

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

## **Branded Legacy, Inc.**

**Incorporated in the State of Utah  
37 North Orange Ave Suite 304  
Orlando, FL 32801  
Phone: 407-377-0642**

**[www.brandedlegacy.com](http://www.brandedlegacy.com)**

**[www.elev8hemp.com](http://www.elev8hemp.com)**

**[www.spikescbd.com](http://www.spikescbd.com)**

**[info@brandedlegacy.com](mailto:info@brandedlegacy.com)**

**SIC CODE: 2080**

## **Annual Report**

**For the Period Ending: December 31, 2021  
(the "Reporting Period")**

As of 12/31/2021, the number of shares outstanding of our Common Stock was: 438,982,816

As of 09/30/2021, the number of shares outstanding of our Common Stock was: 238,982,816

As of 12/31/2021, the number of shares outstanding of our Common Stock was: 438,982,816

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

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

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

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

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

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

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

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

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

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

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

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

\_\_\_\_\_

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

\_\_\_\_\_

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

Company Headquarters

Address: 37 N Orange Ave #304  
Orlando, FL 32801

Phone: 407-377-0642

Email: [info@elev8hemp.com](mailto:info@elev8hemp.com)

Websites: [www.BrandedLegacy.com](http://www.BrandedLegacy.com)  
[www.Elev8Hemp.com](http://www.Elev8Hemp.com)  
[www.SpikesCBDX.com](http://www.SpikesCBDX.com)

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

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

\_\_\_\_\_

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

\_\_\_\_\_

## 2) Security Information

Trading symbol:	<u>BLEG</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>10528L105</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>900,000,000</u>	as of date: 12/31/2021
Total shares outstanding:	<u>438,982,816</u>	as of date: 12/31/2021
Number of shares in the Public Float <sup>2</sup> :	<u>49,897,887</u>	as of date: 12/31/2021
Total number of shareholders of record:	<u>883</u>	as of date: 12/31/2021

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

Trading symbol:	<u>BLEG</u>	
Exact title and class of securities outstanding:	<u>Preferred Series A</u>	
CUSIP:	<u>10528L105</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>2,500,000</u>	as of date: 12/31/2021
Total shares outstanding:	<u>2,200,000</u>	as of date: 12/31/2021

Trading symbol:	<u>BLEG</u>	
Exact title and class of securities outstanding:	<u>Preferred Series B</u>	
CUSIP:	<u>10528L105</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>7,500,000</u>	as of date: 12/31/2021
Total shares outstanding:	<u>0</u>	as of date: 12/31/2021

Trading symbol:	<u>BLEG</u>	
Exact title and class of securities outstanding:	<u>Preferred Series C</u>	
CUSIP:	<u>10528L105</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>0</u>	as of date: 12/31/2021
Total shares outstanding:	<u>0</u>	as of date: 12/31/2021

Trading symbol:	<u>BLEG</u>	
Exact title and class of securities outstanding:	<u>Preferred Series D</u>	
CUSIP:	<u>10528L105</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>6,200,000</u>	as of date: 12/31/2021
Total shares outstanding:	<u>2,495,325</u>	as of date: 12/31/2021

Trading symbol:	<u>BLEG</u>	
Exact title and class of securities outstanding:	<u>Preferred Series E</u>	
CUSIP:	<u>10528L105</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	<u>3,800,000</u>	as of date: 12/31/2021
Total shares outstanding:	<u>3,800,000</u>	as of date: 12/31/2021

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

## Transfer Agent

Name: Action Stock Transfer Corporation  
Phone: (801) 274-1088  
Email: [jb@actionstocktransfer.com](mailto:jb@actionstocktransfer.com)  
Address: 2469 E. Fort Union Blvd., Suite 214  
Salt Lake City, UT 84121

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### 3) Issuance History

#### A. Issuance in chronological order

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 12/31/2019 Common: 568,586,217 Preferred: <u>7,936,681</u>			*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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>3/25/2020</u>	<u>New Issuance</u>	250,000	Preferred D	<u>.0001</u>	<u>Yes</u>	Martin Del Monte	<u>Investment</u>	<u>Restricted</u>	<u>None</u>
<u>7/9/2020</u>	<u>New Issuance</u>	15,000,000	common	<u>.001</u>	<u>No</u>	Jermain Strong	<u>Employment</u>	<u>Restricted</u>	<u>None</u>
<u>7/9/2020</u>	<u>New Issuance</u>	5,000,000	common	<u>.001</u>	<u>No</u>	Phillip Friedman	<u>Board Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>7/28/2020</u>	<u>New Issuance</u>	3,078,540	common	<u>.001</u>	<u>No</u>	Matthew Nicoletti	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>8/10/2020</u>	<u>New Issuance</u>	20,000,000	common	<u>.001</u>	<u>No</u>	Jermain Strong	<u>Amended Employment Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/24/2020</u>	<u>New Issuance</u>	87,500	common	<u>.001</u>	<u>No</u>	Mark Parson	<u>Advisory Board Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>8/24/2020</u>	<u>New Issuance</u>	33,334	common	<u>.001</u>	<u>No</u>	Ryan Medico	<u>Employment Agreement</u>	<u>Restricted</u>	<u>None</u>

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<a href="#"><u>10/14/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Marcus Cromartie	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>10/14/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Brandon James	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>10/14/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	David M Weaver Jr	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>10/14/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Willie Perry	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>10/14/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Marquise Williams	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>10/14/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	James Alsop	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>10/30/2020</u></a>	<a href="#"><u>New Issuance</u></a>	4,410,000	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Ryan Medico	<a href="#"><u>Conversion of Preferred</u></a>	<a href="#"><u>Unrestricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>11/23/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Travis Carter	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>11/23/2020</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Ryan Hudson	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>1/28/2021</u></a>	<a href="#"><u>New Issuance</u></a>	15,000,000	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Brandon Spikes	<a href="#"><u>Employment Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>2/1/2021</u></a>	<a href="#"><u>New Issuance</u></a>	7,000,000	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Jamie Collins	<a href="#"><u>Consulting</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>2/1/2021</u></a>	<a href="#"><u>New Issuance</u></a>	7,000,000	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Sammy Watkins	<a href="#"><u>Consulting</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>3/4/2021</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Joe McDonald Jr	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>3/10/2021</u></a>	<a href="#"><u>New Issuance</u></a>	1,102,080	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Jeffrey Bloss	<a href="#"><u>Conversion Preferred</u></a>	<a href="#"><u>Unrestricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>3/10/2021</u></a>	<a href="#"><u>New Issuance</u></a>	1,102,080	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Mark Thomas	<a href="#"><u>Conversion Preferred</u></a>	<a href="#"><u>Unrestricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>3/10/2021</u></a>	<a href="#"><u>New Issuance</u></a>	1,102,080	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Andy Holloway	<a href="#"><u>Conversion Preferred</u></a>	<a href="#"><u>Unrestricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>3/17/2021</u></a>	<a href="#"><u>New Issuance</u></a>	87,500	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Zachary Brown	<a href="#"><u>Advisory Board Agreement</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>3/25/2021</u></a>	<a href="#"><u>New Issuance</u></a>	1,102,080	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	William Wrisinger	<a href="#"><u>Conversion Preferred</u></a>	<a href="#"><u>Unrestricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>4/28/2021</u></a>	<a href="#"><u>New Issuance</u></a>	5,001,000	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Martin DelMonte	<a href="#"><u>Conversion Preferred</u></a>	<a href="#"><u>Unrestricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>5/28/2021</u></a>	<a href="#"><u>New Issuance</u></a>	22,000,000	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Matthew Nichols	<a href="#"><u>Addendum to Employment</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>
<a href="#"><u>9/9/2021</u></a>	<a href="#"><u>New Issuance</u></a>	80,000,000	common	<a href="#"><u>.001</u></a>	<a href="#"><u>No</u></a>	Brandon Spikes	<a href="#"><u>Addendum to Employment</u></a>	<a href="#"><u>Restricted</u></a>	<a href="#"><u>None</u></a>

