

Disclosure Statement Pursuant to OTCMarkets Guidelines



**NNRF, INC.**

Address: 2475 Hiko Avenue, Reno, NV 89512

Phone #: 949-667-3462

Website: [www.nnrfinc.com](http://www.nnrfinc.com)

Email : [tomirae@gmail.com](mailto:tomirae@gmail.com)

**ANNUAL REPORT**

**For the Year Ended December 31, 2025**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

**467,721,550 common shares as of December 31, 2025 (Most Recent Completed Fiscal Year End and current filing)**

**467,721,550 common shares as of December 31, 2024 (Second Most Recent Completed Fiscal Year End)**

**Shell Status**

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 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

**Change in Control**

Indicate by check mark whether a Change in Control of the company has occurred during this reporting period:

Yes: ☐

No: ☒

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

Current Name of Issuer: **NNRF, Inc. (from July 19, 2007 to date)**

Predecessor Names:

Nucon-RF, Inc. (from May 3, 2006 to July 19, 2007)  
Stafford Energy, Inc. (from July 24, 2002 to May 3, 2006)  
Stafford Ventures, Inc. (from October 2, 2001 to July 24, 2002)  
Zenxus, Inc (from March 10, 2001 to October 2, 2001)

Current State and Date of Incorporation: State of Nevada on February 16, 1999.

Standing in this jurisdiction: The Company is presently in default with the State of Nevada for failing to file the required Annual Report due 2/28/2026.

There have been no trading suspension orders issued by the SEC concerning the issuer or its predecessors since incorporation

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None

Address of the issuer's principal executive office and principal place of business: 2475 Hiko Avenue, Reno, NV 89512

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

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years? Yes: ☐ No: ☒

**2) Security Information**

**Transfer Agent**

Name: Legacy Stock Transfer, Inc  
Phone: 972-612-4120  
Email : info@legacystocktransfer.com  
Address: 16801 Addison Road, Addison, TX 75001

**Publicly Quoted or Traded Securities**

Trading symbol: "NNRI"  
Exact title and class of securities outstanding: Common Shares  
CUSIP: 629355  
Par or stated value: \$0.001  
Total shares authorized: 1,000,000,000 as of date: 12/31/2025  
Total shares outstanding: 467,721,550 as of date: 12/31/2025  
Total number of shareholders of record: 130 as of date: 12/31/2025  
(\*Authorized share capital was increased to 1,000,000,000 effective as of July 26, 2023)

**Other classes of authorized or outstanding equity securities (Not Publicly Traded)**

None.

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

The Board of Directors may declare and pay dividends from time to time as advisable and after setting aside a reserve fund to meet contingencies or for equalizing dividends. Dividends are not cumulative. The holders of each common share are entitled to one vote at a meeting of the stockholders. There are no conversion or preemption rights.

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

Not applicable .

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

No other material rights

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

5.

No material modifications have occurred.

**3 A Issuance History:****Changes to the Number of Outstanding Shares**

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

No: ☐ Yes: ☒

| <b>Shares Outstanding <u>Opening Balance:</u></b><br><b>Date <u>January 1, 2024</u></b><br><b>Common: <u>449,721,550</u></b>           |                                                                                  |                                        |                     |                                                   |                                                                                        |                                                                                                                    |                                                                                                |                                               |                                 |
|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------|---------------------|---------------------------------------------------|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------|
| 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.<br><br>*You must disclose the control person(s) for any entities listed. | 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>November 26, 2024</u>                                                                                                               | <u>New Issuance</u>                                                              | <u>18,000,000</u>                      | <u>Common</u>       | <u>\$0.01</u>                                     | No                                                                                     | Earth Sciences/ Darel Tiegs                                                                                        | <u>Sale of common stock</u>                                                                    | <u>Restricted</u>                             | <u>144</u>                      |
| <b>Shares Outstanding</b><br><b>Date: <u>December 31, 2024</u></b><br><b>Common: <u>467,721,550</u></b>                                |                                                                                  |                                        |                     |                                                   |                                                                                        |                                                                                                                    |                                                                                                |                                               |                                 |
| <b>Shares Outstanding</b><br><b>Date: <u>December 31, 2025 and at the date of this filing</u></b><br><b>Common: <u>467,721,550</u></b> |                                                                                  |                                        |                     |                                                   |                                                                                        |                                                                                                                    |                                                                                                |                                               |                                 |

