

# BRANDED LEGACY

**Branded Legacy, Inc.**  
Incorporated in the State of Utah  
250 National Pl #162  
Longwood, FL 32750

Phone: 407-377-6693  
Website: [www.elev8hemp.com](http://www.elev8hemp.com)  
[www.zoecbd.com](http://www.zoecbd.com)

SIC CODE: 2080

**Annual/Quarterly Report**  
**For the year ending December 31, 2020**

The number of shares outstanding of our Common Stock is 50,138,496 as of 12/31/2020

The number of shares outstanding of our Common Stock was 45,028,496 as of 09/30/2020

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 of the company has occurred over this reporting period:

Yes:  No:

As of December 31, 2020

**Part A**      **General Company Information**

**Item 1**      **The exact name of the company and its predecessor (if any)**

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

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

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

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

**Item 2**      **The address of the company’s principal executive offices.**

Company Headquarters

Address:      250 National Pl #162  
                    Longwood, FL 32750  
Phone:         407-377-6693  
Email:          [info@elev8hemp.com](mailto:info@elev8hemp.com)  
Websites:      <http://www.Elev8Hemp.com>  
                    <http://www.ZoeCBD.com>

IR Contact

The Company handles its own IR

Address:      250 National Pl #162  
                    Longwood, FL 32750  
Phone:         407-377-6693  
Email:          [ir@elev8hemp.com](mailto:ir@elev8hemp.com)  
Websites:      <http://www.Elev8Hemp.com>  
                    <http://www.ZoeCBD.com>

**Item 3**      **The Jurisdiction(s) and date of the issuer’s incorporation or organization.**

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.

**Part B****Share Structure****Item 4****The exact title and class of securities outstanding**

The Company has the following classes of securities:

Common Shares Authorized:	900,000,000 (as of 12/31/2020)
Common Shares outstanding:	50,138,496 (as of 12/31/2020)
Trading symbol:	VATE
CUSIP:	10528L105

Preferred A Authorized:	2,500,000 (as of 12/31/2020)
Preferred A Outstanding:	2,200,000 (as of 12/31/2020)
Trading symbol:	VATE
CUSIP:	10528L105

Preferred B Authorized:	7,500,000 (as of 12/31/2020)
Preferred B Outstanding:	0 (as of 12/31/2020)
Trading symbol:	VATE
CUSIP:	10528L105

Preferred C Authorized:	0 (as of 12/31/2020)
Preferred C Outstanding:	0 (as of 12/31/2020)
Trading symbol:	VATE
CUSIP:	10528L105

Preferred D Authorized:	6,200,000 (as of 12/31/2020)
Preferred D Outstanding:	1,306,681 (as of 12/31/2020)
Trading symbol:	VATE
CUSIP:	10528L105

Preferred E Authorized:	3,800,000 (as of 12/31/2020)
Preferred E Outstanding:	3,800,000 (as of 12/31/2020)
Trading symbol:	VATE
CUSIP:	10528L105

Preferred Undesignated:	1,000,000 (as of 12/31/2020)
Preferred Undesignated:	880,000 (as of 12/31/2020)
Trading symbol:	VATE
CUSIP:	10528L105

**Item 5 Par or stated value and description of the security.**

<u>Security</u>	<u>Authorized</u>	<u>Issued and Outstanding</u>
<b>Common Stock</b>	900,000,000	50,138,496
<b>Preferred A</b>	2,500,000	2,200,000
<b>Preferred B</b>	7,500,000	0
<b>Preferred C</b>	0	0
<b>Preferred D</b>	6,200,000	1,306,681
<b>Preferred E</b>	3,800,000	3,800,000