<u>9/16/2021</u>	<u>New Issuance</u>	16,800,000	common	<u>.001</u>	<u>No</u>	RB Crown Consulting, LLC – Ryan Medico	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>9/22/2021</u>	<u>New Issuance</u>	18,960,000	common	<u>.001</u>	<u>No</u>	Ryan Medico	<u>Conversion Preferred</u>	<u>Unrestricted</u>	<u>None</u>
<u>9/23/2021</u>	<u>New Issuance</u>	333,000	Preferred D	<u>.0001</u>	<u>No</u>	R&J Management Group, LLC – Jamie Collins	<u>Consulting</u>	<u>Restricted</u>	<u>None</u>
<u>9/23/2021</u>	<u>New Issuance</u>	12,500,000	Common	<u>.001</u>	<u>No</u>	R&J Management Group, LLC - Jamie Collins	<u>Consulting</u>	<u>Restricted</u>	<u>None</u>
<u>12/14/2021</u>	<u>New Issuance</u>	120,000,000	Common	<u>.001</u>	<u>No</u>	Brandon Spikes	<u>Addendum to Employment Agreement</u>	<u>Restricted</u>	<u>None</u>
<u>12/14/2021</u>	<u>New Issuance</u>	60,000,000	Common	<u>.001</u>	<u>No</u>	Brandon White	<u>Employment</u>	<u>Restricted</u>	<u>None</u>
<u>12/14/2021</u>	<u>New Issuance</u>	20,000,000	Common	<u>.001</u>	<u>No</u>	Matthew Nichols	<u>Addendum to Employment</u>	<u>Restricted</u>	<u>None</u>
Shares Outstanding on Date of This Report:									
	<u>Ending</u>	<u>Balance</u>							
<u>Ending Balance:</u>									
Date <u>12/31/2021</u> Common: <u>438,492,816</u> Preferred: <u>9,375,325</u>									

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

### 4) Financial Statements

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

☒ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Brandon Spikes  
Title: Chairman  
Relationship to Issuer: Corporate Officer

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

## C. Balance Sheet - Unaudited

Branded Legacy, Inc.  
Consolidated Balance Sheet  
Period Ending  
31-Dec-21

	December 31, 2021	December 31, 2020
<b>ASSETS</b>		
Current Assets		
Cash	\$1,420	\$5,802
Accounts Receivable	\$ 21,305.00	\$43,554
Inventory	\$83,687	\$89,315
Total Current Assets	\$106,412	\$138,671
Fixed Assets		
Accumulated Depreciation	\$ (10,748)	
Equipment		\$18,065
	\$ -	\$7,318
Other Assets		
Right of Use Assets	\$13,992	\$4,500
Net Assets of Discontinued Operation		
<b>Total Assets</b>	<b>\$120,404</b>	<b>\$150,489</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
Current Liabilities		
Accounts Payable	\$ 56,956.00	\$42,979
Outstanding Checks		
Payroll Liabilities		\$626
Lease Liability	\$13,992	\$4,500
Total Current Liabilities	\$70,948	\$48,106
Long-Term Liabilities		
Government Loan	\$1,500,000	\$1,500,000
Promissory Note	\$81,800	\$81,800
	\$338,750	\$69,250
Total Long-Term Liabilities	\$1,920,550	\$1,651,050
<b>Total Liabilities</b>	<b>\$1,991,498</b>	<b>\$1,699,156</b>
Stockholder's Equity (Deficit)		
Common Stock		
par value \$.001 438,982,816 shares issued and outstanding at December 31, 2021	\$11,665	\$6,174
Capital Preferred Stock		
Par value \$.0001 9,375,325 shares issued and outstanding at December 31, 2021	\$871	\$883
Additional Paid in Capital	\$1,281,147	\$1,281,147
Accumulated (Deficit)	(\$2,850,972)	(\$2,836,871)
Net Income (Loss)	(\$313,805)	
Net Gain or Loss of Discontinued Operations		
<b>Total Equity (Deficit)</b>	<b>(\$1,871,094)</b>	<b>(\$1,548,667)</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$120,404</b>	<b>\$150,489</b>

D. Statement of Income - Unaudited

Branded Legacy, Inc.  
Consolidated Statement of Operations  
Quarter Ending  
31-Dec-21

	December 31,	
	2021	2020
Revenue, Net	\$ 64,255	\$ 100,626
Cost of Goods Sold	\$ 33,186	\$ 77,975
Gross Profit	\$ 31,069	\$22,651
Expenses		
General and Administrative	\$ 252,287	\$ 244,124
Sales and Marketing	\$ 92,586	\$76,989
Total Expenses	\$ 344,873	\$321,113
Net Income (Loss)	(\$313,805)	(\$298,462)
Loss Per Common Share	\$0.00	(\$0.02)
Weighted Average Common Shares Outstanding	1,895,287	1,895,287



## E. Statement of Cash Flows - Unaudited

Elev8 Brands, Inc.  
Consolidated Statement of Cash Flows  
Year Ending  
31-Dec-20

	December 31, 2021	December 31, 2020
	Total	Total
<b>OPERATING ACTIVITIES</b>		
Net Income	(\$313,805)	(\$298,461)
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Receivable	\$15,272	\$1,816
Depreciation Expense		\$3,613
Purchase (Sales) of Inventory	\$5,775	(\$19,745)
Cash from discontinued operations		
Accounts Payable	\$13,350	\$20,011
Notes Payable		
Lease Liability	\$9,492	
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$43,889	\$5,694
Net cash provided by operating activities	(\$269,916)	(\$292,767)
<b>INVESTING ACTIVITIES</b>		
Purchase of Equipment		\$28,900
Right of Use Assets	(\$9,492)	
Net cash provided by investing activities	(\$9,492)	\$28,900
<b>FINANCING ACTIVITIES</b>		
Borrowing (Repayment) of Note Payable		
Notes Payable	\$269,500	(\$65,700)
Members Equity Adjustment	\$46	
APIC		\$843,677
Cash for Common Stock	\$5,492	(\$174,437)
Cash for Preferred Stock	(\$12)	(\$332,224)
Net cash provided by financing activities	\$275,026	\$271,317
Net cash increase for period	(\$4,382)	\$7,450
Cash at beginning of period	\$5,802	(\$1,648)
Cash at end of period	\$1,420	\$5,802

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

Branded Legacy, Inc. Consolidated Statements of Stockholder's (Deficit)							
	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
<b>Balance December 31, 2020</b>	<b>50,138,496</b>	<b>6,174</b>	<b>9,495,147</b>	<b>883</b>	<b>1,281,147</b>	<b>(2,850,972)</b>	<b>(1,562,767)</b>
Conversion of Preferred D	4,408,320	7	(73,472)	(7)			
Preferred D Issued for service			300,000	30			291
Common share issued services	29,175,000	291					291
Correcting Entry to account for deficit of Blessed Bean & O2 Breathe						(21,492)	(21,492)
Net Income (Loss)						(52,495)	(52,495)
<b>Balance March 31, 2021</b>	<b>83,721,816</b>	<b>6,472</b>	<b>9,721,675</b>	<b>906</b>	<b>1,281,147</b>	<b>(2,924,966)</b>	<b>(1,636,434)</b>
Conversion of Preferred D	5,001,000	8	(83,350)	(8)			
Common share issued services	22,000,000	2,200					2,200
Net Income (Loss)						(106,706)	(106,706)
<b>Balance June 30, 2021</b>	<b>110,722,816</b>	<b>8,680</b>	<b>9,638,325</b>	<b>897</b>	<b>1,281,147</b>	<b>(3,031,666)</b>	<b>(1,740,940)</b>
Conversion of Preferred D	35,760,000	60	(596,000)	(60.00)			
Preferred Issued per Consulting Agreement			333,000	33			33
Common share issued services	92,500,000	925					925
Net Income (Loss)						(37,152)	(37,152)
<b>Balance September 30, 2021</b>	<b>238,982,816</b>	<b>9,665</b>	<b>9,375,325</b>	<b>871</b>	<b>1,281,147</b>	<b>(3,068,818)</b>	<b>(1,777,134)</b>
Conversion of Preferred D							
Preferred Issued per Consulting Agreement							
Common share issued services	200,000,000	2,000					2,000
Net Income (Loss)						(95,960)	(95,960)
<b>Balance December 31, 2021</b>	<b>438,982,816</b>	<b>11,665</b>	<b>9,375,325</b>	<b>871</b>	<b>1,281,147</b>	<b>(3,164,778)</b>	<b>(1,871,094)</b>