## B. Convertible Debt

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

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

#### A. Summary of the issuer's business operations:

NNRF, Inc. is a project development and asset management company focused on environmental, agricultural and nutraceutical fields. We are positioning ourselves as an eco-friendly holding company. We envision becoming a leading diversified holding company, maximizing shareholders value and enabling economic development with specific focus on emerging green markets. NNRF looks to build value by targeting companies that are positioned to grow as the world moves to invest in and develop green technologies, green energy and healthier living and lifestyles.

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

**Elevate Biologix, LLC is a wholly-owned subsidiary**

#### C. Description of the issuers' principal products or services.

- (1) On September 30, 2024 the Company formed Elevate Biologix, LLC in New Jersey as a wholly-owned subsidiary to launch a line of online skin care and wellness products including eye cream, moisturizer and hydration cream. To date there has been only modest sales.

### 5) Issuer's Facilities

The Company operates from a temporary office provided by its CEO located at 2475 Hiko Avenue, Reno, NV 89512 at no cost to the Company.

### 6) All Officers, Directors, and Control Persons (controlling more than 5%)

| Individual Name    | Position with the Company         | City / State Only | Number of shares owned | Class of Shares Owned | Percentage of Class of Shares Owned (Undiluted)* |
|--------------------|-----------------------------------|-------------------|------------------------|-----------------------|--------------------------------------------------|
| Tomi Rae Holden    | CEO & Director                    | Reno, Nevada      | 76,666,666*            | Common (restricted)   | 16.39%                                           |
| John Holt Smith    | Legal/Business Affairs & Director | Dallas, Texas     | 86,666,667*            | Common (restricted)   | 18.53%                                           |
|                    |                                   |                   |                        |                       |                                                  |
| <u>Atef Halaka</u> | COO & Director                    | Orlando, Florida  | 75,000,000             | Common (restricted)   | 16.03%                                           |
| Alan Bailey        | CFO                               | Palos Verdes, CA  | None                   | N/A                   | <u>N/A</u>                                       |

(\* Percentages based on 467,721,550 issued and outstanding common shares at December 31, 2025 and as of the date of this Filing )

We confirm that the information in this table matches our public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

### 7) Legal/Disciplinary History

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

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

**None**

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

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

### Securities Counsel

Jonathan D. Leinwand, P.A.  
18305 Biscayne Blvd, Suite 200,  
Aventura, FL 33160  
Tel: 954-903-7856,  
email: jonathan@jdlpa.com

### Accountant or Auditor

None

## Investor Relations

None

*All other means of Investor Communication:*

Twitter: @nnrf\_inc

Discord: N/A

LinkedIn N/A

Facebook: N/A

[Other ] N/A

## Other Service Providers

None

## **9) Disclosure & Financial Statements**

A. This Disclosure Statement was prepared by:

Name: **Alan Bailey**

Title: **CFO**

Relationship to Issuer: **CFO**

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

☐ IFRS

☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual)<sup>1</sup>:

Name: **Alan Bailey**

Title: **CFO**

Relationship to Issuer: **CFO**

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

Alan Bailey is a Chartered Accountant with more than 55 years as a senior accountant, senior auditor and financial executive in both public accounting and industry, and has maintained the books of account and prepared quarterly and annual financial reports, for both 12g SEC reporting and for alternative OTCMarkets reporting, for variety of businesses and enterprises for approximately 15 years.

