming from United States customer affiliations. Our business focus is purely one business-to-business communications and we engage with the world's largest network operators (mostly through their United States subsidiaries), as well as smaller local providers to send and receive large volumes of voice traffic between these entities.

Our customers and supplier entities are predominantly based in the United States and the principal service we provide is the termination of international voice communication between customer entities in the context of global communication. The service is provided on a strictly digital basis through the internet. The specific rates charged and destinations serviced change over time, depending on commercial opportunities and customer needs. Further, a part of our business consists of the aggregation of voice traffic from different customers to be delivered to the same supplier. We are, therefore, in principle, able to serve any network operator who generates international voice activity.

Customers

The overwhelming majority of Telvantis Florida's customers are U.S.-based companies or U.S.-based subsidiaries of international companies, with eight of our 10 largest customers falling into these categories. No single customer of Telvantis Florida represents more than 10% of its total revenues.

Current Operations

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

<u>Agreement to Acquire Americrew Subsidiaries</u>.
In October 2025, we entered into definitive agreements to acquire two operating subsidiaries of AmeriCrew Inc., a publicly-traded company (symbol: ACRU). These acquisitions are in line with our US-based growth strategy in a new, high growth vertical. The to-be-acquired AmeriCrew subsidiaries operate on a unique veteran and workforce development employment and apprenticeship model that supports the communities it services with a scalable, high-quality workforce model. We intend that the combined companies will continue to rapidly expand their US footprint in the fiber, 5G wireless and Fixed Wireless Access (FWA) connectivity and edge-datacenter space.

The Closing of the acquisition is subject to customary approvals and is expected to occur before the end of second quarter 2026.

Business Focus

Until the acquisitions of the Americrew subsidiaries, our current business will continue in the normal course.

<u>Overview</u>. The Mexedia Companies provide connectivity for two distinct target customers: (1) mobile operators and (2) enterprises:

- Mobile operators are offered voice traffic wholesale services, while enterprises are provided messaging services and certain value-added services that are upsold to existing and new clients.

- Services are offered through a multichannel CPaaS platform which integrates different communication channels across voice and message and efficiently manages all customers' communication activities.

<u>Mexedia Companies' Communication Platform as a Service (CPaaS)</u>. The Mexedia Companies' CPaaS is a cloud-based platform for mobile operators and enterprises which integrates different voice and messaging communication channels. Mobile operators are offered global network connectivity through the Mexedia Companies' proprietary voice wholesale software, a business that is continuously contracted on large volumes. Enterprises are provided with a range of messaging services to efficiently communicate with their customers through traditional SMS and messaging applications, e.g., Whatsapp and Viber, while being offered a range of additional value-added services within the same technical infrastructure.

The Mexedia Companies' CPaaS platform offers a comprehensive suite of communication services for enterprises and mobile operators spanning both message and voice traffic. Hosted through a proprietary data platform, the CPaaS platform minimizes reliance on third-party cloud services, to enable full system control and continuous maintenance by the Mexedia Companies. Mobile operators typically connect to the platform via direct switches to the MNO cloud while enterprises typically connect via an API through their CRM, facilitating their direct communication with customers while bypassing intermediary operators.

Wholesale of voice traffic is offered to mobile operators and enabled through the Mexedia Companies' automated wholesale software. The wholesale software automatically selects the optimal route for each call and message based on certain criteria, e.g., cost, quality, capacity and availability. The software continuously monitors changes in price, quality, availability and traffic limits of traffic providers, adjusts routes accordingly and manages billing on behalf of its users.

Messaging services are offered to the Mexedia Companies' enterprise clients seeking an efficient way to communicate with its customers through different messaging channels. The CPaaS solution offers channel unification by integrating traditional application-to-peer ("A2P") SMS messaging and OTT messaging, e.g., Whatsapp and Viber, onto one platform. In addition, various add-on services are offered and upsold to enterprise clients on the platform, including number filtering, number validation and unsubscribing services.

<u>Mobile Operators - Voice Wholesale</u>. The Mexedia Companies offer large volume connectivity to mobile network operators ("MNOs") for voice traffic at a wholesale level. Wholesale of voice traffic is enabled through The Mexedia Companies' cloud-based automated wholesale software which is connected to the core digital switchboards of more than 300 MNOs globally. The Mobile Operator segment operates on a volume-based model and facilitates connections between sending and receiving operators across international networks.

The Mobile Operator segment mainly handles voice traffic and focuses on providing large volume connectivity to MNOs for voice traffic and text aggregation businesses for SMS traffic. The Mexedia Companies connect sending parties to receiving parties outside their network and generates a profit margin on each connection. The mobile operator offering is volume-based where the Mexedia Companies are connected to the core digital switchboards of more than 300 MNOs globally via a cloud-based wholesale software application. Voice and text traffic currently accounts for approximately 96% and 4%, respectively, of Mobile Operator revenues. Voice traffic remains stable, whereas text traffic is a fast-growing part of the Mobile Operator segment. The Mobile Operator segment maintains a consistent customer base of companies in the telecommunications sector and a relatively strong customer retention record.

Automated Voice Wholesale Software. The Mexedia Companies' automated voice wholesale software delivers a comprehensive call routing solution for mobile operators, integrating essential functionalities to optimize traffic routing efficiency across different mobile networks. The voice wholesale software dashboard presents essential key operational statistics for a specified period, encompassing, e.g., total calls, revenues, connected calls, costs, margins, total minutes and live platform sessions. The dashboard provides a comprehensive overview of top suppliers, i.e., frequently used traffic providers, with additional information on quality, volumes, costs and margins, as well as top destinations and customers, providing insights into routes, quality, volumes and margins.

Specifically, the automated voice wholesale software offers:

- Data Collection and Analysis: data collection and analysis of service providers, e.g., rates, connection quality, and available capacity.

- Call Routing Execution: following a routing decision, voice calls are routed via the selected provider to reach the desired destination.

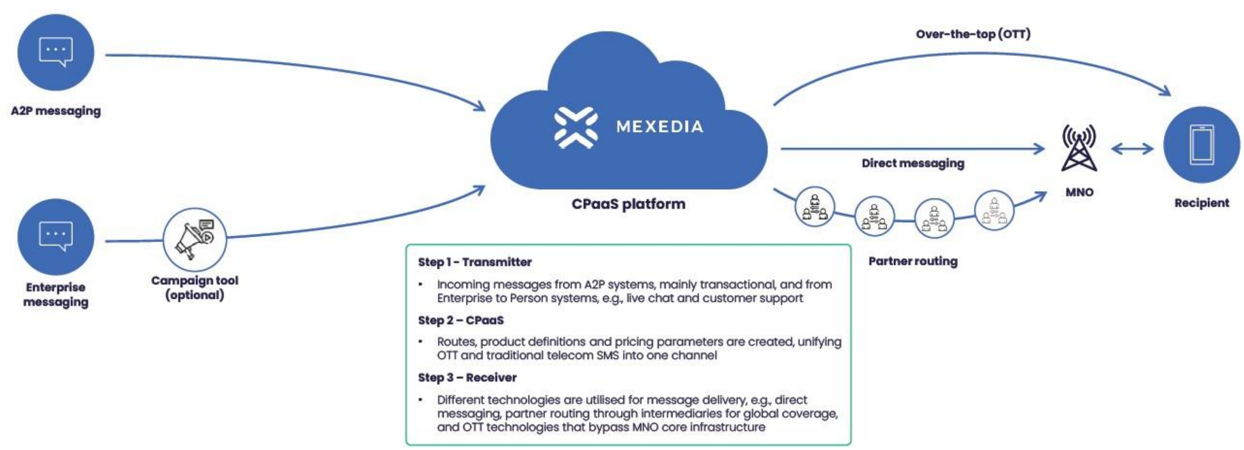
- Monitoring and Adjustments: continuous monitoring and adjusting of routes based on changes in price, quality, availability and traffic limits.

- Billing: based on clients' contracts with providers.

- Credit and Traffic Control: ensures the credit limits and maximum routed volume thresholds of clients are not exceeded.

- Least-cost Routing Decision: selects the most efficient route for each voice call based on preceding analysis and clients' set limits.

Enterprises - Messaging. The Mexedia Companies leverage their technology, regulatory approvals and experience in the Mobile Operator segment to provide text-based communication to medium and large-sized enterprises. The Mexedia Companies' direct connectivity to operators eliminates the need for intermediary operators between enterprises and their customers, thereby reducing operational costs.



The Enterprise segment strategically leverages the Mexedia Companies' direct operator connectivity, technical infrastructure, and regulatory expertise to enable direct text-based communication between enterprises and customers, bypassing intermediary operators. The offering comprises both Messaging and Value-Added Services provided to enterprises for effective customer communication with customers via different channels.

Messaging Services represent the core offering and include an SMS platform and a two-way SMS feature while Value-Added Services comprise of add-ons products, e.g., phone number filtering and subscription features, and are upsold to existing clients. The Enterprise segment actively triggers both revenue and cost synergies by harmonizing operations with the Mobile Operator segment, achieving operational efficiency and minimizing the investment required for organic growth.

Messaging Services. The Mexedia Companies' automated messaging software offers the services described below.