G. Financial notes; and

**Branded Legacy, Inc.**

**NOTES TO FINANCIAL STATEMENTS**

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

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

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

### **Method of Accounting**

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

### **Cash and Cash Equivalents**

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

### **Accounts Receivable**

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

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

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

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

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

## **Inventories**

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

## **Depreciation**

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

## **Branded Legacy, Inc.**

### **NOTES TO FINANCIAL STATEMENTS**

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

##### **Use of Estimates**

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

##### **Revenue Recognition**

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

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

Private Label Customers are wholesale distributors of the Company’s product, under their own wholesale private label brand. The products are made to Company specifications and shipped directly to the wholesaler. The pricing is predicated upon a volume discount negotiated at the time of the placement of the orders. Product is produced and labeled in the Longwood manufacturing facility and shipped directly to the Private Label customer who re-distributes to their retail and other customers. The products are fully paid when shipped.

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

## NOTE 4 – Leasing

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

	2021	2022						
Payments	\$ 1,272							
PV of Lease Liability	\$ 13,992							
	Lease Expense	Cash Payment	Tax	Liability Amortization	Unamortized Liability		ROU Amortization	ROU Balance
Year End	(A)	(B)	( C)=( D)*6%	( B)-( C)	( D)		( A)-( C)	
12/31/2021	\$ 1,272				\$ 13,992			\$ 13,992
3/31/2022	\$ 3,816.00			\$ 3,816.00	\$ 10,176.00		\$ 3,816.00	\$ 10,176.00
6/30/2022	\$ 3,816.00			\$ 3,816.00	\$ 6,360.00		\$ 3,816.00	\$ 6,360.00
9/30/2022	\$ 3,816.00			\$ 3,816.00	\$ 2,544.00		\$ 3,816.00	\$ 2,544.00
11/30/2022	\$ 2,544.00			\$ 2,544.00	\$ -		\$ 2,544.00	\$ -
	\$ 13,992.00	\$ -	\$ -	\$ 13,992.00			\$ 13,992.00	

## **NOTE 5 – Going Concern**

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

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

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

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

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

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

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

As of December 31, 2021, there are no related party transactions.

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

Blessed Bean Coffee, LLC as of March 31, 2020 exercised the clause in the acquisition agreement to separate from Branded Legacy, Inc. and remain a private company. Blessed Bean Coffee will remain Elev8 Hemp's manufacturer for its hemp and CBD coffees and teas. Both Branded Legacy and Blessed Bean Coffee wrote this acquisition to allow both Companies a working relations ship with a relationship with an option to exit. There was no payout from Blessed Bean Coffee for this transaction. All assets and liabilities remain with Blessed Bean Coffee.

Below is a table of the operating results of the Company's discontinued operations Net income (loss) from discontinued operations to tie out FSs.

Revenue, Net	\$	59,013.85
Cost of Goods Sold	\$	2,130.00
Gross Profit	\$	56,883.85
Expenses		
General and Administrative	\$	50,302.40
Sales and Marketing		4,207.99
Total Expenses	\$	54,510.39
Net Income (Loss)	\$	2,373.46



**Branded Legacy, Inc.**

**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 8 – Stock**

**Preferred Stock**

Preferred A Stock shall have the right to one vote per each share of Series A Preferred Stock that they hold and convert on a one-to-one basis.

Preferred B Stock will convert on a ten to one basis and shall have the right to one vote per each share of Series B Preferred Stock that they hold.

Series D Preferred Stock subject to conversion shall be convertible into 60 shares of Common Stock

Series E Preferred Stock subject to conversion shall be convertible into 30 shares of Common Stock

Preferred stock consists of 10,000,000 shares authorized at \$0.0001 par value. On December 31, 2021, there were 2,200,000 Preferred A shares issued and outstanding, 2,495,325 Preferred D shares issued and outstanding, 3,800,000 Preferred E shares issued and outstanding, and 880,000 undesignated Preferred shares issued to Utopia Bay Inc. on September 29, 2006. These undesignated Preferred Shares are due to a legacy accounting error which the company is working to eliminate.

**Common Stock**

Common stock consists of 900,000,000 shares authorized at \$0.001 par value. As of December 31, 2021, there were 438,982,816 shares issued and outstanding.

**NOTE 9 – Commitments and Contingencies**

The Company has no commitments and contingencies.

**NOTE 10 – Acquisitions**

In the first quarter of 2017 Elev8 Brands negotiated for the purchase of 02 Breathe, LLC for 500,000 restricted common shares. These shares were valued at par value of .00001.

In the third quarter of 2017 Elev8 Brands purchased Hemp Founders, LLC for their white label company for 1,500,000 restricted common shares. These shares were valued at par value of .00001.

Blessed Bean Coffee, LLC was issued 2,000,000 restricted common shares per the acquisition of L&P Cold Brew, LLC.

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

#### **NOTE 11 – Settlement Agreements**

James Gaspard was issued 3,500,000 restricted common shares of the Company per a settlement agreement.

David Harkham was issued 50,000,000 restricted common shares of Elev8 Brands, Inc. at a par value of .00001 to avoid litigations from the prior company before the name change.

Sean Foley was issued 10,000,000 restricted common shares of Elev8 Brands, Inc. at a par value of .00001 to avoid litigations from the prior company before the name change.

Sean Foley, per an agreement, retired his 10,000,000 restricted common shares in October of 2018.

**Branded Legacy, Inc.**

**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 12 – Vendors**

Bright Rain Collaborative was issued 793,651 shares at par value of .0001 for services on March 1, 2019.

Bright Rain Collaborative was issued 413,223 common shares at par value of .0242 for marketing services performed.

**NOTE 13 – Employees**

On July 9, 2020 Jermain Strong was issued 15,000,000 common shares per an employment agreement.

On August 10, 2020 Jermain Strong was issued 20,000,000 common shares per an amendment employment agreement.

On May 18, 2021 Matthew Nichols was issued 22,000,000 common shares per an addendum to an employment agreement.

## **Branded Legacy, Inc.**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **NOTE 14 - Shipping and Handling**

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

#### **NOTE 15 - Promissory Notes Payable**

As of December 31, 2021, the Company has \$338,750 in Promissory Notes.

#### **NOTE 16 - Investors:**

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

#### **NOTE 17 - Private Placement Memorandum**

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

#### **NOTE 18 - Income Taxes**

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

#### **NOTE 19 - Subsequent Events**

As of the date of this disclosure there have been no subsequent events.