We are providing the unaudited Consolidated Annual financial statements for the year ended December 31, 2025 on pages 9-16:

- a. Audit letter, if audited; (Not applicable)
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity/Deficit)
- f. Financial Notes



# ***NNRF, INC.***

## **ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2025**

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**NNRF, INC.**  
**Consolidated Balance Sheets**  
**(Unaudited)**

|                                                                                                                                                                         | December 31,<br><u>2025</u> | December 31,<br><u>2024</u> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Assets</b>                                                                                                                                                           |                             |                             |
| Current assets                                                                                                                                                          |                             |                             |
| Cash                                                                                                                                                                    | \$ -                        | \$ -                        |
| Prepaid expense                                                                                                                                                         | 1,500                       | 1,220                       |
| Inventory                                                                                                                                                               | <u>68,520</u>               | <u>68,520</u>               |
|                                                                                                                                                                         | <u>70,020</u>               | <u>69,740</u>               |
| Non-current assets                                                                                                                                                      |                             |                             |
| Intellectual property and related technology (net of<br>amortization of \$285,0000 to 2025 and \$190,000 to 2024)                                                       | <u>-</u>                    | <u>95,000</u>               |
|                                                                                                                                                                         | <u>-</u>                    | <u>95,000</u>               |
| Total assets                                                                                                                                                            | <u>\$ 70,020</u>            | <u>\$ 164,740</u>           |
| <b>Liabilities and stockholders' equity</b>                                                                                                                             |                             |                             |
| Current liabilities                                                                                                                                                     |                             |                             |
| Accounts payable and accrued expenses                                                                                                                                   | \$ 67,172                   | \$ 65,272                   |
| Demand loans                                                                                                                                                            | <u>20,500</u>               | <u>10,000</u>               |
|                                                                                                                                                                         | <u>87,672</u>               | <u>75,272</u>               |
| Stockholders' equity (deficit)                                                                                                                                          |                             |                             |
| Common stock - \$ 0.001 par value<br>1,000,000,000 shares authorized,<br>467,721,550 issued and outstanding at December 31, 2025<br>and December 31, 2024, respectively | 467,722                     | 467,722                     |
| Additional paid-in capital                                                                                                                                              | 39,634,399                  | 39,634,399                  |
| Retained earnings (accumulated deficit)                                                                                                                                 | <u>(40,119,773)</u>         | <u>(40,012,653)</u>         |
|                                                                                                                                                                         | <u>(17,652)</u>             | <u>89,468</u>               |
| Total liabilities and stockholders' equity (deficit)                                                                                                                    | <u>\$ 70,020</u>            | <u>\$ 164,740</u>           |

See accompanying notes to the financial statements



**NNRF, INC.**  
**Consolidated Statements of Income**  
**(Unaudited)**

|                                                    | <u>Year Ended</u><br><u>December 31, 2025</u> | <u>Year Ended</u><br><u>December 31, 2024</u> |
|----------------------------------------------------|-----------------------------------------------|-----------------------------------------------|
| <b>Revenue</b>                                     | \$ <u>-</u>                                   | \$ <u>143</u>                                 |
| <b>Operating expense</b>                           |                                               |                                               |
| Amortization of intellectual property              | 95,000                                        | 95,000                                        |
| General and administrative                         | <u>11,620</u>                                 | <u>24,630</u>                                 |
|                                                    | <u>106,620</u>                                | <u>119,630</u>                                |
| <b>Net operating loss</b>                          | <u>(106,620)</u>                              | <u>(119,487)</u>                              |
| <b>Other income(expense)</b>                       |                                               |                                               |
| Waiver of past and current management compensation | -                                             | 493,648                                       |
| Financing fee                                      | (500)                                         | ( 3,600)                                      |
| Reserve for impairment of investment               | <u>-</u>                                      | <u>(4,566,250)</u>                            |
|                                                    | <u>(107,120)</u>                              | <u>(4,076,202)</u>                            |
| -                                                  |                                               |                                               |
| <b>Net loss</b>                                    | <b><u>\$ (107,120)</u></b>                    | <b><u>\$(4,195,689)</u></b>                   |
| <b>Weighted average common shares outstanding</b>  | <u>467,721,550</u>                            | <u>451,442,811</u>                            |
| <b>Net loss per common share</b>                   | <u>\$(0.00023)</u>                            | <u>\$(0.0093)</u>                             |