- Campaign Portal: Enables enterprises to automate SMS campaigns in real-time through a userfriendly API connection. Utilizing SS7 and SMPP connectivity, the Mexedia Companies ensure optimal routing for high-volume SMS traffic, enhancing reliability. Offers enterprises a simple interface for designing and sending SMS messages to customers without requiring an API interface.

- Two-Way SMS: Two-way SMS facilitates customer communication by enabling customers to provide feedback on support, sales and general inquiries. Enhances brand image and customer satisfaction, positively impacting the overall bottom-line business. Fosters a customer-centric approach by reinforcing the enterprise's commitment to personalized service.

- Voice Engage: Voice Engage enables enterprises to broadcast messages worldwide through direct voice calls to customer mobile or land line phones. Enterprises can broadcast pre-recorded audio or convert text to a chosen language through Text-To-Speech (TTS). The voice solution includes a control panel for making customer journeys, utilizing key-press responses for interactive experiences.

- Messaging Portal.

- Broadcast Messenger. A robust white-label bulk communication tool offering costeffective, compliant messaging that fosters creativity without compromising on restrictions.

- Mexedia Messenger. A two-way messenger platform providing enterprises with full control of their communication in a branded, familiar and secure solution.

- 2FA & OTP: Empowers enterprises with an extra layer of security for user logins, mitigating the risk of fraudulent website access. The API facilitates user identity confirmation through OTP sent via SMS, ensuring a secure process where users validate received codes. Enables enterprises to bolster security, authenticate user identities and minimize the vulnerability to unauthorized access attempts.

Value-Added Services. The Mexedia Companies' automated messaging software offers the value-added services described below.

- Optimyze™: Phone number verification and filtering solution integrated within the SMS platform for efficient database management. Particularly important for enterprises with large phone number databases that are constantly being updated. Continuous database maintenance and updates mitigates unnecessary costs, with an automatic provision of invalid numbers via API ensuring seamless, manual-free updates to in-house systems.

- Number Validation: Powerful tool ensuring an up-to-date customer number database, supporting smart decisions and cost savings crucial for business efficiency. Enterprises benefit from the tool's capability to facilitate smart decision-making, fostering cost savings. Streamline number validation with automated routines and logical checks, effortlessly filtering out invalid numbers from the phone number database.
- UN5UB™: Provides enterprises with an opt-out solution, allowing their customers to easily choose not to receive messages. Fully multilingual tool offering extensive customization options, including branding, 2FA message, buttons and an optional unsubscribe reason in various formats.

- Subscribe: Facilitates seamless engagement with subscribers, verifying mobile numbers via twofactor authentication. Facilitates a GDPR-compliant method to seamlessly and securely transition subscribers from various channels to a designated mobile number list, enabling subsequent messaging through SMS or IM campaigns.

Strengths and Weaknesses

We believe our company possesses the following competitive strengths and weaknesses:

Competitive Strengths

- we enjoy a strong customer retention track record.
- our Enterprise customer base engages in an array of industries, including fintech, igaming, banking, finance and healthcare.
- our services offerings are of a high quality and the quality of our customer service is high.
- we enjoy relatively low overhead costs.

Competitive Weaknesses

- our brand name recognition is not as strong as many of our competitors.
- our capital levels vary during operating periods, which causes our revenues to fluctuate and, during period of low capital levels, to be impaired.
- our debt payment obligations under our credit facility agreement could, over time, impair our cash flows available for operations.

Cyber Risk Management and Strategy

We use, store and process data for and about our customers, employees, partners and suppliers. We have not yet implemented a formal cybersecurity risk management program designed to identify, assess and mitigate risks from cybersecurity threats to this data, our systems and business operations. We intend to implement a cybersecurity risk management program during 2026.

Risks from cybersecurity threats have, to date, not materially affected us, our business strategy, results of operations or financial condition.

Regulatory Considerations

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which corporation (the "Acquired Company").

Telvantis Florida, who was sold effective 31 December 2025, and Mexedia DAC are subject to varying degrees of regulation, as discussed below.

Telvantis Florida. Telecommunication operators in Florida are primarily regulated under Chapter 364, Florida Statutes and are subject to the supervisory powers of the Public Service Commission ("PSC"). Currently, With the approval of the "Regulatory Reform Act" ("Act"), effective July 1, 2011, most of the PSC retail oversight authority over the telecommunications wireline companies were eliminated, yet the PSC's authority over telco operators issues was maintained. The Act eliminated most of the retail regulation of local exchange telecommunications services by the PSC, including the elimination of rate caps on all retail telecommunications services; elimination of telecommunications-related consumer protection and assistance duties of the PSC; and elimination of the PSC's remaining oversight of telecommunications service quality.

Incumbent local exchange companies and competitive local exchange companies enter into interoperators contracts, which are generally called interconnection agreements. Parties to interconnection agreements are expected to negotiate rates, terms, and conditions wherever possible, and to petition the PSC in the event an agreement cannot be reached. Pursuant to Florida Regulation and U.SA. Federal regulation, Telvantis Florida is entitled to freely carry out its telecommunication business without the need to obtain any authorization, license or certification.

Mexedia DAC.

The UE Regulatory Framework. At EU level, the framework on telecommunications regulation includes Directives, Regulations, Recommendations and Communications.

The telecommunication market started to be liberalized to competition in the early 90's and, in particular, the competition of public voice telephony and public network infrastructure began in 1998.

The previous regulatory framework proved to be inadequate towards the new market needs and, therefore, a new set of Directives was adopted in 2002, regulating all forms of fixed and wireless telecommunications, data transmission and broadcasting:

- Framework Directive (Directive 2002/21/EC of the European Parliament and of the Council of 7 March 2002), adopted in order to establish a common regulatory framework for electronic communications networks and services. The Framework Directive obliges, among other things, National Regulatory Authorities to run market analyses before imposing appropriate obligations on individual operators having Significant Market Power ("SMP"), to ensure a competitive market;

- Authorization Directive (Directive 2002/20/EC of the European Parliament and of the Council of 7 March 2002) concerning authorizations for electronic communications networks and services. Such Directive sets out that the provision of electronic communications networks or the provision of electronic communications services may only be subject to a general authorization. As a consequence, authorized undertakings are entitled to (i) provide electronic communications networks and services and (ii) have their application for the necessary rights to install facilities considered. Furthermore, undertakings providing for electronic communication networks have the right to negotiate interconnection with, and where applicable obtain access to or interconnection from, other providers of publicly available communications networks and services covered by a general authorization anywhere in the Europe under the conditions of and in accordance with the Access Directive;

- Access Directive (Directive 2002/19/EC of the European Parliament and of the Council of 7 March 2002) concerning the access to and interconnection of electronic communications networks and associated facilities. In this regard, operators of public communications networks have a right and, when requested by other authorized undertakings, an obligation to negotiate interconnection with each other for the purpose of providing publicly available electronic communications services, in order to ensure provision and interoperability of services throughout the Community;

- Universal Service Directive (Directive 2002/22/EC of the European Parliament and of the Council of 7 March 2002) regulating the universal service and users' rights relating to electronic communications networks and services;

- E-Privacy Directive (Directive 2002/58/EC of the European Parliament and of the Council of 12 July 2002) regarding the processing of personal data and the protection of privacy in the electronic communications sector. Aim of such Directive is to ensure an equivalent level of protection of fundamental rights and freedoms, and in particular the right to privacy, with respect to the processing of personal data in the electronic communication sector and to ensure the free movement of such data and of electronic communication equipment and services in the Community.

Once again, the EU legal framework was revised in 2009, with the aim of defining a new European regulatory framework for the sector, adapting it to the constant evolving needs of the market. In particular the following Directives were adopted:

- Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009, which has partially amended the Framework Directives, the Access Directive and the Authorization Directive;

- Directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009, which has partially amended the Universal Service Directive, the E-Privacy Directive and Regulation (EC) No 2006/2004 on cooperation between national authorities responsible for the enforcement of consumer protection laws.

Legislation in Ireland. The primary legal sources for the regulation of the telecommunications sector in Ireland are the following:

- the Telecommunications (Miscellaneous Provisions) Act, 1996, that made provision for the establishment of the office of Director of Telecommunications Regulation, for the transfer of functions from the Minister to the Director, for the imposition of a levy on providers of telecommunications services and for the regulation of tariffs for certain telecommunications services. In addition, the act amended the Postal and Telecommunications Services Act, 1983, and provided for related matters;

- the Communications Regulation Act, 2002 that provides for the establishment of a body to be known as the Commission for Communications Regulation, for the definition of its functions, for the dissolution of the office of the Director of Telecommunications Regulation, for the transfer of the functions of the Director of Telecommunications Regulation to the Commission for Communications Regulation. In addition, the act established further provisions in respect of the opening of public roads for electronic communications infrastructure, provided for the sharing of infrastructure, repealed certain enactments and provisions of enactments and provided for connected matters;

- the Communications Regulation (Amendment) Act 2007 that amended (i) the Communications Regulation Act 2002 in order to confer additional functions on the Commission for Communications Regulation;

- the S.I. No. 333/2011 - European Communities (Electronic Communications Networks and Services) (Framework) Regulations 2011, giving effect to the Framework Directive, and the amendments to that Directive as introduced by Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009;

- the S.I. No. 334/2011 - European Communities (Electronic Communications Networks and Services) (Access) Regulations 2011, giving effect to the Access Directive, and the amendments to that Directive as introduced by Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009;

- the S.I. No. 335/2011 - European Communities (Electronic Communications Networks and Services) (Authorization) Regulations 2011, giving effect to the Authorization Directive, and the amendments to that Directive as introduced by Directive 2009/140/ EC of the European Parliament and of the Council of 25 November 2009;

- the S.I. No. 336/2011 - European Communities (Electronic Communications Networks and Services) (Privacy and Electronic Communications) Regulations 2011, giving effect to the Eprivacy Directive, and the amendments to that Directive as introduced by Directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009.