**A. Par or Stated Value**

Common Shares Par value: .00001

Preferred A Par value: .0001

Preferred B Par value: .0001

Preferred C Par value: .0001

Preferred D Par value: .0001

Preferred E Par value: .0001

**B. Common or Preferred Stock**

1. Common Shares are not eligible to receive a dividend. Common shareholders have the right to one vote common share.
2. Preferred A converts on a one to one basis. Preferred B converts on a ten to one basis. Series A Preferred Stock shall have the right to have one vote per each share of Series A Preferred Stock that is held. Series B Preferred Stock shall have the right to have one vote per each share of Series B Preferred Stock that is held. Neither Preferred Series A Stock or Preferred Series B Stock are eligible to receive dividends. The holders of Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock have the same liquidation rights as the holders of the Company's Common Stock.
3. Preferred D Stock have the same liquidation rights as the holders of the Company's Common Stock. Series D Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Company (as in effect at the time in question) and applicable law, and shall be entitled to vote, together with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the holders of Series D Preferred Stock and the holders of Common Stock and other series of the Company's preferred stock shall vote together as a single class. At the Conversion Time, each share of Series D Preferred Stock subject to conversion shall be convertible into 60 shares of Common Stock
4. Preferred E Stock Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series E Preferred Stock, the holders of the Series E Preferred Stock shall be entitled to be paid out of the assets of the Company an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series E

Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series E Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series E Preferred Stock as set forth herein, the remaining assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Company's Common Stock. Conversion Formula. At the Conversion Time, each share of Series E Preferred Stock subject to conversion shall be convertible into 30 shares of Common Stock.

5. There are no other material rights of common or preferred shareholders.
6. There are no provisions in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

**Item 6            The number of shares or total amount of the securities outstanding for each class of securities authorized.**

Common Shares

- |       |   |                                |
|-------|---|--------------------------------|
| (i)   | Period Ending 12/31/2020                                      |                                |
| (ii)  | Common Shares Authorized:                                     | 900,000,000 (as of 12/31/2020) |
| (iii) | Common Shares Outstanding:                                    | 50,138,496 (as of 12/31/2020)  |
| (iv)  | Freely tradable shares (public float)                         | 4,726,887 (as of 12/31/2020)   |
| (v)   | Number of beneficial shareholders owning at least 100 shares: | 883                            |
| (vi)  | Total number of beneficial shareholders of record:            | 883                            |

Preferred Series A Shares

- |       |   |                              |
|-------|---|------------------------------|
| (i)   | Period Ending 12/31/2020                                      |                              |
| (ii)  | Preferred A Shares Authorized:                                | 2,500,000 (as of 12/31/2020) |
| (iii) | Preferred A Shares Outstanding:                               | 2,200,000 (as of 12/31/2020) |
| (iv)  | Freely tradable shares (public float)                         |                              |
| (v)   | Number of beneficial shareholders owning at least 100 shares: | 1                            |
| (vi)  | Total number of beneficial shareholders of record:            | 1                            |

Preferred Series B Shares

- |        |   |                              |
|--------|---|------------------------------|
| (vii)  | Period Ending 12/31/2020                                      |                              |
| (viii) | Preferred B Shares Authorized:                                | 7,500,000 (as of 12/31/2020) |
| (ix)   | Preferred B Shares Outstanding:                               | 0 (as of 12/31/2020)         |
| (x)    | Freely tradable shares (public float)                         |                              |
| (xi)   | Number of beneficial shareholders owning at least 100 shares: | 0                            |
| (xii)  | Total number of beneficial shareholders of record:            | 0                            |

Preferred Series C Shares

- |         |   |                      |
|---------|---|----------------------|
| (xiii)  | Period Ending 12/31/2020                                      |                      |
| (xiv)   | Preferred C Shares Authorized:                                | 0 (as of 12/31/2020) |
| (xv)    | Preferred C Shares Outstanding:                               | 0 (as of 12/31/2020) |
| (xvi)   | Freely tradable shares (public float)                         |                      |
| (xvii)  | Number of beneficial shareholders owning at least 100 shares: | 0                    |
| (xviii) | Total number of beneficial shareholders of record:            | 0                    |

Preferred Series D Shares

- |       |                          |  |
|-------|--------------------------|--|
| (xix) | Period Ending 12/31/2020 |  |
|-------|--------------------------|--|

(xx)	Preferred D Shares Authorized:	6,200,000 (as of 12/31/2020)
(xxi)	Preferred D Shares Outstanding:	2,615,147 (as of 12/31/2020)
(xxii)	Freely tradable shares (public float)	
(xxiii)	Number of beneficial shareholders owning at least 100 shares:	7
(xxiv)	Total number of beneficial shareholders of record:	7