See accompanying notes to the financial statements

**NNRF, INC.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

|                                                                                    | <u><b>Year Ended</b></u>        |                                 |
|------------------------------------------------------------------------------------|---------------------------------|---------------------------------|
|                                                                                    | <u><b>December 31, 2025</b></u> | <u><b>December 31, 2024</b></u> |
| Cash used in from operating activities:                                            |                                 |                                 |
| Net loss                                                                           | \$(107,120)                     | \$(4,195,689)                   |
| <i>Adjustments to reconcile net loss to net cash used in operating activities:</i> |                                 |                                 |
| Waiver of past and current accrued management compensation                         | -                               | (493,648)                       |
| Reserve for impairment of investment                                               | -                               | 4,566,250                       |
| Amortization of intellectual property                                              | 95,000                          | 95,000                          |
| <i>Changes in operating assets and liabilities:</i>                                |                                 |                                 |
| Increase in prepaid expense                                                        | ( 280)                          | -                               |
| Increase in accounts payable and accrued expenses                                  | - <u>1,900</u>                  | <u>8,000</u>                    |
| Cash used in operating activities                                                  | <u>(10,500)</u>                 | <u>(16,919)</u>                 |
| Cash used in investment activities:                                                | <u>-</u>                        | <u>=-</u>                       |
| Cash from financing activities:                                                    |                                 |                                 |
| Demand loan                                                                        | 10,500                          | -                               |
| Cash received in advance for common stock                                          | <u>-</u>                        | <u>2,500</u>                    |
| -                                                                                  | <u>10,500</u>                   | <u>2,500</u>                    |
| Increase(decrease) in cash                                                         | -                               | (14,419)                        |
| Cash, beginning of year                                                            | <u>-</u>                        | <u>14,419</u>                   |
| Cash, end of year                                                                  | \$ <u>-</u>                     | \$ <u>-</u>                     |

*Supplemental information:*

|                                         |   |           |
|-----------------------------------------|---|-----------|
| Cash advances converted to common stock | - | \$180,000 |
| Increase in issued common stock         | - | (18,000)  |
| Increase in additional paid-in capital  | - | (162,000) |

**See accompanying notes to the financial statements**

**NNRF, INC.**

**Statement of Retained Earnings (Statement of Changes in Stockholders' Equity/Deficit)  
For the Year Ended December 31, 2025**

(Unaudited)

|                                              | <u>Common Shares</u>      |                         | <u>Additional</u>          | <u>Retained</u>                                            | <u>Stockholders'</u>      |
|----------------------------------------------|---------------------------|-------------------------|----------------------------|------------------------------------------------------------|---------------------------|
|                                              | <u>Number Issued</u>      | <u>Amount</u>           | <u>Paid-In Capital</u>     | <u>Earnings</u><br><u>(Accumulated</u><br><u>Deficit )</u> | <u>Equity(Deficit)</u>    |
| <b>Balance, January 1, 2025</b>              | <b>467,721,550</b>        | <b>\$467,922</b>        | <b>\$39,634,399</b>        | <b>\$(40,012,653)</b>                                      | <b>\$ 89,468</b>          |
| Loss for the Year<br>Ended December 31, 2025 | -                         | -                       | -                          | ( 107,120)                                                 | ( 107,120)                |
| <b>Balance,<br/>December 31, 2025</b>        | <b><u>467,721,550</u></b> | <b><u>\$467,722</u></b> | <b><u>\$39,634,399</u></b> | <b><u>\$(40,119,773)</u></b>                               | <b><u>\$ (17,652)</u></b> |

**See accompanying notes to the financial statements**

**NNRF, INC.**

**Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)  
For the Year Ended December 31, 2024**

(Unaudited)

|                                              | <u>Common Shares</u> |                  | <u>Additional</u>      | <u>Retained</u>                                            | <u>Stockholders'</u> |
|----------------------------------------------|----------------------|------------------|------------------------|------------------------------------------------------------|----------------------|
|                                              | <u>Number Issued</u> | <u>Amount</u>    | <u>Paid-In Capital</u> | <u>Earnings</u><br><u>(Accumulated</u><br><u>Deficit )</u> | <u>Equity</u>        |
| Balance, January 1, 2024                     | 449,921,550          | \$449,922        | \$39,472,399           | \$(35,816,964)                                             | \$4,105,157          |
| Issuance of common shares                    | 18,000,000           | 18,000           | 152,000                | -                                                          | 180,000              |
| Loss for the Year<br>ended December 31, 2024 | <u>-</u>             | <u>-</u>         | <u>-</u>               | <u>(4,195,689)</u>                                         | <u>(4,195,689)</u>   |
| Balance, December 31, 2024                   | <u>467,721,550</u>   | <u>\$467,722</u> | <u>\$39,634,399</u>    | <u>\$(40,012,653)</u>                                      | <u>\$ 89,468</u>     |