Pursuant to the foregoing rules, Mexedia DAC was authorized to provide electronic communications services in Ireland by means of an authorization granted by the Irish Commission for Communications Regulation on April 26, 2018.

Competition

Our telco operations are conducted in a highly competitive market, characterized by the presence of numerous competitors that operate in the sector of telecommunications electronic termination services, both at national and international levels. We may not be successful in competing against these competitors, many of whom have longer operating histories, significantly greater financial stability and better access to capital markets and credit than we do. There is no assurance that we will be able to compete successfully against our competition.

Intellectual Properties

We do not own any patents. We are the owner of proprietary software programs and numerous tradenames, including "Mexedia" and "Telvantis," for which we intend to apply for a trademark from the USPTO, in the near future.

Properties

Telvantis Inc. leases approximately 750 square feet of office space in Miami Beach, Florida, at a monthly rental of $1,000. Our principal corporate offices are located at this location. These premises are expected to be adequate for the operations of Telvantis Inc., as well as for our company's principal corporate officers, for the foreseeable future. In this regard, as our business provides services in the digital domain, we do not require a large office space to house our operations, as we lease our digital infrastructure, such as servers, in multiple secure locations. Additionally, many of our employees make use of the opportunity to work remotely, thereby lessening our need for office space.

Mexedia DAC leases approximately 1.000 square feet of office space in Dublin, Ireland, at a monthly rental of $5.240. These premises are expected to be adequate for the operations of Mexedia DAC for the foreseeable future.

We own no real property.

Employees

We had 4 employees as of December 31, 2025, including executive officers. We believe our relations with our employees to be good and have never experienced a work stoppage.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement

The following discussion and analysis should be read in conjunction with our unaudited financial statements and related notes.

Our actual results may differ materially from those anticipated in the following discussion, as a result of a variety of risks and uncertainties, including those described under Cautionary Statement Regarding Forward Looking Statements and Risk Factors. We assume no obligation to update any of the forward-looking statements included herein.

Prior Year Change in Control

Effective October 8, 2024, a change in control of our company, in connection with our acquisitions (the Mexedia Acquisitions) of Mexedia, Inc., a Florida corporation with its operations headquartered in Miami, Florida (Telvantis Florida), and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida (Mexedia DAC) (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls our company. However, it is intended that, as soon as possible and in keeping with applicable Italian corporate laws and applicable Euronext Growth Paris exchange rules, Mexedia SPA would distribute to its shareholders the control shares issued to it pursuant to the Acquisition Agreements.

Also In connection with the Mexedia Acquisitions, Jacob DiMartino resigned as the Sole Director and Officer of our company and the following persons were appointed: Daniel Contreras, Chief Executive Officer and Director and Daniel Gilcher, Chief Financial Officer, Secretary, Treasurer and Director. (See "Directors, Executive Officers, Promoters and Control Persons").

Acquisitions of the Mexedia Companies. Pursuant to separate Share Exchange Agreements (the "Acquisition Agreements"), we acquired 100% ownership of Telvantis Florida by the issuance of 40,000 shares of Series F Preferred Stock to Mexedia SPA and 100% ownership of Mexedia DAC by the issuance of 35,000 shares of Series F Preferred Stock to Mexedia SPA. Except for the consideration paid under the Acquisition Agreements, the Acquisition Agreements are substantially identical and contain the following provisions, among other customary provisions:

> *Regulation A Offering*. Should we fail to have filed an Offering Statement on Form 1-A pursuant to Regulation A of the Securities and Exchange Commission (the "Reg A Offering"), on or before October 28th, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.
>
> *Reg A Offering Proceeds*. Should we fail to have obtained the sum of $1,500,000 in proceeds from the Reg A Offering, on or before the date that is six (6) months from the date of the SEC's qualification of the Reg A Offering, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.
>
> *Divestiture*. Should we fail to have divested of our pre-closing operations, which divestiture shall include all debts, other than the trade payables of our company, as of the closing date of the Mexedia Acquisitions, on or before December 31, 2024, Mexedia SPA shall have the right, but not the obligation, to rescind the Acquisition Agreements. This condition has been satisfied by our company.

With the waivers and satisfaction of the conditions precedent in the Acquisition Agreements, our company's ownership of the Mexedia Companies has fully vested.

> *Regulation A Offering 2025.* On April 11, 2025, the Company's Regulation A offering of up to 1.5 billion shares of common stock was qualified by the SEC (SEC File No. 024-12538). During year ended December 31, 2025, the Company sold a total of 1,250,000,000 shares for a total of $ 1,250,000 in cash. On October 15, 2025, the Company's terminated its Regulation A offering.

Redemption Agreement. In connection with the Acquisition Agreements, our company and JanBella entered into the Redemption Agreement, pursuant to which JanBella sold 100% of the then-outstanding shares of Series E Preferred Stock to our company in exchange for the Redemption Note.

The principal amount of the Redemption Note is $540,000, with interest at 8% per annum and a maturity date of October 8, 2025. Under the Redemption Note, we are required to pay, on a monthly basis, 40% of the proceeds from the Reg A Offering that exceeds $100,000, until the principal and interest shall have been paid.

Following the date of payment in full of the principal balance of the Redemption Note (the "Balance Date"), we are to pay JanBella up to an additional $1,260,000 as additional principal (the "Additional Principal"), whether through monthly payments of 10% of Reg A Offering proceeds and/or, for a period of 18 months immediately following the issue date of the Redemption Note, 10% of funds obtained by our company from any third-party.

Pledge Agreement and Guaranty. In connection with the Acquisition Agreements, JanBella and Mexedia SPA entered into a pledge agreement (the "Pledge Agreement") and a guaranty ("Guaranty") with respect to our company's obligations under the Redemption Note. Specifically, the Pledge Agreement and the Guaranty relate to our company's timely payment of the $540,000 principal balance and accrued interest on the Redemption Agreement.

Amendment and Settlement of Secured Promissory Note. On May 12, 2025, the Company entered into an Amendment to Secured Promissory Note (the "Amendment") with JanBella Group, LLC ("JanBella"). The Amendment amends that certain Secured Promissory Note dated October 8, 2024, $540,000 principal amount, in favor of JanBella, and due October 8, 2025 (the "Redemption Note"). Pursuant to a settlement agreement, the Company settled all amounts due under the Redemption Note by the payment of $400,000 to JanBella.

Share Cancellation Agreements. In connection with the Acquisition Agreements, our company entered into three separate share cancellation agreement (the "Share Cancellation Agreements") with Dean Richards, Brenda Whitman and Christina Upham, respectively. Pursuant to the Share Cancellation Agreements, a total of 1,700,000,000 shares of our common stock were cancelled.

Series F Preferred Stock. Also in conjunction with the Mexedia Acquisitions, we designated a new Series F Preferred Stock and issued a total of 75,000 shares of such Series F Preferred Stock to Mexedia SPA, which now controls our company through its ownership of the Series F Preferred Stock. (See "Description of Securities Series F Preferred Stock").

New Business Focus

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

Agreement to Acquire Americrew Subsidiaries.
In October 2025, we entered into definitive agreements to acquire two operating subsidiaries of AmeriCrew Inc., a publicly-traded company (symbol: ACRU). These acquisitions are in line with our US-based growth strategy in a new, high growth vertical. The to-be-acquired AmeriCrew subsidiaries operate on a unique veteran and workforce development employment and apprenticeship model that supports the communities it services with a scalable, high-quality workforce model. We intend that the combined companies will continue to rapidly expand their US footprint in the fiber, 5G wireless and Fixed Wireless Access (FWA) connectivity and edge-datacenter space.

The Closing of the acquisition is subject to customary approvals and is expected to occur before the end of second quarter 2026.

Director Resignation. On October 13, 2025, our president and director Orlando Taddeo resigned from all is roles with immediate effect.

Plan of Operation

Business Focus: Until the completion of the acquisitions of the Americrew subsidiaries, our current business will continue in the normal course.

In connection with our acquisitions of the Mexedia Companies and the anticipated acquisition of the Americrew Subsidiaries, our company now operates as a holding company in the telecommunications sector. Telvantis Florida, which was sold effective 31 December, 2025 and Mexedia DAC are intermediary operators that sell "segments" of telephone connections, taking place between a "calling" user and a "called" user, to other Telco operator or mobile operators. As telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

In addition, we believe that there are significant business acquisition opportunities available within our industry segment. It is our estimation that any such acquisition opportunity would require us to deliver funds as part of the acquisition. Our management believes our company would be positioned to make one or more such acquisitions (no current agreement, written or otherwise exists, in this regard). However, there is no assurance that we will obtain sufficient funds from the proceeds of the sale of Telvantis Voice Services, Inc. or other sources, that would permit us to make any such acquisition.