Preferred Series E Shares

(xxv)	Period Ending 12/31/2020	
(xxvi)	Preferred E Shares Authorized:	3,800,000 (as of 12/31/2020)
(xxvii)	Preferred E Shares Outstanding:	3,800,000 (as of 12/31/2020)
(xxviii)	Freely tradable shares (public float)	
(xxix)	Number of beneficial shareholders owning at least 100 shares:	1
(xxx)	Total number of beneficial shareholders of record:	1

**Item 7                    The name and address of the transfer agent:**

Name:                    Action Stock Transfer Corporation  
Address:                2469 E. Fort Union Blvd., Suite 214  
                                 Salt Lake City, UT 84121  
Phone:                    (801) 274-1088

Action Stock Transfer Corporation is registered under the Exchange Act.  
There are no restrictions on the transfer of security  
There were no trading suspension orders issued by the SEC in the past 12 months.

**Part C                    Business Information**

**Item 8                    The nature of the issuer's business.**

A.                    Business Development.

1. Branded Legacy, Inc. is a corporation. It is incorporated in the state of Utah.
2. Year of incorporation was 1981.
3. The Company's fiscal year end is December 31.
4. The Company (or any predecessor) has never been in bankruptcy, receivership or any similar proceeding.
5. The Company doesn't have any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets.
6. The Company hasn't had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.
7. There has been no change in control throughout 2017.

8. There has been no increase of 10% or more of the same class of outstanding equity securities.
9. The Company did a reverse stock split on September 15, 2015 reducing the authorized common shares to 900,000,000
10. The company has never had any delisting of company securities by any security exchange.
11. The Company does not have any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.
12. The Company did a reverse stock split on May 22, 2020, change the Company name to Branded Legacy, Inc. and change the ticker symbol to BLEG.
13. The Company acquired Spikes CBDx, LLC on February 4, 2021.

## Business of Issuer

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 CryGel.  
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.

## Item 9

### **The nature of products or services offered.**

- A. All products are developed and marketed for health and wellness markets with a focus on coffees and teas. The company is founded on the basis of creating high-quality, sustainable, products for health-conscious consumers. The Company focuses on the development and marketing of hemp-based products, CBD beverages, and health care products including hemp coffee, hemp tea, and hemp-based skin care products. Spikes CBDx, LLC focuses on the development and marketing of the highest quality CBD Products such as CBD Tinctures, CBD Massage Oil, CBD Salve and CryoGel.
- B. The products are distributed out of our warehouse and through Amazon Prime.
- C. All publicly announced products have been developed and are currently being sold in brick and mortar location as well as online.
- D. Elev8 Hemp is aware of both its strengths and shortcomings of competing products. Elev8's products have entered and already crowded market, but with their premium branding, their strategy is to capture an upscale market which will filter down. Many of the product advantages were highlighted in the previous section of this plan. To summarize the key advantages:
  - Premium branding across all product lines
  - Sourcing the highest quality hemp and CBD
  - Diverse product lines in markets with continuous growth over the last year
  - Competitively priced products, but with premium branding
- E. The raw material for all products are readily available. The Company's main suppliers are:



- a. Blessed Bean Coffee, LLC
- b. Coffee Masters, LLC
- c. Splendid Natural
- d. Pure Health Products, LLC
- e. Javatino

- F. Branded Legacy is not dependent on any one or few customers for sales.
- G. The Company currently has one trademark
  - a. Elev8 Hemp
    - i. Text “Elev8 Hemp”
- H. The Company has no pending approvals from government on any products.

**Item 10 The nature and extent of the issuer’s facilities.**

The Company leases its corporate office space located at 250 National Pl 162, Longwood, FL 32750 and has signed an agreement with a duration from March 1, 2019 through June, 2021. The monthly fixed rate is \$2,142.65. As of May 2020 the Company renegotiated its rent rate down to \$750 a month through the end of June 2021.