**See accompanying notes to the financial statements**

**NNRF, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
(Unaudited)

**NOTE 1 - GENERAL ORGANIZATION AND BUSINESS**

NNRF, Inc. (the “Company” or “NNRF”) seeks to invest in, or merge with, businesses that offer attractive earnings and growth potential, particularly in innovative and cutting-edge technology, engineering, health and green environmental solutions. More recently its focus is becoming a forward-thinking investor dedicated to spearheading positive change in the green circular economy. Through strategic acquisitions, joint ventures, and innovative initiatives, NNRF envisions a world where sustainable technologies and solutions thrive, fostering a harmonious balance between economic prosperity and environmental stewardship. Committed to sustainability, NNRF’s is working on creating a diversified portfolio, which will bring together a team of visionary leaders, driving a renewable future that benefits both humanity and the planet.

The Company was incorporated on February 16, 1999 in the state of Nevada.

Since 2007, the Company has invested and/or has attempted to actively acquire or merge with businesses that are undervalued and therefore potentially provide emerging growth and liquidity.

On September 30, 2024 the Company formed Elevate Biologix, LLC in New Jersey as a wholly-owned subsidiary to launch a line of online skin care and wellness products sold through its website, [elevatebiologix.com](http://elevatebiologix.com), including eye cream, moisturizer and hydration cream.

To provide financing for the Company’s continued business development, on November 26, 2024 the Company entered into a Stock Purchase Agreement with Earth Sciences/Darel Tieg (‘ES’) whereby ES agreed to acquire 100,000,000 of the Company’s restricted common shares for the aggregate sum of \$1,000,000 (or \$0.01 per share). This transaction however has not been fulfilled. To date and separately, on a cumulative basis, ES has paid a combined total of \$180,000 to acquire 18,000,000 restricted common shares

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Principles of and Basis of Presentation - The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) and include the balance sheet and results of operations of its wholly-owned subsidiary, Elevate Biologix, LLC, formed on September 30, 2024.

Use of estimates - The preparation of financial statements in conformity U.S. GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Ultimate realization of assets and settlement of liabilities in the future could materially differ from those estimates. Significant estimates include the valuation of common and preferred stock issued for services rendered, amortization of fixed assets and the valuation of deferred taxes.

Long-Lived Assets – The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. When indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets is less than the assets’ carrying amount. The Company measures the amount of such impairment by comparing the assets’ carrying value to the assets’ present value of the expected future discounted cash flows. Impairment charges, if any, are recorded in the period realized.

Intellectual property and related technology represent assets derived from the acquisition of Elevate Nutraceuticals, LLC which was acquired effective December 31, 2022 through the issuance of 75 million of the Company’s restricted common stock (Elevate Nutraceuticals, LLC was subsequently administratively dissolved on September 23, 2023).. These assets included customers lists and commercial relationships, together with certain production and distribution processes and systems, for a combined cost of \$285,000. The asset is being amortized on a straight-line basis over 36 months, reported

as an operating expense at the rate of \$95,000 per year (\$ 23,750 per quarter). As of December 31, 2025 cumulative amortization on this intellectual property totals \$285,000, leaving no remaining balance at December 31, 2025

**Revenues-** The Company recognizes revenue when all of the following criteria have been met:

- Persuasive evidence of an arrangement exists;
- Delivery has occurred or services have been rendered;
- The fee arrangement is fixed or determinable; and
- Collectability is reasonably assured.

**Earnings (Loss) per Share** - Basic earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the weighted average number of common shares during the year or period presented. The diluted earnings (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year or period presented. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. Diluted earnings (loss) per share are the same as basic earnings (loss) per share when the Company has a loss.