With these proceeds, we would intend to increase our working capital position, such that we will be able to increase our revenues, which are, in large measure, a function of our levels of available working capital, from time to time.

Basis of Presentation

Effective October 8, 2024, our company acquired the Mexedia Companies. From at least 2012 until our acquisition of the Mexedia Companies, our company had not been a "shell company." However, during that extended period of time, our company did not generate significant revenues.

In addition to information concerning our company, this section presents information concerning Telvantis Voice Serivces Inc., for the periods and as of the dates indicated.

For the year ended December 31, 2025, the operating results and financial condition of our company reflect those of the Mexedia Companies. The information presented considers the sale of Telvantis Voice Services, Inc. as of December 31, 2025. The audited carved out financial statements of Telvantis Voice Services Inc. have been publicly filed by Spectral Capital Corporation.

Results of Operations

Our Company For the Years Ended December 31, 2025 and 2024

Years Ended December 31, 2025 (“Fiscal 2025”) and 2024 (“Fiscal 2024”). Our telecom business is low-margin, high volume in nature, requiring increased levels of operating capital to increase sales revenues.

	Year Ended December 31,		Change	
	2025	2024	amount	%
Revenues	58,891,623	47,069,572	11,822,051	25.1%
Cost of goods sold	49,694,406	44,782,257	4,912,149	11.0%
General and administrative	2,598,092	4,252,804	(1,654,712)	-38.9%
Sales and marketing	186,203	621,980	(435,777)	-70.1%
Credit loss expense	-	25,126,903	(25,126,903)	-100.0%
Total operating expenses	52,478,701	74,783,944	(22,305,243)	-29.8%
Income (loss) from operations	6,412,922	(27,714,372)	34,127,294	-123.1%
Interest expense , net	(4,925,298)	(3,102,838)	(1,822,460)	58.7%
Other income	(5,269,688)	368,039	(5,637,727)	-1531.8%
Profit (loss) before tax expense	(3,782,064)	(30,449,171)	26,667,107	-87.6%
Income tax expense (benefit)	765,496	(1,675,710)	2,441,206	-145.7%
Net loss from continuing operations	(4,547,559)	(28,773,461)	24,225,902	-84.2%
Loss after tax from discontinued operations	(11,959,162)	-	(11,959,162)	
Profit from sale of subsidiary	23,815,441	-	23,815,441	
Net profit (loss)	7,308,720	(28,773,461)	36,082,181	-125.4%

Televantis Voice Services (“TVS”) was sold on December 31, 2025. The presented information follows deconsolidation accounting for the Year Ended December 31, 2025. For the year 2025, TVS’s contribution is only represented in Loss after tax from discontinued operations. As a result, the two years presented above are not directly comparable. TVS’ audited carve-out financials have been publicly filed by TVS’ buyer Spectral Capital Corporation.

Information Concerning Telvantis Florida Prior to the Acquisition Agreements

For the year ended December 31, 2025

	Year ended December 31, 2025
Revenues	237,754,985
Cost of goods sold	237,017,973
General and administrative	2,287,266
Sales and marketing	549,568
Total operating expenses	239,854,807
Income (loss) from operations	(2,099,823)
Interest expense , net	1,065,712
Finance expense - other	(80,370)
Other expense	1,572,769
Profit (loss) before tax expense	(4,657,934)
Income tax expense (benefit)	-
Net loss	(4,657,934)

Recent Transactions Affecting Our Balance Sheet.

Sale of Telvantis Voice Services On December 29, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

Under the terms of the Purchase Agreement, the Buyer agreed to issue an aggregate of up to 10,000,000 shares of it's common stock as consideration for the acquisition, consisting of:

- 1,500,000 shares of the Buyer's common stock issued at closing; and
- Up to 8,500,000 additional shares issuable subject to the achievement of specified post-closing performance milestones tied to the Acquired Company's revenue and operating profit during fiscal year 2026.

All shares issued pursuant to the Purchase Agreement are subject to a twelve-month lock-up, beneficial ownership limitations (including a 4.9% ownership cap), and additional transfer restrictions. The Purchase Agreement also includes earn-out provisions, minimum share value protections, rescission rights under certain circumstances, indemnification provisions, and customary representations, warranties, and covenants of the parties.
The parties intend that the transaction qualify as a tax-free reorganization under Section 368(a)(1)(B) of the Internal Revenue Code.

This divestiture is expected to have a net positive effect on our company, due to the expected liquidity of the Buyer's stock who is currently in process of obtaining a listing on a regulated exchange.

Amendment and Settlement of Secured Promissory Note: On May 12, 2025, the Company entered into an Amendment to Secured Promissory Note (the "Amendment") with JanBella Group, LLC ("JanBella"). The Amendment amends that certain Secured Promissory Note dated October 8, 2024, $540,000 principal amount, in favor of JanBella, and due October 8, 2025 (the "Redemption Note"). Pursuant to a settlement agreement, the Company settled all amounts due under the Redemption Note by the payment of $400,000 to JanBella.

Regulation A Offering On April 11, 2025, the Company's Regulation A offering of up to 1.5 billion shares of common stock was qualified by the SEC (SEC File No. 024-12538). During year ended December 31, 2025, the Company sold a total of 1,250,000,000 shares for a total of $ 1,250,000 in cash. On October 15, 2025, the Company's terminated its Regulation A offering.

Convertible Promissory Notes. In December 2024, we issued three convertible promissory notes to third parties, each with a principal amount of $27,500, a total principal amount of $82,500 (a total of $7,500 of OID), in consideration of three separate loans of $25,000, a total loan amount of $75,000. These notes bear interest at 8% per annum and are due in December 2025. These notes are convertible into our common stock at any time during the period beginning on the earlier of (a) the day immediately following the SEC's qualification of a Regulation A Offering of our company and (b) the date that is 180 days immediately following their respective issue dates at a 25% discount to the then-market price of our common stock; provided, however, that, should the holders elect to convert into shares qualified in a Regulation A Offering of our company, the conversion price shall be the fixed offering price for our common stock in such Regulation A Offering. Each of these lenders has waived its respective rights to convert its respective convertible promissory notes into shares of common stock qualified in this offering. In the future, it is possible that our company and such noteholders may agree, depending on then-stock market conditions and other business factors, to a restoration of such conversion rights. No prediction can be made, in this regard.

Divestiture of New Generation. Effective December 31, 2024, pursuant to a Share Exchange Agreement (the "New Generation Divestiture Agreement"), we sold our company's pre-change-in-control operations to New Generation Consumer Group, Inc., a publicly-traded Delaware corporation (symbol: NGCG), in exchange for 100,000,000 shares, or approximately 7%, of NGCG's common stock, which shares were valued at $0.0006 per share, the closing price of NGCG's common stock on December 31, 2024, or $60,000, in the aggregate. However, for financial reporting purposes, we have assigned no value to such shares in our accompanying financial statements, given their restricted nature and expect two-year holding period. At the time of closing of the New Generation Divestiture Agreement, the sole officer and director of NCGC was Jacob DiMartino, the former officer and director of our company. No standard method of valuation was used in determining the number of shares of NGCG common stock that was issued by NGCG to our company. (See "Certain Relationships and Related Transactions").

This divestiture is expected to have a net positive effect on our company, due to such divested operations' lack of revenues and associated operational and administrative expenses.

Contractual Obligations

To date, we have not entered into any significant long-term obligations that require us to make monthly cash payments.

Capital Expenditures

We made no capital expenditures during the years ended December 31, 2025 and 2024. Without the proceeds from external sources, no such expenditures are expected to be made during the remainder of 2026.

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.
Mexedia DAC leases approximately 1.000 square feet of office space in Dublin, Ireland, at a monthly rental of $5,240. These premises are expected to be adequate for the operations of Mexedia DAC for the foreseeable future.

We own no real property.

6) Officers, Directors, and Control Persons

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (include Country if outside U.S.)	Number of Shares Owned	(List common, preferred, warrants and options separately) Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)(1)	Note
Daniel Contreras	Director, Chief Executive Officer	Miami, Floria	200,77,026 -0-	Common Stock Series F Preferred Stock	0% 0%	
Daniel Gilcher	Director, Chief Financial Officer and Secretary	Frankfurt, Germany	450,657,339	Common Stock Series F Preferred Stock	0% 0%	
Mexedia, S.p.A. S.B. (Paolo Bona, CEO)	5% Owner	Rome, Italy	-0- 75,000	Common Stock Series F Preferred Stock	0% 100%	See Note A below.

(1) Based on 7,996,260,674 shares outstanding as of April 14, 2026.

The holders of the Series F Preferred Stock, as a class, have voting rights in all matters requiring shareholder approval equal to 66.67% of all shares eligible to vote. Each share of Series F Preferred Stock shall be convertible at any time into a number of shares of our common stock that equals 0.001 percent (0.001%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 1,000 shares of Series F Preferred Stock would convert into one percent (1%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion.

Due to the superior voting rights of the Series F Preferred Stock, Paolo Bona, as the CEO of Mexedia S.p.A. S.B., the owner of all outstanding shares of the Series F Preferred Stock, will, therefore, be able to control the management and affairs of our company, as well as matters requiring the approval by our shareholders, including the election of directors, any merger, consolidation or sale of all or substantially all of our assets, and any other significant corporate transaction.