## **NOTE 20 - Business Information**

- A. Branded Legacy, Inc. specializes in the development and marketing of products for the fitness and wellness markets. The company is founded on the basis of creating high-quality, sustainable, products for health-conscious consumers.
- B. Elev8 Hemp LLC is a wholly-owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp water, and hemp-based skin care products.
- C. Spikes CBDx, LLC is a wholly-owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently Zoe CBD products consist of CBD Tinctures, CBD Massage Oil and CBD Salve.
- D. Versatile Industries, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the private label of hemp and CBD products.
- E. In 1981 Blue Ridge, Inc., a publicly traded company, was incorporated in the State of Utah. Blue Ridge, Inc. bred champion horses. In 1984, Vencor Corporation was incorporated as a private company to produce and market DiDeeSnug Diaper, an environmentally responsible cloth diaper that was both washable and reusable. In 2016 the entity changed its name to Branded Legacy, Inc.
- F. The Company's primary SIC code is 2080
- G. The Company's fiscal year end is December 31.

## **NOTE 21 - Facilities**

The Company's corporate office is located at 37 North Orange Ave Suite 304, Orlando, FL 32801.

## **NOTE 22**

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

#### **Brandon Spikes, Chairman**

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

#### **Jermain Strong, CEO**

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

**Brandon White, President**

Brandon White is a sales and business development professional with over fifteen years of experience. He has a proven successful track record of working with both large corporations as well as startups to streamline efficiencies, build relationships, grow sales, and increase market share. Mr. White graduated from UNC Greensboro with a Bachelor's Degree in Business Administration with a focus on Economics. After college he went on to work for three fortune 50 companies with revenues in excess of \$600 million. Throughout his career, he has run successful sales teams as well as developed them from the ground up.

**Matthew Nichols, VP**

Matthew has a background in sales as well as management. In his 8+ years of experience, Matt has demonstrated his ability to handle sales and marketing strategies, consolidation of sales divisions to increase profitability, budgeting, handling distributions and managing relationships as well as developing opportunities to profit across new industries. His most recent employment was for a lumber distributions company.

**Executive Compensation**

Name and Principle Position	Year	Salary	Bonus	Stock Awards	Total
Brandon Spikes	2021	\$250,000		140,000,000 Restricted Common Shares	\$250,000
Jermain Strong	2020	\$20,000		35,000,000 Restricted Common Shares	\$20,000
Matthew Nichols	2020	\$45,000			\$45,000
	2021	\$50,000		20,000,000 Restricted Common Shares	\$50,000

Brandon White	2021	\$150,000		60,000,000 Restricted Common Shares	\$150,000
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**B.** None of these persons have, in the last five years, been subject to any legal or disciplinary action by any legal authority, including the SEC.

**C. Beneficial Shareholders**

Persons owning more than five percent (5%) of the issuer's securities as of the date issued:

- Jermain Strong  
37 North Orange Ave Suite 304, Orlando, FL 32801  
35,000,000 Restricted Common Shares
- Matthew Nichols  
37 North Orange Ave Suite 304, Orlando, FL 32801  
42,000,000 Restricted Common Shares
- Brandon Spikes  
37 North Orange Ave Suite 304, Orlando, FL 32801  
135,000,000 Restricted Common Shares
- Brandon White  
37 North Orange Ave Suite 304, Orlando, FL 32801  
60,000,000 Restricted Common Shares

**NOTE 23 Controls and Procedures**

Evaluation of Disclosure Controls and Procedures

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

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

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

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

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

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

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

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

- The Company has inadequate segregation of duties within its cash disbursement control design.
- During the quarter ending September 30, 2021, the Company internally performed all aspects of its financial reporting process, including, but not limited to the underlying accounting records and the recording of journal entries and for the preparation of financial statements. This process was deficient, because these duties were



performed often times by the same people, and therefore a lack of review was created over the financial reporting process that might result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the SEC. These control deficiencies could result in a material misstatement to our interim or annual financial statements that would not be prevented or detected.

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

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

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

#### Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the quarter ending December 31, 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Item 13                      Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

**1. Year End 2020 and 2019 Financial Statements**

Branded Legacy, Inc. Consolidated Balance Sheet Period Ending 31-Dec-20		
	December 31, 2020	December 31, 2019
<b>ASSETS</b>		
Current Assets		
Cash	\$5,802	
Accounts Receivable	\$43,554	\$45,073
Inventory	\$89,315	\$72,396
Total Current Assets	\$138,671	\$117,469
Fixed Assets		
Accumulated Depreciation	\$ (10,748)	(\$7,135)
Equipment	\$18,065	\$46,965
	\$7,318	\$39,830
Other Assets		
Right of Use Assets	\$4,500	
Net Assets of Discontinued Operation		\$54,397
<b>Total Assets</b>	<b>\$150,489</b>	<b>\$211,696</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
Current Liabilities		
Accounts Payable	\$42,979	\$25,267
Outstanding Checks		\$1,648
Payroll Liabilities	\$626	\$575
Lease Liability	\$4,500	
Total Current Liabilities	\$48,106	\$27,490
Long-Term Liabilities		
Government Loan	\$1,500,000	\$1,500,000
Promissory Note	\$81,800	
	\$69,250	\$216,750
Total Long-Term Liabilities	\$1,651,050	\$1,716,750
<b>Total Liabilities</b>	<b>\$1,699,156</b>	<b>\$1,744,240</b>
Stockholder's Equity (Deficit)		
Common Stock		
par value \$.00001 50,138,496 shares issued and outstanding at December 31, 2020	\$6,174	\$180,610
Capital Preferred Stock		
Par value \$.0001 9,495,147 shares issued and outstanding at December 31, 2020	\$883	\$333,107
Additional Paid in Capital	\$1,281,147	\$446,043
Accumulated (Deficit)	(\$2,538,410)	(\$2,546,701)
Net Gain or Loss of Discontinued Operations		\$54,397
Net Gain or Loss	(\$298,461)	
<b>Total Equity (Deficit)</b>	<b>(\$1,548,667)</b>	<b>(\$1,532,544)</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$150,489</b>	<b>\$211,696</b>

Branded Legacy, Inc.  
Consolidated Statement of Operations  
Year Ending  
31-Dec-20

	December 31,	
	2020	2019
Revenue, Net	\$ 100,626	\$318,526
Cost of Goods Sold	\$77,975	\$140,936
Gross Profit	\$22,651	\$177,590
Expenses		
General and Administrative	\$244,124	\$2,076,966
Sales and Marketing	\$76,989	\$150,927
Total Expenses	\$321,112	\$2,227,893
Net Income (Loss) From Discontinued Operations		(\$18,554)
Net Income (Loss)	(\$298,461)	(\$2,068,857)
Loss Per Common Share	(\$0.02)	(\$0.00)

Elev8 Brands, Inc.  
Consolidated Statement of Cash Flows  
Year Ending  
31-Dec-20

	December 31, 2020	December 31, 2019
	<u>Total</u>	<u>Total</u>
<b>OPERATING ACTIVITIES</b>		
Net Income	(\$298,461)	(\$2,068,857)
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Accounts Receivable	\$1,816	(\$33,144)
Depreciation Expense	\$3,613	\$3,446
Purchase (Sales) of Inventory	(\$19,745)	(\$58,370)
Cash from discontinued operations		(\$7,794)
Accounts Payable	\$19,960	\$20,258
Notes Payable		(\$61,279)
Sales Tax Agency Payable	\$51	\$245
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$5,694	(\$136,638)
Net cash provided by operating activities	(\$292,767)	
<b>INVESTING ACTIVITIES</b>		
Purchase of Equipment	\$28,900	(\$5,802)
Goodwill		
Net cash provided by investing activities	\$28,900	\$0
<b>FINANCING ACTIVITIES</b>		
Borrowing (Repayment) of Note Payable		
Notes Payable	(\$65,700)	\$1,691,750
Discount on Investment Shares		
APIC	\$843,677	
Cash for Common Stock	(\$174,437)	\$176,155
Cash for Preferred Stock	(\$332,224)	\$331,894
Net cash provided by financing activities	\$271,317	\$2,199,799
Net cash increase for period	\$7,450	(\$11,498)
Cash at beginning of period	(\$1,648)	\$9,850
Cash at end of period	\$5,802	(\$1,648)