**Income Taxes-** Income taxes are provided in accordance with ASC 740, *Income Taxes*. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year for deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets may not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

### **NOTE 3 - GOING CONCERN**

The Company has recurring losses from operations, has a substantial working capital deficit and as of December 31 , 2025 has no cash balances. The Company may continue to incur losses and will require cash flow until it achieves market stability through the success in operations of newly acquired subsidiaries and/or through additional equity sales, other alternative financing arrangements, and/or a merger with a profitable business, and until its investments yield revenue and cash flow. There is no guarantee that the Company will be successful in raising the necessary capital needed, or if operations will be sustained to achieve profitability. These conditions raise substantial doubt about the Company's ability to continue as a going concern. As at December 31, 2025 no loss or expense has been accrued should the Company not be able to continue operations.

### **NOTE 4– INVESTMENT**

The Company owns the following investment:

#### **Zao Electro Machinery Building Plant ATOLL**

Towards the end of 2006 the Company acquired 13.25% of the equity interests of Zao Electro Machinery Building Plant Atoll ("ATOLL"), a Russian corporation, for \$1,166,250. In March 2007, the Company acquired an additional 36.75% interest for \$1,000,000 in cash payments and the issuance of 4,000,000 shares of the Company's common stock valued at \$2,400,000 or \$0.60 per share, which was equal to the closing price of the common stock on the date of the transaction, for a total investment cost of \$4,566,250.

The remaining 50% ownership of ATOLL is concentrated among a very small group of shareholders. Due to this concentration and the nature of the industry that ATOLL operates in, the Company, at this time is unable to influence

significant control. The Company has evaluated its investment in ATOLL and concluded that the investment in ATOLL will be recognized at the lower of cost in accordance with Financial Accounting Standards Board ("FASB") Interpretation

35 “Criteria for Applying the Equity Method of Accounting for Investments in Common Stock.” ATOLL is a manufacturing and research facility established to develop, manufacture and sell products designated for nuclear facilities such as nuclear power plants.

ASC 350-20-35-3C provides guidance and examples of the qualitative tests that should be considered and performed to determine if impairment of the fair value of any asset has occurred since its creation. Management has performed its qualitative test on the Company’s investment in ATOLL and has determined that an impairment reserve is required against the full amount of its investment. Accordingly, Management established an impairment reserve for the full amount of the cumulative investment of \$4,566,250 in its consolidated statement of income for the year ended December 31, 2024.

#### **NOTE 5 – ACCRUED EXECUTIVE COMPENSATION WAIVED**

The Company’s Board of Directors unanimously agreed that all accrued and unpaid executive compensation effective July 1, 2024 is to be waived and will not apply until substantial new financing, on favorable terms, is obtained by the Company. At that point, the Directors intend to revisit executive compensation and will determine an appropriate level of such compensation which can be reasonably sustained by the Company going forward. Accordingly, the Consolidated Statements of Income for the Year Ended December 31, 2025 do not reflect any management compensation.

#### **NOTE 6 – CURRENT LIABILITIES**

The Company’s current liabilities as of December 31, 2025 and at December 31, 2024 include the following:

|                                            | December 31,<br><u>2025</u> | December 31,<br><u>2024</u> |
|--------------------------------------------|-----------------------------|-----------------------------|
| Trade accounts payable for inventory       | \$ 47,840                   | \$ 47,840                   |
| Other accounts payable and accrued expense | 19,332                      | 17,432                      |
| Demand loans                               | <u>20,500</u>               | <u>10,000</u>               |
| Total current liabilities                  | <u>\$ 87,672</u>            | <u>\$ 75,272</u>            |

During the year ended December 31, 2025 the Company obtained additional demand loan financing of to enable it to pay the subscription fees to OTCMarkets, which are presently paid up through February 28, 2026. A financing fee of \$500 was incurred in connection with this temporary borrowing and the lender was promised the receipt of 500,000 common shares of the Company as an incentive to make the loan. To date these shares have not been issued.

## 10) Issuer Certification

### ***Principal Executive Officer***

I, Tomi Holden certify that:

1. I have reviewed this Disclosure Statement for NNRF, 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.

March 25, 2026

/s/ Tomi Holden [CEO's Signature]

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

### ***Principal Financial Officer:***

I, Alan Bailey certify that

1. I have reviewed this Disclosure Statement for NNRF, 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.

March 25, 2026

/s/ Alan Bailey (CFO's Signature)

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