Director Resignation. On October 13, 2025, our president and director Orlando Taddeo resigned from all is roles with immediate effect.

Paolo Bona: Mr Bona owns no shares of Series F Preferred Stock, but, as CEO of Mexedia S.p.A. S.B., he controls the disposition and voting of such shares

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

7. Legal/Disciplinary History

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

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

   None

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

   None

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

   None

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;

   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 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 underline 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.

Securities Counsel

Name:	Eric Newlan, Esq.
Firm:	Newlan Law Firm, PLLC
Address 1:	2201 Long Prairie Road, Suite 107-762
Address 2:	Flower Mound, Texas 75022
Phone:	940-367-6154
Email:	eric@newlanpllc.com

Accountant or Auditor

Name:
Firm:
Address 1:
Phone:
Email:

Investor Relations

Name:	N/A
Firm:	N/A
Address 1:	N/A
Phone:	N/A
Email:	N/A

All other means of Investor Communication:

Twitter:	@Telvantis
Discord:	N/A
LinkedIn	N/A
Facebook:	N/A
Instagram:	N/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.

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

9) Disclosure & Financial Information

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

Name: Daniel Contreras
Title: **Chief Executive Officer**

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by:

Name: **Daniel Gilcher**
Title: **Chief Financial Officer**
Relationship to Issuer: **Director and Executive Officer**
Describe the qualifications of the person or persons who prepared the financial statements[2]: **Mr. Gilcher has extensive experience in the preparation of financial statements.**

Provide the following qualifying financial statements:

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

<u>Financial Statement Requirements</u>:

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

- Financial statements must be 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.

[CERTIFICATION PAGE FOLLOWS]

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, Daniel Contreras, certify that:

1. I have reviewed this Disclosure Statement for **Telvantis, 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.

Dated: April 14, 2026
/s/ Daniel Contreras
Chief Executive Officer

Principal Financial Officer:

I, Daniel Gilcher, certify that:

1. I have reviewed this Disclosure Statement for **Telvantis, 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.

Dated: April 14, 2026
/s/ Daniel Gilcher Chief Financial Officer

INDEX TO FINANCIAL STATEMENTS

Televantis Inc. and Wholly Owned Subsidiaries

Unaudited Financial Statements for the Years Ended December 31, 2025 and 2024

Balance Sheets at December 31, 2025 and 2024 (unaudited)

Statements of Operations For the Years Ended December 31, 2025 and 2024 (unaudited)

Statements of Changes in Stockholders’ Equity (Deficit) For the Years Ended December 31, 2025 and 2024 (unaudited)

Statements of Cash Flows For the Year Ended December 31, 2025 and 2024 (unaudited)

Notes to Unaudited Financial Statements

TELEVANTIS, INC. AND WHOLLY OWNED SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(unaudited)
(USD)

	Dec. 31, 2025	Dec. 31, 2024
ASSETS		
Cash	120,781	1,421,223
Accounts receivable	108,481,891	33,476,451
Loans receivable - related party, current	82,131	72,450
Other current assets	929,168	260,166
Total current assets	109,613,971	35,230,290
Fixed assets, net	181,074	134,861
Operating lease liability, short-term portion	28,321	73,577
Deferred tax asset	-	2,127,520
Intangible assets, net	1,564,400	11,055,206
Goodwill	-	1,610,261
Loans receivable - related parties, non-current	10,150,963	2,535,274
Loans receivable - non-current	2,206,759	1,897,448
Investment - shares	34,500,000	-
Total Other Assets	48,631,518	19,434,147
Total Assets	158,245,489	54,664,437
LIABILITIES AND EQUITY		
Accounts payable	106,249,338	27,733,044
Operating lease liability, short-term portion	28,321	48,594
Income taxes payable, net	704	654,080
Deferred tax liability	5,436,551	-
Loans payable, current	17,078,390	7,134,459
Other current liabilities	5,156,420	662,332
Total current liabilities	133,949,724	36,232,509
Operating lease liability, net of short-term portion	-	24,983
Loans payable, non-current	39,792,820	41,078,901
Due to related party	6,248,380	4,951,179
Total non-current liabilities	46,041,200	46,055,063
Total liabilities	179,990,925	82,287,572
Stockholders equity		
Common Stock, par value $0.001, 15,000,000,000 shares authorized, 8,070,805 and 6,371,260,661 shares issued and outstanding as of Decmeber 31, 2025 and 2024, respectively	8,070,805	6,371,261
Treasury stock, par value $0.001, 300,000 and zero shares as of December 31, 2025 and 2024, respectively	456	-
Series F Preferred Stock, par value $0.001, 75,000 shares authorized and issued of Decmeber 31, 2025 and 2024, respectively	75	75
Warrants	-	375,000
Retained earnings (accumulated deficit)	(28,378,271)	(35,686,984)
Accumulated other comprehensive income/loss	(1,438,501)	1,317,513
Total stockholders' Equity	(21,745,435)	(27,623,135)
Total Liabiliites and Stockholders Equity	158,245,489	54,664,437

TELEVANTIS, INC. AND WHOLLY OWNED SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(USD)

	Year Ended December 31,	
	2025	2024
Revenues	58,891,623	47,069,572
Cost of goods sold	49,694,406	44,782,257
General and administrative	2,598,092	4,252,804
Sales and marketing	186,203	621,980
Credit loss expense	-	25,126,903
Total operating expenses	52,478,701	74,783,944
Income (loss) from operations	6,412,922	(27,714,372)
Interest expense , net	(4,925,298)	(3,102,838)
Other income	(5,269,688)	368,039
Profit (loss) before tax expense	(3,782,064)	(30,449,171)
Income tax expense (benefit)	765,496	(1,675,710)
Net loss from continuing operations	(4,547,559)	(28,773,461)
Loss after tax from discontinued operations	(11,959,162)	-
Profit from sale of subsidiary	23,815,441	-
Net profit (loss)	7,308,720	(28,773,461)
	-	
Net loss per share attributable to common stockholders, basic and diluted	$ 0.0011	$ -
Weighted-average shares used in computing net loss per share attributable to common shareholders	6,563,606,893	4,957,249,879

TELEVANTIS, INC. AND WHOLLY OWEND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHAGNES IN STOCKHOLDER'S EQUITY (DEFICIT)
(unaudited)
(USD)

	Series E		Series F		Common Stock		Treasury stock				Accumulated Other Comprehensive	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Warrants	Retained earnings	Income/loss	Total
		USD		USD		USD		USD	USD	USD	USD	USD
Balance - Jan 1, 2024	1,000,000	1,000	-	-	4,473,260,661	4,473,261	-	-	-	(2,424,434)	(70,149)	1,979,678
Series E preferred stock cancellation	(1,000,000)	(1,000)	-	-	-	-	-	-	-	(539,000)	-	(540,000)
Settelment of convertible notes	-	-	-	-	1,898,000,000	1,898,000	-	-	375,000	(369,200)	-	1,903,800
Reverse acquisition of RAADR Distributions		-	75,000	75	-	-	-	-	-	(2,031,926)	-	(2,031,851)
Distributions	-	-	-	-	-	-	-	-	-	(1,548,963)	-	(1,548,963)
Other comprehensive loss	-	-	-	-	-	-	-	-	-		1,387,662	1,387,662
Net loss	-	-	-	-	-	-	-	-	-	(28,773,461)	-	(28,773,461)
Balance - Dec. 31, 2024	-	-	75,000	75	6,371,260,661	6,371,261	-	-	375,000	(35,686,984)	1,317,513	(27,623,135)
Investments in common stock	-	-	-	-	1,250,000,000	1,325,000	-	-	-		-	1,325,000
Warrants exchange to shares	-	-	-	-	375,000,000	375,000	-	-	(375,000)		-	-
Buyback of shares	-	-	-	-	(300,000)	(456)	300,000	456	-		-	-
Other comprehensive loss	-	-	-	-	-	-	-	-	-	(7)	(2,756,014)	(2,756,020)
Net loss	-	-	-	-	-	-	-	-	-	7,308,720	-	7,308,720
Balance - Dec. 31, 2025	-	-	75,000	75	7,995,960,661	8,070,805	300,000	456	-	(28,378,271)	(1,438,501)	(21,745,435)

TELEVANTIS, INC. AND WHOLLY OWNED SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(USD)