Branded Legacy, Inc. Consolidated Statements of Stockholder's (Deficit)						
31-Dec-20						
	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit
	Shares	Amount	Shares	Amount		
<b>Balance December 31, 2019</b>	<b>568,586,217</b>	<b>180,610</b>	<b>7,936,681</b>	<b>333,107</b>	<b>446,043</b>	<b>(2,492,304)</b>
Preferred Stock Issuance for investment at discount rate			250,000	120,000	(70,000)	50,000
Common share issued services						-
Adjustment to APIC for Par Value of Stock		(174,924)		(452,288)	627,212	-
Net Income (Loss) from discontinued operations						2,373
Net Income (Loss)						(71,632)
<b>Balance March 31, 2020</b>	<b>568,586,217</b>	<b>5,686</b>	<b>8,186,681</b>	<b>819</b>	<b>1,003,255</b>	<b>(2,561,563)</b>
Reverse Stock Split 300 for 1	1,895,764	5,686				-
Common share DTC Rounding Shares	25	-				-
Preferred Issued per Exchange Agreement			1,433,275	143		-
Adjustment to accumulated deficit from discontinued operations						(57,395)
Net Income (Loss)						(79,883)
<b>Balance June 30, 2020</b>	<b>1,895,789</b>	<b>5,686</b>	<b>9,619,956</b>	<b>962</b>	<b>1,003,255</b>	<b>(2,698,841)</b>
Conversion of Preferred D	3,078,540	5	(51,309)	(5)		(0)
Common share issued services	40,054,166	402			286,512	286,914
Adjustment to Rounding Shares	1					-
Adjustment to Discontinued Operations						307,377
Adjustment to APIC from 2016					(8,620)	
Net Income (Loss)						(43,829)
<b>Balance September 30, 2020</b>	<b>45,028,496</b>	<b>6,093</b>	<b>9,568,647</b>	<b>957</b>	<b>1,281,147</b>	<b>(2,435,293)</b>
Conversion of Preferred D	4,410,000	74	(73,500)	(74)		
Year End Adjustment to Remove Discontinued Operations						(306,938)
Common share issued services	700,000	7				7
Net Income (Loss)						(103,117)
<b>Balance December 31, 2020</b>	<b>50,138,496</b>	<b>6,174</b>	<b>9,495,147</b>	<b>883</b>	<b>1,281,147</b>	<b>(2,538,410)</b>

Elev8 Brands, Inc. Statements of Stockholder's (Deficit)						
31-Dec-18						
	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit
	Shares	Amount	Shares	Amount		
<b>Balance December 31, 2017</b>	<b>578,835,396</b>	<b>\$ 5,789</b>	<b>\$ 8,680,000</b>	<b>\$ 868</b>	<b>\$ 100</b>	<b>\$ (134,105)</b>
Common shares retired	(215,603,365)	\$ (2,156)				\$ (2,156)
Preferred shares retired			\$ (2,000,000)	\$ (200)		\$ (200)
Retained Earnings						\$ 272
Net Income (Loss)						\$ (25,137)
<b>Balance March 31, 2018</b>	<b>363,232,031</b>	<b>\$ 3,632</b>	<b>\$ 6,680,000</b>	<b>\$ 668</b>	<b>\$ 100</b>	<b>\$ (158,970)</b>
Common stock issued for services						
Common share note conversion	31,653,015	\$ 317			\$ 20,258	\$ 20,575
Common share issued employment	10,000,000	\$ 100			\$ 59,900	\$ 60,000
Preferred shares issued employment			\$ 900,000	\$ 90		\$ 90
Preferred shares issued for investments			\$ 840,000	\$ 84	\$ 210,336	\$ 210,420
Preferred shares issued services			\$ 3,800,000	\$ 380		\$ 380
Retired Common Shares	(22,000,000)	\$ (220)				\$ (220)
Cash Received from investors					\$ 115,000	\$ 115,000
Net Income (Loss)						\$ (103,377)
<b>Balance June 30, 2018</b>	<b>382,885,046</b>	<b>\$ 3,829</b>	<b>\$ 12,220,000</b>	<b>\$ 1,222</b>	<b>\$ 405,594</b>	<b>\$ (262,347)</b>
Common stock issued for acquisition	2,500,000	\$ 25			\$ 10,975	\$ 11,000
Common share note conversion	35,000,000	\$ 350				\$ 350
Common share issued employment	2,000,000	\$ 20			\$ 9,980	\$ 10,000
Cash Received from investors						
Interest Earned					\$ 161	\$ 161
Net Income (Loss)						\$ (174,800)
<b>Balance September 30, 2018</b>	<b>422,385,046</b>	<b>\$ 4,224</b>	<b>\$ 12,220,000</b>	<b>\$ 1,222</b>	<b>\$ 426,710</b>	<b>\$ (437,147)</b>
Preferred Stock issued for Investment						\$ -
Preferred Stock Series D Issuance			\$ 2,746,723	\$ 27		\$ 27
Common share issued conversion	29,289,230	\$ 293			\$ 18,745	\$ 19,038
Debt Reduced					\$ 5,908	\$ 5,908
Additional Paid in Capital					\$ 55,000	\$ 55,000
Common share issued employment	250,000	\$ 2			\$ 960	\$ 962
Retirement of Common Shares	(10,000,000)	\$ (100)				\$ 100
Common Shares Converted from Preferred	3,600,000	\$ 36	\$ (3,600,000)	\$ (36)		\$ -
Net Income (Loss)						\$ (64,501)
<b>Balance December 31, 2018</b>	<b>445,524,276</b>	<b>\$ 4,455</b>	<b>\$ 11,366,723</b>	<b>\$ 1,213</b>	<b>\$ 507,323</b>	<b>\$ (501,548)</b>

## Item 14 Beneficial Owners.

Persons owning more than five percent (5%) of the issuer's securities as of the date issued:

- Jermain Strong  
37 North Orange Ave Suite 304, Orlando, FL 32801

35,000,000 Restricted Common Shares

- Matthew Nichols  
37 North Orange Ave Suite 304, Orlando, FL 32801  
42,000,000 Restricted Common Shares
- Brandon Spikes  
37 North Orange Ave Suite 304, Orlando, FL 32801  
135,000,000 Restricted Common Shares
- Brandon White  
37 North Orange Ave Suite 304, Orlando, FL 32801  
60,000,000 Restricted Common Shares

**Item 15      The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure.**

1. Investment Banker  
The Company does not utilize an investment banker.

2. Promoter  
The Company does not utilize a promoter.

3. Securities Counsel  
Name: Branden Burningham, Esq.  
Firm: Burningham Law Group, LLC  
Address: 2150 South 1300 East, Suite 500, Salt Lake City, UT 84106  
Phone: (801) 363-7411  
Email: [btb@burninglaw.com](mailto:btb@burninglaw.com)

4. Accountant or Auditor  
Name: Ben Borgers  
Firm: BF Borgers CPA PC  
Address: 5400 West Cedar Avenue, Lakewood, CO 80226  
Phone: (303) 953-1454  
Email: ben@bfbcpa.us

**Item 16      Management's Decision and Analysis or Plan of Operation.**

**A. Plan of Operation**

July 06, 2021, Branded Legacy, Inc. announced 15 new grocery retail accounts in Central Florida.

The Company is gaining momentum as new hire introduces Elev8 Hemp CBD infused Iced Teas in 2 grocery chains on a trial basis in Central Florida. This is a steppingstone for the Company to grow product sales and further expansion into the grocery sector. Of the 2 grocery chains, the CBD iced teas are available in 10 Bravo Supermarkets and 5 Fancy Fruit & Produce stores.

Vice President of Branded Legacy, Inc., Matthew Nichols, stated, "Working with the right people is critical in any company. We are pleased to see the activity and results in such a short period of time. It's a precursor of what's to come."