	2020	2021					
Payments	\$ 7,500						
PV of Lease Liability	\$ 5,250						
	Lease Expense	Cash Payment	Interest	Liability Amortization	Unamortized Liability	ROU Amortization	ROU Balance
Year End	(A)	(B)	(C)=(D)*6%	(B)-(C)	(D)	(A)-(C)	
3/31/2019					\$ 59,994.20		\$ 59,994.20
12/31/2019	\$ 21,427.00			\$ 21,427.00	\$ 38,567.20	\$ 21,427.00	\$ 38,567.20
						Negotiated New Rate	
12/31/2019					\$ 12,000		\$ 12,000
6/30/2020	\$ 3,000.00			\$ 3,000.00	\$ 9,000.00	\$ 3,000.00	\$ 9,000.00
12/31/2020	\$ 4,500.00			\$ 4,500.00	\$ 4,500.00	\$ 4,500.00	\$ 4,500.00
6/30/2021	\$ 4,500.00			\$ 4,500.00	\$ -	\$ 4,500.00	
	\$ 12,000.00	\$ -	\$ -	\$ 12,000.00		\$ 12,000.00	

**Part D Management Structure and Financial Information**

**Item 11 The name of the chief executive officer, member of the board of directors, as well as control persons.**

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

- 1. Jermaine Strong - CEO
  - a. 250 National Pl #162  
Longwood, FL 32750
  - 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 o
      - Relieve technicians for breaks
      - Troubleshooting

- Training
- Compliance – Standard Operating Procedures
- Overseeing payroll for operators
- c. Chairman, 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

2. 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

3. Marcus Cromartie - Independent Director, Audit Committee Member

- a. 250 National Pl #162  
Longwood, FL 32750
- b. Employment History
  - Detroit Lions in 2018
    - Professional Football Player
  - Seattle Seahawks 2017
    - Professional Football Player
  - San Francisco 49ers 2015-2016
    - Professional Football Player
  - Cleveland Browns 2014
    - Professional Football Player
  - San Diego Chargers 2013
    - Professional Football Player
- c. Independent Director, Audit Committee Member
- d. Compensation – None

e. Eighty-Seven Thousand Five Hundred Restricted Common Shares

**B. Legal/Disciplinary History**

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. Disclosure of Family Relationships.

None of the persons are of any family relations.

D. Disclosure of Related Party Transactions

None of the transactions are of a related party.

E. Disclosure of Conflicts of Interest

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

## Item 12 Financial information for the issuer's most recent fiscal period.

### 1. Balance Sheet - Audited

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
<b>Total Current Assets</b>	<b>\$138,671</b>	<b>\$117,469</b>
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	
<b>Total Current Liabilities</b>	<b>\$48,106</b>	<b>\$27,490</b>
Long-Term Liabilities		
Government Loan	\$1,500,000	\$1,500,000
Promissory Note	\$81,800	
	\$69,250	\$216,750
<b>Total Long-Term Liabilities</b>	<b>\$1,651,050</b>	<b>\$1,716,750</b>
<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 Captial	\$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>

Statement of Income - Audited

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)

## 2. Statement of Cash Flow - Audited

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)
<b>Adjustments to reconcile Net Income to Net Cash provided by operations:</b>		
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
<b>Total Adjustments to reconcile Net Income to Net Cash provided by operations:</b>	<b>\$5,694</b>	<b>(\$136,638)</b>
<b>Net cash provided by operating activities</b>	<b>(\$292,767)</b>	
<b>INVESTING ACTIVITIES</b>		
Purchase of Equipment	\$28,900	(\$5,802)
Goodwill		
<b>Net cash provided by investing activities</b>	<b>\$28,900</b>	<b>\$0</b>
<b>FINANCING ACTIVITIES</b>		
<b>Borrowing (Repayment) of Note Payable</b>		
Notes Payable	(\$65,700)	\$1,691,750
<b>Discount on Investment Shares</b>		
APIC	\$843,677	
Cash for Common Stock	(\$174,437)	\$176,155
Cash for Preferred Stock	(\$332,224)	\$331,894
<b>Net cash provided by financing activities</b>	<b>\$271,317</b>	<b>\$2,199,799</b>
<b>Net cash increase for period</b>	<b>\$7,450</b>	<b>(\$11,498)</b>
<b>Cash at beginning of period</b>	<b>(\$1,648)</b>	<b>\$9,850</b>
<b>Cash at end of period</b>	<b>\$5,802</b>	<b>(\$1,648)</b>