	Year Ended December 31,	
	2025	2024
Cash flows - Operating Activities		
Net income (loss)	7,308,720	(28,773,461)
Adjsutments to reconcile net income to net cash flows from operating activities		
Depreciation and amortization	290,009	1,306,643
Reduciton of operating lease right-of-use assets	45,256	49,114
Loss on extinguishment of debt	-	977,954
Deferred income taxes	7,522,464	(1,996,927)
Gain on sales of subsidiary	(34,323,141)	(1,154,000)
Credit losses	-	25,126,903
Stock-based compensation	4,130,000	1,150,000
Changes in operating assets and liabilities		
Accounts receivable	(101,606,292)	13,515,541
Other curent assets	(817,681)	907,054
Operating lease liability	-	(49,114)
Accrued expenses and other liabilities	108,382,531	(11,862,397)
Inome taxes payable, net	(84,219)	268,459
	(9,152,353)	(534,231)
Operating cash flows - discontinued operations	(6,647,031)	-
Net cash - Operating Activities	(15,799,384)	(534,231)
Cash flows - Investing Activities		
Purchase of fixed assets	(65,871)	-
Proceeds from prepayment of loan receivable	-	2,414,633
Investment in loan receivables	-	(91,987)
	(65,871)	2,322,646
Investing cash flows - discontinued operations	-	-
Net cash - Investing Activities	(65,871)	2,322,646
Cash flows - Financing Activities		
Proceeds from long-term debt	-	318,877
Proceeds from related party debt	-	1,207,597
Cash paid as distritubutions	(339,785)	(1,548,963)
Loans, net	(332,953)	
Investment receipts, net	1,249,544	
	576,806	(22,489)
Financing cash flows - discontinued operations	10,900,191	-
Net cash - Financing Activities	11,476,997	(22,489)
Effect of exchange rates on cash and cash equivalents	3,135,705	(441,858)
Net change - cash and cash equivalents	(1,252,553)	1,324,068
Cash and cash equivalents - beginning of period	1,421,223	97,155
Cash and cash equivalents - discontinued operations	(47,890)	-
Cash and cash equivalents - end of period	120,781	1,421,223

TELEVANTIS, INC. AND WHOLLY OWNED SUBSIDIARIES
Notes to Unaudited Consolidated Financial Statements
December 31, 2025

Note 1 – Nature of Operations

Basis of Presentation

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

In the opinion of the Company's management, the accompanying unaudited financial statements contain all of the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of Televantis Inc., a Nevada corporation (the "Company") as of December 31, 2025 and 2024, and the results of operations and cash flows for the periods presented.

Management acknowledges its responsibility for the preparation of the accompanying unaudited financial statements which reflect all adjustments, consisting of normal recurring adjustments, considered necessary in its opinion for a fair statement of its financial position and the results of its operations for the periods presented.

Note 2 – Going Concern and Management's Liquidity Plan

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

As shown in the accompanying financial statements, as of December 31, 2025, the Company had cash on hand of $120,781 and working capital deficit of $24,335,783. During the year ended December 31, 2025, the Company had net income of $7,308,720, which included profit from the sale of a subsidiary in the amount of $23,815,441.

The Company has incurred significant losses since its inception and has not demonstrated an ability to generate sufficient revenues from the sales of its products or services to achieve profitable operations. There can be no assurance that profitable operations will ever be achieved, or if achieved, could be sustained on a continuing basis. In making this assessment we performed an analysis of our current circumstances including: our financial position and our cash flows for the twelve months ended December 31, 2025, and our current capital structure including equity-based instruments and our obligations and debts.

The Company expects to continue to incur significant losses from operations and have negative cash flows from operating activities for the near-term. These losses could be significant as the Company has not yet generated revenues, but has continuing operating expenses including, but not limited to, compensation costs, professional fees, software development costs and regulatory fees.

Management's current business plan is primarily to: (i) pursue additional capital raising opportunities, (ii) continue to explore and execute prospective partnering ; and (iii) identify unique market opportunities that represent potential positive short-term cash flow.

The Company's existence is dependent upon management's ability to establish profitable operations and to obtain additional funding sources. There can be no assurance that the Company's financing efforts will result in profitable operations or the resolution of the Company's liquidity problems.

If the Company does not obtain additional capital, the Company will be required to reduce the scope of its business development activities or cease operations. The Company continues to explore obtaining additional capital financing and the Company is closely monitoring its cash balances, cash needs, and expense levels.

These factors create substantial doubt about the Company's ability to continue as a going concern within the twelve-month period subsequent to the date that these financial statements are issued. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Note 3 – Summary of Significant Accounting Policies

Business Segments and Concentrations

The Company uses the "management approach" to identify its reportable segments. The management approach requires companies to report segment financial information consistent with information used by management for making operating decisions and assessing performance as the basis for identifying the Company's reportable segments. The Company manages its business as one reportable segment.

Organization

The Company was organized March 29, 2006, under the laws of the State of Nevada, as White Dental Supply, Inc. On December 27, 2012, the Company formed two wholly owned subsidiaries, Choice One Mobile, Inc. and PITOOEY! Mobile, Inc., under the laws of the State of Nevada. On January 7, 2013, the Board of Directors of the Company authorized and a majority of the stockholders of the Company ratified, by written consent, resolutions to change the name of the Company to PITOOEY!, Inc. The name change was effective with the State of Nevada February 7, 2013. On February 6, 2013, the Company formed a wholly owned subsidiary, Rockstar Digital, Inc., under the laws of the State of Nevada. On October 31, 2013, the Company, as part of its settlement agreement with the employees of Rockstar Digital, ceased operations of its wholly owned subsidiary, Rockstar Digital, Inc. On July 29, 2015 until June 2, 2025, the Company changed their name to Raadr, Inc. On June 2, 2025 the Company changed their name to Telvantis Inc.

Business

Business Focus: Until the completion of the acquisitions of the Americrew subsidiaries, our current business will continue in the normal course.

Until October 8, 2024, the Company offered a unique software tool in www.raadr.com that allows individuals to monitor social media activity online.

Effective October 8, 2024, a change in control of the Company, in connection with our acquisitions (the Mexedia Acquisitions) of Telvantis Voice Services, Inc. (formerly Mexedia, Inc.), a Florida corporation with its operations headquartered in Miami, Florida (Telvantis Florida), and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida (Mexedia DAC) (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls the Company.

Effective December 31, 2024, the Company divested its pre-Acquisition Agreements business, by selling its discreet subsidiary, Signature Apps, Inc., a Colorado corporation, to New Generation Consumer Group, Inc., a publicly-traded Delaware corporation (symbol: NGCG). NCGC issued 100,000,000 shares of its common stock to the Company, in such transaction.

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

Use of Estimates and Assumptions

Preparing financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates, and those estimates may be material.

Changes in estimates are recorded in the period in which they become known. The Company bases its estimates on historical experience and other assumptions, which include both quantitative and qualitative assessments that it believes to be reasonable under the circumstances.

Cash

For purposes of the statements of cash flows, the Company considers all highly liquid instruments with a maturity of six months or less at the purchase date and money market accounts to be cash equivalents.

At December 31, 2025 and 2024, respectively, the Company did not have any cash equivalents.

The Company is exposed to credit risk on its cash and cash equivalents in the event of default by the financial institutions to the extent account balances exceed the amount insured by the FDIC, which is $250,000.

At December 31, 2025 and 2024, respectively, the Company did not experience any losses on cash balances in excess of FDIC insured limits.

Fair Value of Financial Instruments

The Company accounts for financial instruments under Financial Accounting Standards Board ("FASB") ASC 820, *Fair Value Measurements*. ASC 820 provides a framework for measuring fair value and requires disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the Company's principal or, in absence of a principal, most advantageous market for the specific asset or liability.

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs, when determining fair value.

The three tiers are defined as follows:

- Level 1 – Observable inputs that reflect quoted market prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 – Observable inputs other than quoted prices in active markets that are observable either directly or indirectly in the marketplace for identical or similar assets and liabilities; and
- Level 3 – Unobservable inputs that are supported by little or no market data, which require the Company to develop its own assumptions.

The determination of fair value and the assessment of a measurement's placement within the hierarchy requires judgment. Level 3 valuations often involve a higher degree of judgment and complexity. Level 3 valuations may require the use of various cost, market, or income valuation methodologies applied to unobservable management estimates and assumptions. Management's assumptions could vary depending on the asset or liability valued and the valuation method used. Such assumptions could include estimates of prices, earnings, costs, actions of market participants, market factors, or the weighting of various valuation methods. The Company may also engage external advisors to assist us in determining fair value, as appropriate. Although the Company believes that the recorded fair value of our financial instruments is appropriate, these fair values may not be indicative of net realizable value or reflective of future fair values. The Company's financial instruments, including cash, accounts payable and accrued expenses, and convertible notes payable, are carried at historical cost. As of December 31, 2025 and 2024, respectively, the derivative liabilities are considered a level 2 item.

ASC 825-10 *"Financial Instruments"* allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value ("fair value option"). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding financial instruments.

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, operating lease liabilities – current and operating lease liabilities - noncurrent on the balance sheets. The initial lease liability is equal to the future fixed minimum lease payments discounted using the Company's incremental borrowing rate, on a secured basis. The initial measurement of the right-of-use asset is equal to the initial lease liability plus any initial direct costs.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term.

Derivative Liabilities

The Company analyzes all financial instruments with features of both liabilities and equity under FASB ASC Topic No. 480, ("ASC 480"), "*Distinguishing Liabilities from Equity"* and FASB ASC Topic No. 815, ("ASC 815") "Derivatives and Hedging". Derivative liabilities are adjusted to reflect fair value at each reporting period, with any increase or decrease in the fair value recorded in the results of operations (other income/expense) as a gain or loss on the change in fair value of derivative liabilities. The Company uses a binomial pricing model to determine fair value of these instruments.

Upon conversion or repayment of a debt instrument in exchange for shares of common stock, where the embedded conversion option has been bifurcated and accounted for as a derivative liability (generally convertible debt and warrants), the Company records the shares of common stock at fair value, relieves all related debt, derivative liabilities, and any remaining unamortized debt discounts, and where appropriate recognizes a net gain or loss on debt extinguishment (debt based derivative liabilities). In connection with any extinguishments of equity based derivative liabilities (typically warrants), the Company records an increase to additional paid-in capital for any remaining liability balance extinguished.

Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date.

Income Taxes

The Company accounts for income tax using the asset and liability method prescribed by ASC 740, *"Income Taxes"*. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

The Company follows the accounting guidance for uncertainty in income taxes using the provisions of ASC 740 "Income Taxes". Using that guidance, tax positions initially need to be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities.

At December 31, 2025 and 2024, respectively, the Company had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

The Company recognizes interest and penalties related to uncertain income tax positions in other expense. No interest and penalties related to uncertain income tax positions were recorded for the years ended December 31, 2025 and 2024, respectively.

Advertising Costs

Advertising costs are expensed as incurred. Advertising costs are included as a component of general and administrative expense in the statements of operations.

The Company recognized $92,716 and $0 in marketing and advertising costs during the years ended December 31, 2025 and 2024, respectively.

Stock-Based Compensation

The Company accounts for our stock-based compensation under ASC 718 *"Compensation – Stock Compensation"* using the fair valuebased method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

The Company uses the fair value method for equity instruments granted to non-employees and uses the Black-Scholes model for measuring the fair value of options.

The fair value of stock-based compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

When determining fair value of stock options, the Company considers the following assumptions in the Black-Scholes model:

- Exercise price,
- Expected dividends,
- Expected volatility,
- Risk-free interest rate; and
- Expected life of option

Basic and Diluted Earnings (Loss) per Share

Basic earnings per share is calculated using the two-class method and is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding and certain other shares committed to be, but not yet issued. Net earnings available to common shareholders represent net earnings to common shareholders reduced by the allocation of earnings to participating securities. Losses are not allocated to participating securities. Common shares outstanding and certain other shares committed to be, but not yet issued, include restricted stock and restricted stock units ("RSUs") for which no future service is required.

Diluted earnings per share is calculated under both the two-class and treasury stock methods, and the more dilutive amount is reported. Diluted earnings per share is computed by taking the sum of net earnings available to common shareholders, dividends on preferred shares and dividends on dilutive mandatorily redeemable convertible preferred shares, divided by the weighted average number of common shares outstanding and certain other shares committed to be, but not yet issued, plus all dilutive common stock equivalents outstanding during the period (stock options, warrants, convertible preferred stock, and convertible debt).

Preferred shares and unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating in securities and, therefore, are included in the earnings allocation in computing earnings per share under the two-class method of earnings per share.

Unvested shares of common stock are excluded from the denominator in computing net loss per share.

Restricted stock and RSUs granted as part of share-based compensation contain nonforfeitable rights to dividends and dividend equivalents, respectively, and therefore, prior to the requisite service being rendered for the right to retain the award, restricted stock and RSUs meet the definition of a participating security. RSUs granted under an executive compensation plan are not considered participating securities as the rights to dividend equivalents are forfeitable.

Related Parties

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests.

In November 2024, the Company entered into an employment agreement with its Chief Executive Officer, pursuant to which Mr. Contreras is paid an annual salary of $100,000 and is paid an additional $2,111 per month to cover Mr. Contreras' health insurance premiums and similar items.

Recent Pronouncements

Management does not believe that any other recently issued, but not yet effective, authoritative guidance, if currently adopted, would have a material impact on the Company's consolidated financial statement presentation or disclosures.

Note 4 - Promissory Notes

Convertible Promissory Notes

During 2024 the following convertible promissory notes were issued to executives and to third parties in the principal amount of $690,000 with an outstanding balance of $703,468 as of December 31, 2025, equivalent to 2,344,893,333 shares.

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[3]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
Nov 15, 2024	50,000	54,750	Nov 15, 2025	25% discount to lowest bid price on day preceding	0	273.750.000	Daniel Contreras	Performance Bonus
Nov 15, 2024	300,000	328,500	Nov 15, 2025	25% discount to lowest bid price on day preceding	0	1.642.500.000	Orlando Taddeo	Performance Bonus
Nov 15, 2024	300,000	328,500	Nov 15, 2025	25% discount to lowest bid price on day preceding	0	1.642.500.000	Orlando Taddeo	Performance Bonus
Nov 15, 2024	200,000	219,000	Nov 15, 2025	25% discount to lowest bid price on day preceding	0	1.095.000.000	Daniel Gilcher	Performance Bonus
Nov 15, 2024	200,000	219,000	Nov 15, 2025	25% discount to lowest bid price on day preceding	0	1.095.000.000	Daniel Gilcher	Performance Bonus
July 15, 2024	60,000	66,000	July 15, 2024	25% discount to lowest bid price on day preceding	0	330.000.000	NLF Support Services, LLC (Eric Newlan)	Legal Services
July 15, 2024	40,000	44,000	July 15, 2024	25% discount to lowest bid price on day preceding	0	220.000.000	NLF Support Services, LLC (Eric Newlan)	Legal Services

[3] 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.

May 17, 2025	100,000	104,666	May 17, 2026	25% discount to lowest bid price on day preceding	0	523.330.000	NLF Support Services, LLC (Eric Newlan)	Legal Services
	Total Outstanding Balance:	1,364,416		**Total Shares:**	-0-	6,822,080,000		

Note 5 - Capital

Authorized Shares

As of December 31, 2025, the Company is authorized to issue 15,000,000,000 shares of $0.001 par value common stock and 101,000,000 shares of $0.001 par value preferred stock (of which 20,000,000 have been designated as Series A Preferred Stock, 1,000,000 have been designated as Series E Preferred Stock, 75,000 have been designated as Series F Preferred Stock and 7,925,000 shares of preferred stock are available for the Company to assign or designate such provisions or preferences as may be assigned by the Board of Directors).

Series F Preferred Stock

Designation and Amount. 75,000 shares were designated as Series F Preferred Stock.

Voting Rights. The holders of the Series F Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Dividends. The Series F Preferred Stock shall be treated pari passu with the Company's common stock, except that the dividend on each share of Series F Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Company's common stock multiplied by the conversion rate.

Conversion Rate. The Series F Preferred Stock shall be convertible into shares of the Company's common stock, as follows: each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.001 percent (0.001%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series F Preferred Stock would convert into one percent (1%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion. A holder of shares of Series F Preferred Stock shall be required to convert all of such holder's shares of Series F Preferred Stock, should any such holder exercise his, her or its rights of conversion.

Note 6 – Acquisitions; Change in Control

Effective October 8, 2024, a change in control of our company, in connection with our acquisitions (the Mexedia Acquisitions) of Mexedia, Inc., a Florida corporation with its operations headquartered in Miami, Florida (Telvantis Florida), and Mexedia DAC, an Ireland corporation now wholly owned by Telvantis Florida (Mexedia DAC) (Telvantis Florida and Mexedia DAC are referred to as the Mexedia Companies). Following these transactions, Mexedia SPA controls our company. However, it is intended that, as soon as possible and in keeping with applicable Italian corporate laws and applicable Euronext Growth Paris exchange rules, Mexedia SPA would distribute to its shareholders the control shares issued to it pursuant to the Acquisition Agreements.

In connection with the Mexedia Acquisitions, Jacob DiMartino resigned as the Sole Director and Officer of our company and the following persons were appointed: Daniel Contreras, Chief Executive Officer and Director; Orlando Taddeo, President and Director; and Daniel Gilcher, Chief Financial Officer, Secretary, Treasurer and Director.

Acquisitions of the Mexedia Companies. Pursuant to separate Share Exchange Agreements (the "Acquisition Agreements"), we acquired 100% ownership of Telvantis Florida by the issuance of 40,000 shares of Series F Preferred Stock to Mexedia SPA and 100% ownership of Mexedia DAC by the issuance of 35,000 shares of _Series F Preferred Stock to Mexedia SPA_. Except for the consideration paid under the Acquisition Agreements, the Acquisition Agreements are substantially identical and contain the following provisions, among other customary provisions:

Regulation A Offering. Should we fail to have filed an Offering Statement on Form 1-A pursuant to Regulation A of the Securities and Exchange Commission (the "Reg A Offering"), on or before October 28th, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.

Reg A Offering Proceeds. Should we fail to have obtained the sum of $1,500,000 in proceeds from the Reg A Offering, on or before the date that is six (6) months from the date of the SEC's qualification of the Reg A Offering, Mexedia SPA has the right, but not the obligation, to rescind the Acquisition Agreements. This condition subsequent has been waived by Mexedia SPA.

Regulation A Offering 2025. On April 11, 2025, the Company's Regulation A offering of up to 1.5 billion shares of common stock was qualified by the SEC (SEC File No. 024-12538). During year ended December 31, 2025, the Company sold a total of 1,250,000,000 shares for a total of $ 1,250,000 in cash. On October 15, 2025, the Company's terminated its Regulation A offering.

Divestiture. Should we fail to have divested of our pre-closing operations, which divestiture shall include all debts, other than the trade payables of our company, as of the closing date of the Mexedia Acquisitions, on or before December 31, 2024, Mexedia SPA shall have the right, but not the obligation, to rescind the Acquisition Agreements. This condition has been satisfied by our company.