Vice President of Branded Legacy, Inc., Matthew Nichols, concluded, "We are very pleased with the recent growth. We are seeing sales growing on our website, social, Amazon and brick and mortar. There have been some hurdles to overcome but we now have the right team in place. We expect to see a strong influx in sales in the third and fourth quarter."

July 22, 2021, the Company announced distribution partner California High Beverages placed its largest order to date.

Elev8 Hemp is working closely with distribution partner California High Beverages to get CBD Infused Iced Teas into the hands of customers quickly. The Company has seen growth from distribution partners throughout the pandemic. California High Beverages placed a purchase order of Elev8 Hemp CBD Infused Iced Teas six times larger than the previous order. The order will be split between three territories: California, Texas, and Illinois.

CEO of California High Beverages, Mike Dub states, "We anticipate putting Elev8 Hemp in at least 200 retail accounts by the end of the summer. We have already placed them coast to coast in about 50 accounts, and they have been well received with many reorders placed. We look forward working with Elev8 Hemp to further this brand's presence across the USA!"

Vice President of Branded Legacy, Matthew Nichols states, "California High Beverages has been diligent in expanding their reach. We have been working close together to provide any help in growing their sales and product availability in retail outlets nationwide."

July 28, 2021, Branded Legacy, Inc. adds Delta 8 products to the Spikes CBDX portfolio.

The Company adds the highly demanded Delta 8 products to its portfolio under Spikes CBDX brand. With growing popularity of the products, the Spikes CBDX team sees tremendous opportunity to capture sales from retailers that have been transitioning from less potent CBD tinctures to Delta 8 products.

Delta-8 is a form of THC that is found in small quantities in hemp. Although it has the same chemical formula as Delta-9 THC, commonly mentioned in the context of marijuana, Delta-8 has a different chemical arrangement. This difference in chemical arrangement causes it to act differently in the body.

Branded Legacy's Vice President, Matthew Nichols quotes, "Many of the retailers our sales team has contacted have requested Delta 8, and now we can fulfill this demand. With smoke shops, vape shops and CBD stores all over our locale, I believe we can capture missed revenues."

August 02, 2021, Branded Legacy, Inc. partnered with new wholesale accounts in Shelby, NC and Gainesville, FL.

The Company hits the ground running after the launch of the new Delta-8 product selling through the first purchase order. The Spikes CBDX team grows sales with new wholesale account, Bradley Sports in Shelby, NC. Bradley Sports has ties with Chairman of the Board, Brandon Spikes, and wants to be a part of expanding the brand.

Additionally, the Company grows sales of the entire Spikes CBDX lineup with new partner Sacred Leaf Shops at 3743 W University Ave, Gainesville, FL 32607. Sacred Leaf is a CBD store located near the University of Florida, where Brandon Spikes will be inducted into the Hall of Fame this October.

Branded Legacy's Vice President Matthew Nichols quotes, "The Spikes CBDX team has been collaborating on the expansion strategy, and we believe these partnerships are great starting points to grow Spikes CBDX revenues where Brandon Spikes has significant impact."

August 05, 2021, Branded Legacy, Inc. announced the launch of two flavors of Spikes CBDX Delta 8 Gummies.

The Company announced the launch of its Delta 8 products to the Spikes CBDX lineup last week, and as Delta 8 has never been more popular than it is today, the Company is tapping into a fast-growing market. Product options are expanding in the market, and gummies seem to be a consumer favorite. To start, Spikes CBDX will be launching Delta 8 Gummies in two flavors: Blue Raspberry and Strawberry. As demand for Delta 8 continues to boom, the Company anticipates large

growth in sales coming from retailers in the target markets that the Spikes CBDX team is focusing.

Of all hemp products, Delta 8 has quickly become the strongest in demand over the past year. Edibles have easily become the more popular choice to take Delta 8 Products. Through much research, Spikes CBDX found this to be a must have product in expanding its business. It appeals to a larger audience therefore creating a larger market share.

Branded Legacy's Vice President, Matthew Nichols quotes, "I expect to see an increase in sales right away based on conversations with customers and the sales team. Spikes CBDX is moving in the right direction and quickly."

August 11, 2021, Branded Legacy, Inc. teams up with Gainesville's Sacred Leaf Shops in a distribution partnership to grow the Spikes CBDX brand in Gainesville, FL and its surrounding areas.

Spikes CBDX has recently added new Delta 8 to its portfolio of hemp-based products. This addition has already created opportunities for the Company. Spikes CBDX began working with Sacred Leaf Shops in July as a wholesale customer, and the opportunity to expand into a distribution partnership was discussed then, and now it is official. Sacred Leaf is working to be a Spikes CBDX hub in Gainesville for other CBD outlets in the area. Brandon Spikes played linebacker for the Florida Gators from 2006 to 2009, winning two national championships, and he will be inducted into the UF Hall of Fame this October. There are plans for a launch party prior to the induction ceremony to promote Spikes CBDX for all of Gator Nation to see.

Brandon Spikes developed Spikes CBDX to help athletes avoid injuries and recover quickly, without medications and their side effects. This was the driver behind the Spikes CBDX product line, creating products everyone could benefit from. Spikes CBDX products will help do just that by promoting natural recovery, pain relief, reduced inflammation, increased focus, stress relief and a better night's sleep.

"Working with Sacred Leaf Shops has been exciting as the opportunities are growing. There are big plans happening behind the scenes to make Spikes CBDX known in Gainesville where Brandon Spikes left quite the legacy," says Matthew Nichols, Vice President of Branded Legacy, Inc.

September 24, 2021, The Company announced increased sales due to Spikes CBDX, LLC. The Company has seen an over 80% increase in revenues over its previous quarter in 2021. Branded Legacy, Inc. has been leveraging its Chairman, Brandon Spikes, and his credibility in the sports arena to increase sales. Spikes will be inducted in the University of Florida Hall of Fame in the coming months, and this has played a large role in the excitement for brick-and-mortar locations to add the Spikes CBDX brand to their shelves.

Branded Legacy's Vice President, Matthew Nichols, stated, "The Company's revenues have turned the corner this quarter. There is a large interest in the Spikes CBDX brand, and we are expecting another jump in sales as we close out the month and move into the fourth quarter."

October 06, 2021, Branded Legacy, Inc. signs licensing agreement for rights to use "Spikes" in the name of a Gainesville kava bar.

The Company signed a distribution agreement earlier this year with Sacred Leaf Shops in Gainesville, FL. At that time, talks began of opening a kava bar inside the CBD-focused store. A soft opening began last week, and with the University of Florida Hall of Fame induction events happening this Friday and Saturday, Chairman Brandon Spikes has agreed to license the use of his last name in the name of "Spikes Kava Bar" located inside Sacred Leaf Shops at 3743 W. University Ave, Gainesville, FL 32607 in exchange of an exclusive agreement to supply Spikes Kava Bar with Elev8 Hemp and Spikes CBDX products.

Sacred Leaf Shops owner, Ally Liu quotes, "We've done a lot of research in opening this kava bar. With Brandon Spikes' name on the kava bar, we have been able to create a menu and a brand that we can expand into more locations in the next few years."



Kava is an herbal remedy that some people use to relieve stress and anxiety and boost sleep according to recent studies. This plant extract has a calming, euphoric effect that some people compare with that of alcohol. Kava is native to the island of the Pacific Ocean and has a long history of use in alternative medicine and traditional ceremonies. People traditionally mix kava with water or boil it into a tea. Those from the South Pacific islands use this kava drink during cultural and religious ceremonies to create a state of altered consciousness.

Branded Legacy's Chairman, Brandon Spikes, stated, "When the Company brought this idea up to me, I jumped on the opportunity. The location is prime for something like this, and Ally was eager to work with us."