### 3. Statement of Changes in Stockholder's Equity - Audited

Branded Legacy, Inc. Consolidated Statements of Stockholder's (Deficit) 31-Dec-20							
	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's 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>	<b>(1,532,544)</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	2,373
Net Income (Loss)						(71,632)	(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>	<b>(1,551,803)</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)	(57,395)
Net Income (Loss)						(79,883)	(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>	<b>(1,689,081)</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	307,377
Adjustment to APIC from 2016					(8,620)		
Net Income (Loss)						(43,829)	(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>	<b>(1,138,619)</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)	(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>	<b>(1,548,667)</b>

#### 4. Financial Notes

### **Branded Legacy, Inc.**

#### **NOTES TO FINANCIAL STATEMENTS**

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

- A. Branded Legacy, Inc. specializes in the development and marketing of products for the fitness and wellness markets. The company is founded on the basis of creating high-quality, sustainable, products for health-conscious consumers.
- B. Elev8 Hemp LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of hemp-based food, beverage, and health care products including hemp coffee, hemp water, and hemp-based skin care products.
- C. Spikes CBDx, LLC is a wholly owned subsidiary of Branded Legacy, Inc. which focuses on the development and marketing of the highest quality CBD Products. Currently Spikes CBDx products consist of CBD Tinctures, CBD Massage Oil, CBD Salve and CBD CryoGel.
- D. 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.
- E. 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. Due to being antidilutive, 440,000,000 common shares have been excluded from earnings per share due to convertible notes.

## **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, hemp tea, CBD lotion, CBD salve, CBD infused iced coffee and CBD infused iced tea. The shelf life of all inventory 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.

Year End	Lease Expense (A)	Cash Payment (B)	Interest ( C)=( D)*6%	Liability Amortization ( B)-( C)	Unamortized Liability ( D)	ROU Amortization ( A)-( C)	ROU Balance
3/31/2019					\$ 59,994.20		\$59,994.20
12/31/2019	\$ 21,427.00			\$ 21,427.00	\$ 38,567.20	\$ 21,427.00	\$38,567.20
						Negotiated New Rate	
12/31/2019					\$ 12,000		\$ 12,000
6/30/2020	\$ 5,250.00			\$ 5,250.00	\$ 6,750.00	\$ 5,250.00	\$ 6,750.00
12/31/2020	\$ 2,250.00			\$ 2,250.00	\$ 4,500.00	\$ 2,250.00	\$ 4,500.00
6/30/2021	\$ 4,500.00			\$ 4,500.00	\$ -	\$ 4,500.00	
	\$ 12,000.00	\$ -	\$ -	\$ 12,000.00		\$ 12,000.00	

## NOTE 5 – Ongoing 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-packers 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, 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 second 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 early 2020, we still anticipate our revenues begin increasing in the first quarter of 2021.

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

As of June 30, 2020, 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 relationship 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. At June 30, 2020 there were 2,200,000 Preferred A shares issued and outstanding, 1,306,681 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 \$0.00001 par value. As of December 31, 2020 there were 50,138,496 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.

#### 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 Jermaine Strong was issued 15,000,000 common shares per an employment agreement.

On August 10, 2020 Jermaine Strong was issued 20,000,000 common shares per an amendment 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 June 30, 2020, the Company has \$286,655 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 \$(2,068,875) in 2019. 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**

On February 4, 2021 Branded Legacy, Inc acquired Spikes CBDx, LLC. Brandon Spikes, founder of Spikes CBDx, LLC, has been an advocate of CBD for athletes for quite some time. Spikes believes that post workout recovery, with Spikes CBDx products, can lower inflammation, aid in making your body stronger, and help recover from injuries naturally. The CBD line also targets individuals who are looking for pain relief, better sleep, faster recovery and lowering inflammation. Spikes CBDx provides tinctures, lotions, moisturizer and cryo-gel roll-ons. To view all of the Spikes CBDx products please visit: [spikescbd.com](http://spikescbd.com).

In an effort to expand the Company's presence in the CBD topicals and tinctures market, Branded Legacy Inc. acquired Spikes CBDx, as well as hired Brandon Spikes to be the Chairman of the Board of Directors of Branded Legacy, Inc. The acquisition gives Spikes CBDx the ability to tap into Branded Legacy's established distribution network. Branded Legacy has plans to begin distributing Spikes CBDx product immediately.