Effective December 31, 2024, pursuant to a Share Exchange Agreement (the "Divestiture Agreement"), the company sold its pre-changein-control operations to New Generation Consumer Group, Inc., a publicly-traded Delaware corporation (symbol: NGCG), in exchange for 100,000,000 shares, or approximately 7%, of NGCG's common stock, which shares were valued at $0.0006 per share, the closing price of NGCG's common stock on December 31, 2024, or $60,000, in the aggregate. However, for financial reporting purposes, we have assigned no value to such shares in the accompanying financial statements, given their restricted nature and expect two-year holding period. At the time of closing of the Divestiture Agreement, the sole officer and director of NCGC was Jacob DiMartino, the former officer and director of our company. No standard method of valuation was used in determining the number of shares of NGCG common stock that was issued by NGCG to our company.

Effective December 31, 2025, the Company entered into a Definitive Stock Purchase Agreement (the "Purchase Agreement") with Spectral Capital Corporation, a Nevada corporation (the "Buyer"), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the "Acquired Company").

Redemption Agreement. In connection with the Acquisition Agreements, our company and JanBella entered into the Redemption Agreement, pursuant to which JanBella sold 100% of the then-outstanding shares of Series E Preferred Stock to our company in exchange for the Redemption Note.

The principal amount of the Redemption Note is $540,000, with interest at 8% per annum and a maturity date of October 8, 2025. Under the Redemption Note, we are required to pay, on a monthly basis, 40% of the proceeds from the Reg A Offering that exceeds $100,000, until the principal and interest shall have been paid.

Following the date of payment in full of the principal balance of the Redemption Note (the "Balance Date"), we are to pay JanBella up to an additional $1,260,000 as additional principal (the "Additional Principal"), whether through monthly payments of 10% of Reg A Offering proceeds and/or, for a period of 18 months immediately following the issue date of the Redemption Note, 10% of funds obtained by our company from any third-party.

Pledge Agreement and Guaranty. In connection with the Acquisition Agreements, JanBella and Mexedia SPA entered into a pledge agreement (the "Pledge Agreement") and a guaranty ("Guaranty") with respect to our company's obligations under the Redemption Note.

Specifically, the Pledge Agreement and the Guaranty relate to our company's timely payment of the $540,000 principal balance and accrued interest on the Redemption Agreement.

Amendment and Settlement of Secured Promissory Note. On May 12, 2025, the Company entered into an Amendment to Secured Promissory Note (the "Amendment") with JanBella Group, LLC ("JanBella"). The Amendment amends that certain Secured Promissory Note dated October 8, 2024, $540,000 principal amount, in favor of JanBella, and due October 8, 2025 (the "Redemption Note"). Pursuant to a settlement agreement, the Company settled all amounts due under the Redemption Note by the payment of $400,000 to JanBella.

Share Cancellation Agreements. In connection with the Acquisition Agreements, our company entered into three separate share cancellation agreement (the "Share Cancellation Agreements") with Dean Richards, Brenda Whitman and Christina Upham, respectively. Pursuant to the Share Cancellation Agreements, a total of 1,700,000,000 shares of our common stock were cancelled.

Note 7– Loan Transaction with Americrew, Inc.

Pursuant to a Securities Purchase Agreement dated as of July 10, 2025, the Company has made a total of $750,000 in loans (three tranches of $250,000) to Americrew, Inc. In consideration of such loans, Americrew delivered a secured promissory note in the principal amount of $750,000, with each tranche, together with accrued interest at 8% per annum, being due and payable one year from the date of the Company's delivery of each such tranche. The loan to Americrew is nominally secured by a pledge of a super-majority of the outstanding shares of common stock of Americrew; however, the subject shares have not yet been delivered into escrow. Should the acquisitions of the Americrew subsidiaries, the entire loan amount would be forgiven by the Company.

Note 8 - Related Party Transactions

Effective June 30, 2024, the Company determined that the amount owing to its former Chief Executive Officer in the total amount of $$752,921 should be written off and such amount was included in the gain on write-off of debt for the year ended December 31, 2024.
In November 2024, the Company paid bonuses to its executive officers, as follows:

•We issued a $50,000 principal amount convertible promissory note to our Chief Executive Officer, Daniel Contreras, in payment of a performance bonus, which convertible promissory note was amended and restated on February 17, 2025.

•We issued a $300,000 principal amount convertible promissory note to our President, Orlando Taddeo, in payment of a performance bonus, which convertible promissory note was amended and restated on February 17, 2025.

•We issued a $300,000 principal amount convertible promissory note to our President, Orlando Taddeo, in payment of a bonus associated with Mexedia DAC's debt restructuring, which convertible promissory note was amended and restated on February 17, 2025.

•We issued a $200,000 principal amount convertible promissory note to our Chief Financial Officer, Daniel Gilcher, in payment of a performance bonus (this note was issued in the name of Otus, LLC, a company owned by Mr. Gilcher), which convertible promissory note was amended and restated on February 17, 2025.

•We issued a $200,000 principal amount convertible promissory note to our Chief Financial Officer, Daniel Gilcher, in payment of a bonus associated with Mexedia DAC's debt restructuring (this note was issued in the name of Otus, LLC, a company owned by Mr. Gilcher), which convertible promissory note was amended and restated on February 17, 2025.
Each of Messrs. Contreras, Taddeo and Otus, LLC has waived his or its respective rights to convert his or its respective

convertible promissory notes into shares of common stock qualified in the Reg A offering. In the future, it is possible that our company and such noteholders may agree, depending on then-stock market conditions and other business factors, to a restoration of such conversion rights. No prediction can be made, in this regard.

Note 9 – Credit Facility

Effective October 31, 2024, Mexedia DAC, Phonetime and Matchcom became obligors under a $45 million credit facility (the “Fasanara Facility”) established to supplement the cash flow of Telvantis Florida (Mexedia DAC is only an administrative support entity). The liquidity provided by the Fasanara Facility is expected to facilitate sales growth of Telvantis Florida. Substantially all of the assets of the Mexedia Companies are pledged to securitize the Fasanara Facility. The credit facility agreement is with Fasanara Securitisation S.A. (“Fasanara”). An uncured default under the Fasanara Facility could result in our company’s losing ownership of the Mexedia Companies pursuant to a foreclosure action of Fasanara. If such an event were to occur, our company would no longer have any business operations.

Note 10 – Regulation A Offering

On April 11, 2025, the Company’s Regulation A offering of up to 1.5 billion shares of common stock was qualified by the SEC (SEC File No. 024-12538). During the nine months ended September 30, 2025, the Company sold a total of 1,250,000,000 shares for a total of $ 1,250,000 in cash. On October 15, 2025, the Company’s terminated its Regulation A offering.

Note 11 – Approval of Share Buyback

In April 2024, the Company’s board of directors approved a share buyback program of up to $1.0 million for the market purchase of its common stock. The Company repurchased a total of 300,000 shares during 2025.

Note 12 – Amendment of Secured Promissory Note

On May 12, 2025, the Company entered into an Amendment to Secured Promissory Note (the “Amendment”) with JanBella Group, LLC (“JanBella”). The Amendment amends that certain Secured Promissory Note dated October 8, 2024, $540,000 principal amount, in favor of JanBella, and due October 8, 2025 (the “Redemption Note”). Pursuant to a settlement agreement, the Company settled all amounts due under the Redemption Note by the payment of $400,000 to JanBella.

Note 13 –Sale of Telvantis Voice Services, Inc.

On December 29, 2025, the Company entered into a Definitive Stock Purchase Agreement (the “Purchase Agreement”) with Spectral Capital Corporation, a Nevada corporation (the “Buyer”), pursuant to which the Company agreed to sell 100% of the issued and outstanding shares of Telvantis Voice Services, Inc., a Florida corporation (the “Acquired Company”).

Under the terms of the Purchase Agreement, the Buyer agreed to issue an aggregate of up to 10,000,000 shares of it’s common stock as consideration for the acquisition, consisting of:

- 1,500,000 shares of the Buyer’s common stock issued at closing; and
- Up to 8,500,000 additional shares issuable subject to the achievement of specified post-closing performance milestones tied to the Acquired Company’s revenue and operating profit during fiscal year 2026.

All shares issued pursuant to the Purchase Agreement are subject to a twelve-month lock-up, beneficial ownership limitations (including a 4.9% ownership cap), and additional transfer restrictions. The Purchase Agreement also includes earn-out provisions, minimum share value protections, rescission rights under certain circumstances, indemnification provisions, and customary representations, warranties, and covenants of the parties.
The parties intend that the transaction qualify as a tax-free reorganization under Section 368(a)(1)(B) of the Internal Revenue Code.

Note 14 – Agreement to Acquire Americrew Subsidiaries

In October 2025, the Company entered into definitive agreements to acquire two operating subsidiaries of AmeriCrew Inc., a publicly-traded company (symbol: ACRU). These acquisitions are in line with the Company's US-based growth strategy in a new, high growth vertical. The to-be-acquired AmeriCrew subsidiaries operate on a unique veteran and workforce development employment and apprenticeship model that supports the communities it services with a scalable, high-quality workforce model. The Company intends that the combined companies will continue to rapidly expand their US footprint in the fiber, 5G wireless and Fixed Wireless Access (FWA) connectivity and edge-datacenter space. The closing of the acquisition is subject to customary approvals and is expected to occur the second quarter of 2026.

* * * End of Report ***