Vice President, Matthew Nichols, commented, "A lot of groundwork has gone into making this happen by all parties involved. This can potentially lead to franchise opportunities in the future as well as other form of brick-and-mortar opportunities to increase revenues and expand our footprint."

October 21, 2021, the Company officially sells out of its newest products, Delta 8 Gummies.

Spikes CBDX is making its presence known in Central Florida. The Company has sold through all its newest product, Delta 8 Gummies. Delta 8 has quickly gained a lot of attention over the last year. Adding several Delta 8 products to the Company's portfolio has proven to be successful. The Company stated that it plans to expand its sales team, to add to its growing footprint in Florida, before expanding its Delta 8 line of products.

Brandon Spikes, Chairman of Branded Legacy, Inc., stated, "We have done our share of work to get our brand out there. It is a great feeling of accomplishment knowing how the market is reacting to Spikes CBDX."

In Gainesville, FL, newly opened Spikes Kava Bar has been experiencing some great traffic. With its soft opening a couple weeks ago, Brandon Spikes was present in the kava bar during the week of his induction into the University of Florida Hall of Fame along with Brandon James. Before the induction, Mr. Spikes was able to bring family and friends to Spikes Kava Bar to witness customers enjoying themselves and the products.

Vice President of Branded Legacy, Inc., Matthew Nichols, stated, "We have seen a spike in new stores bringing on Spikes CBDX. This is a very exciting time for the Company. I have personally received word from our distribution partner in Gainesville, FL, that they have hired a salesperson to focus solely on the Spikes CBDX brand. These next few months the Company plans to hire several sales executives to continue this growth exponentially."

November 02, 2021, Branded Legacy, Inc., secured a booth for 2021 Florida Cannabis Festival.

Branded Legacy, Inc. will be occupying booth 293 at the 2021 Florida Cannabis Festival this weekend on November 6-7, 2021. This was a one-day event in past, but given the growth in the industry, it is a two-day event this year. The Company is using this as a marketing effort to gain exposure for both Spikes CBDX and Elev8 Hemp. Chairman of the Board, Brandon Spikes, will be attending this event promoting both brands and networking with others in the industry. Mr. Spikes will be sampling out CBD beverages while engaging people about the brands.

Vice President, Matthew Nichols, states, "This originally began as a donation to the festival to promote the brands, and quickly became an opportunity for Brandon and the team to market Spikes CBDX and Elev8 Hemp, make new contacts, and open doors for new opportunities. We are excited to see the results of this marketing effort."

The Company, in a recent press release, announced that they had sold through their initial run of Delta 8 product. Spikes CBDX is quickly finding its ability to fulfill orders in a quick and efficient process and has created opportunity where many companies are on back order.

Mr. Spikes stated, "I'm very excited to attend this Cannabis Festival with some of our team. We are continuously expanding our footprint in Florida, and I am looking forward to releasing information on our growing sales team over the next couple weeks."

November 08, 2021, the Company onboards four new sales reps this week.

Following the induction of Chairman of the Board, Brandon Spikes, into the University of Florida Hall of Fame, Branded Legacy filled four new sales executive roles in an effort to expand sales in 3 different territories. Two sales executives are working in the Gainesville and surrounding area, one is in South Florida, and one is in the San Francisco Bay area. All of which have sales experience and industry specific knowledge. In the first week, 28 new potential accounts have shown interest in carrying Spikes CBDX

and Elev8 Hemp products.

This has proven to be helpful to stay current with the trends in the everchanging CBD and hemp world. Within a few short days the Company's new sales team has close to thirty new locations ready to start carrying Spikes CBDX and Elev8 Hemp products. With the average order being around five hundred dollars per location, Branded Legacy, Inc. is expecting revenues to increase quickly.

Vice President of Branded Legacy, Inc., Matthew Nichols, stated, "after speaking with all of these prospects, it became clear to me that these were the right people for the job. They are all excited about the opportunity to help the company grow revenues, earn commissions and be a part of something great."

November 12, 2021, Branded Legacy, Inc., appoints Brandon White to executive team as President of the Company.

Branded Legacy, Inc., through much discussion amongst the board of directors, has decided to expand its executive team with an individual who has a strong track record of growing and expanding companies. On Friday, November 5, 2021, the board of directors signed a board resolution naming Brandon White

as President of Branded Legacy, Inc.

Brandon White is a sales and business development professional with over fifteen years of experience. He has a proven successful track record of working with both large corporations as well as startups to streamline efficiencies, build relationships, grow sales, and increase market share. Mr. White graduated from UNC Greensboro with a Bachelor's Degree in Business Administration with a focus on Economics. After college he went on to work for three fortune 50 companies with revenues in excess of \$600 million. Throughout his career, he has run successful sales teams as well as developed them from the ground up. White's experience ranges from taking two companies from just ideas into developed products with market success all the way to expanding revenues for an existing company from \$430,000 to over \$12 million in under 30 months. In addition, he ran a business unit producing earnings of over \$30 million. Mr. White's sales and marketing background will play a significant role in Branded Legacy, Inc.'s success over the next year.

President of Branded Legacy, Inc, Brandon White, stated, "I'm very excited to partner with Branded Legacy and most importantly Mr. Brandon Spikes. As a past professional athlete these products are extremely important to health, recovery, and overall wellbeing. Spikes CBDX and Elev8 Hemp are the cutting edge of this revolution, and I'm honored to be a part of it."

Vice President of Branded Legacy, Inc., Matthew Nichols, stated, "As soon as I met Brandon, I knew that this was the missing link to our executive team. With Brandon's track record, drive and passion, I believe that 2022 will be a huge success for Branded Legacy. We have already implemented several changes this week that have increased efficiencies of operating procedures and our sales team is responding extremely well."

November 24, 2021, Branded Legacy, Inc., implements new standard operating procedures.

New President of Branded Legacy, Brandon White, makes immediate impact upon joining the team. Mr. White tapped into his network to forge new business relationships that will streamline operations and provide sales support for new sales team.

Last month, the sales team sold through first run of Delta 8 Gummies. A significantly larger second run was delivered earlier this month to meet the demand of the Company's growing customer base. The sales team took advantage of the waiting period and discovered a sweet spot for the Spikes CBDX brand: physical therapy and chiropractic offices. They have generated nearly 10 strong leads for Spikes CBDX topicals: massage oil, cryo-gel and cream.

President of Branded Legacy, Brandon White, states, "The feedback we have gotten on the products are great. Active recovery is why Spikes CBDX started, and our best asset is former NFL linebacker Brandon Spikes. There is a huge opportunity and demand for our topical line in the medical industry."

White's strong sales and leadership background seem to have made the greatest impact for the Company. The executive team agrees that new standard operating procedures are vital to the Company's long-term success. With the new sales team on the ground and support from the executive team, the Company has been making progress on all fronts.

Vice President of Branded Legacy, Matthew Nichols, comments, "Brandon and I work well together. We collaborate daily and have made progress in many areas. There's much to be excited about, and it's just on the horizon."

December 28, 2021, Branded Legacy, Inc., increase sales as new executive team implements changes.

The Company has made substantial changes under new management for both productivity and operations. The focus of the executive team has been to tighten the screws on operations and increase sales to end 2021. December 2021 sales doubled that of December 2020. This is a direct result of the Company's new leadership and new sales team. Operationally, the Company announces its new corporate

office at 37 N Orange Ave Suite 304, Orlando, FL 32801.

Both Spikes CBDX and Elev8 Hemp have sights to add new products to their lineups in Q1 of 2022. Based on market research and demand, the Company expects to see substantial growth in revenues from both brands.

Vice President of Branded Legacy, Matthew Nichols, comments, “2022 is going to be a great year for Branded Legacy, Inc. The entire executive team has one focus: the success of the Company. The addition of President Brandon White has been paramount in this mission. We have some very exciting things coming down the pike.”

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

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

1. The Company's primary SIC code is 2080
2. The issuer is currently conducting operations
3. The issuer has never at any time been a "shell company."
4. Elev8 Hemp LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp tea, and hemp-based skin care products.  
Spikes CBDx, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently Zoe CBD products consist of CBD Tinctures, CBD Massage Oil, CBD Salve and CBD CryoGel.

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

All Companies are included in this disclosure statement.

5. The Company has spent around \$30,000 on research and development over the last 2 fiscal years.
6. The Company has no cost associated to environmental laws.
7. The Company has 2 full-time employees.

B. Please list any subsidiaries, parents, or affiliated companies.

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

C. Describe the issuers' principal products or services.

- A. Elev8 Hemp LLC is a wholly-owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp water, and hemp-based skin care products.
- B. Spikes CBDx, LLC is a wholly-owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently Zoe CBD products consist of CBD Tinctures, CBD Massage Oil and CBD Salve.
- C. Versatile Industries, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the private label of hemp and CBD products.

**6) Issuer's Facilities**

The Company leases its corporate office space located at 37 North Orange Ave Suite 304, Orlando, FL 32801 and has signed an agreement with a duration from December 1, 2021 through November 30, 2022. The monthly fixed rate is \$1,272.

**7) Company Insiders (Officers, Directors, and Control Persons)**

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

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

1. Brandon Spikes – Chairman of the Board

- a. 37 N Orange Ave #304  
Orlando, FL 32801
- b. Employment History
  - Professional Football Player 2010 – 2017
  - Director of Post Career Affairs at DEC Management 2019 - current
  - CEO of Spikes CBDX 2020 – Company was acquired by Branded Legacy, Inc. in January of 2021 where Brandon assumed the role of Chairman of the Board.
- c. Chairman of the Board
- d. Compensation - \$250,000 per year  
15,000,000 Common Shares

2. Jermain Strong - CEO

- a. 37 N Orange Ave #304  
Orlando, FL 32801
- b. Employment History
  - Bolzano Giants – Professional Football Player Coach 2013 o Bolzano, Italy
  - Moscow Patriots - Professional Football Player Coach 2014 o Moscow, Russia

- Carlex – Team Lead
  - Relieve technicians for breaks
  - Troubleshooting
  - Training
  - Compliance – Standard Operating Procedures
  - Overseeing payroll for operators
- c. Audit Committee Member, Compensation Committee Member, Nominating Committee Member
- d. Compensation - \$45,000 per year  
35,000,000 Common Shares  
  
3,800,000 Preferred Series E

3. Brandon White - President

- a. 37 N Orange Ave #304  
Orlando, FL 32801
- b. Employment History
  - Dobb's Equipment (John Deere) – Corporate Manager
    - Tasked with managing corporate accounts along with leading, training and mentoring sales reps.
  - Cratos Equipment – Director of Sales
    - Built sales team from ground up. Hire, train and mentor team across the US. Took company from \$800k to \$12 million.
    - Planned, coordinated, and executed successful expos and conventions throughout the US.
  - Waste Management – Account Manager
    - Generated revenue and growth while managing a book of business of over 200 accounts, including many Fortune 500 companies.
  - Professional Golfer
    - Played professional golf on multiple tours including the golfslinger.com, NGA, WFT, PGA and Nationwide Tour.
- c. Audit Committee Member, Compensation Committee Member, Nominating Committee Member
- d. Compensation - \$155,000 per year  
60,000,000 Common Shares

4. Matthew Nichols – Vice President

- a. 37 N Orange Ave #304  
Orlando, FL 32801
- b. Employment History –
  - Hood Distribution - Management Program
    - Groomed by the VP of Distribution and Director of Sales and Marketing in a full-scope, hands-on management program
    - Developed relationships with Hood corporate team, branch team members, and vendors/suppliers/customers
  - Ascendo Resources - Executive Recruiter
    - Full cycle recruiting support; sourcing, screening, interviewing, extending and negotiating offers and on-boarding new hires
  - Loyal Source Government Services - Technical Recruiter

- Full cycle recruiting support; sourcing, pre-screening, interviewing, and matching qualified candidates for a variety of technical positions in IT, engineering, cyber security, and healthcare
- c. Audit Committee Member, Compensation Committee Member, Nominating Committee Member
- d. Compensation - \$50,000 per year  
20,000,000 Common Shares

5. Phillip Friedman

- a. 2201 Hibiscus Drive  
Longwood, FL 32779
- b. Employment History
  - Sorensen Mayflower Moving and Storage – Sales Executive 2018 – Present
    - Maximize revenues while developing relationships with clients
    - Estimates for moving
    - Relocation savings and cost management
  - DNC Holdings – Sales consultant 2018 – 2018
    - Working with CFOs and CEOs to collect on outstanding receivables
    - Develop relationships for long term business
  - Taylor Morrison Home Funding – Mortgage Disclosure Specialist 2017 - 2018
    - Financial Compliance
    - Review mortgage applications
  - EGP Document Solutions – Sales Executive 2017 – 2017
    - Outside Sales
    - Business to business relationships
  - Brinker International – Sales 2014 - 2016
    - Management
- c. Independent Director, Audit Committee Member
- d. Compensation - None
- e. One Million Restricted Common Shares

6. Curtis Young

- a. 37 N Orange Ave #304  
Orlando, FL 32801
- b. Employment History
  - District Manager for T-Mobile 2012-2017
  - Behavior Interventionist for Cleveland County Schools as well as the Crest High Linebacker Coach 2017 - Present
- c. Independent Director
- d. Compensation - None



Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Jermain Strong	<u>CEO</u>	37 North Orange Ave Suite 304, Orlando, FL 32801	<u>35,000,000</u>	<u>Common</u>	<u>7.97%</u>	_____
Matthew Nichols	<u>Vice President</u>	37 North Orange Ave Suite 304, Orlando, FL 32801	<u>42,000,000</u>	<u>Common</u>	<u>9.57%</u>	_____
Brandon Spikes	<u>Chairman</u>	37 North Orange Ave Suite 304, Orlando, FL 32801	<u>135,000,000</u>	<u>Common</u>	<u>30.75%</u>	_____
Brandon White	<u>President</u>	37 North Orange Ave Suite 304, Orlando, FL 32801	<u>60,000,000</u>	<u>Common</u>	<u>13.67%</u>	

## 8) Legal/Disciplinary History

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

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

A. Disclosure of Family Relationships.

None of the persons are of any family relations.

B. Disclosure of Related Party Transactions

None of the transactions are of a related party.

C. Disclosure of Conflicts of Interest

The Company's executive officers and directors have no known conflicts of interest.

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
3. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

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

There are no material pending legal proceedings to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Branden Burningham, Esq.  
Firm: Burningham Law Group, LLC  
Address: 2150 South 1300 East, Suite 500, Salt Lake City, UT 84106  
Phone: (801) 363-7411  
Email: [btb@burninglaw.com](mailto:btb@burninglaw.com)

### Accountant or Auditor

Name: Ben Borgers  
Firm: BF Borgers CPA PC  
Address: 5400 West Cedar Avenue, Lakewood, CO 80226  
Phone: (303) 953-1454  
Email: [ben@bfbcpa.us](mailto:ben@bfbcpa.us)

### Investor Relations

The Company Handles its own IR  
Address: 37 N Orange Ave #304, Orlando, FL 32801  
Phone: 407-377-0642  
Email: [ir@elev8hemp.com](mailto:ir@elev8hemp.com)  
Websites: [www.BrandedLegacy.com](http://www.BrandedLegacy.com)

### Other Service Providers

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

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Jermain Strong certify that:

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

July 27, 2022

/s/ Jermain Strong

Chief Executive Officer

*Principal Financial Officer:*

I, Brandon Spikes certify that:

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

July 27, 2022

/s/ Brandon Spikes

Chairman