## **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. 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.
- E. The Company's primary SIC code is 2080
- F. The Company's fiscal year end is December 31.

## **NOTE 21                      Facilities**

The Company's corporate office is located at 250 National Pl #162, Longwood, FL 32750.

## **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.

#### **Jermaine Strong, CEO**

Jermaine 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. Jermaine brings to the table years of operational and leadership experience in the athletic arena as well as the manufacturing industry.

#### **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.

## B. Executive Compensation

Name and Principle Position	Year	Salary	Bonus	Stock Awards	Total
Jermaine Strong	2020	\$20,000		35,000,000 Restricted Common Shares	\$20,000
Matthew Nichols	2020	\$45,000			\$45,000

C. 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.

## D. Beneficial Shareholders

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

- Jermaine Strong owns Thirty-Five Million Restricted Common Shares of Branded Legacy, Inc.
- Phillip Friedman owns Five Million Three Thousand Three Hundred and Thirty-Four Shares of Restricted Common Shares of Branded Legacy, Inc.

## 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 year ending December 31, 2020, 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.

This 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 June 30, 2020 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 year ending December 31, 2020 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 2019 Financial Statements**

Elev8 Brands, Inc.  
Consolidated Balance Sheet  
Year Ending  
31-Dec-19

December 31, 2019      December 31, 2018

**ASSETS**

Current Assets		
Cash		\$11,498
Accounts Receivable	\$45,073	\$11,729
Inventory	\$72,396	\$13,471
<b>Total Current Assets</b>	<b>117,469</b>	<b>\$36,698</b>
Fixed Assets, Net Depreciation		
Accumulated Depreciation	(\$7,135)	
Equipment	\$ 46,965	\$16,522
	\$39,830	\$16,522
Other Assets		
Net Assets of Discontinued Operation	\$ 54,397	
<b>Total Assets</b>	<b>\$ 211,696</b>	<b>\$53,220</b>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

Current Liabilities		
Accounts Payable	\$25,267	\$6,188
Notes Payable	\$0	\$25,000
Credit Cards	\$0	\$10,259
Outstanding Checks	\$1,648	\$0
Payroll Liabilities	\$575	\$330
<b>Total Current Liabilities</b>	<b>\$27,490</b>	
Long-Term Liabilities	\$1,500,000	
Promissory Note	\$216,750	\$0
<b>Total Liabilities</b>	<b>\$ 1,744,240</b>	<b>\$41,777</b>

**Stockholder's Equity (Deficit)**

Common Stock		
par value \$.00001 568,586,217 shares issued and outstanding at December 31, 2019	\$180,610	\$4,455
Capital Preferred Stock		
Par value \$.0001 7,936,681 shares issued and outstanding at December 31, 2019	\$333,107	\$1,213
Additional Paid in Capital	\$446,043	\$507,323
Accumulated (Deficit)	(\$2,546,701)	(\$501,548)
Net Gain or Loss of Discontinued Operations	\$54,397	
<b>Total Equity</b>	<b>(\$1,532,544)</b>	<b>\$11,443</b>

<b>Total Liabilities and Stockholder's Equity</b>	<b>\$ 211,696</b>	<b>\$53,220</b>
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Elev8 Brands, Inc.  
Consolidated Statement of Operations  
Year Ending  
31-Dec-19

	Year Ending December 31,	
	2019	2018
Revenue, Net	\$ 318,526	\$372,305
Cost of Goods Sold	\$ 140,936	\$159,462
Gross Profit	\$ 177,590	\$212,843
<b>Expenses</b>		
General and Administrative	\$ 468,106	\$477,531
Sales and Marketing	\$ 150,927	\$103,127
Goodwill Impairment	\$108,860	
Debt Expense to Kona Gold Solutions	\$1,500,000	
Total Expenses	\$ 2,227,893	\$580,658
Net Income (Loss) From Discontinued Operations	(\$18,554)	
Net Income (Loss)	\$ (2,068,857)	(\$367,815)
Loss Per Common Share		
Weighted Average Common Shares Outstanding	0	0

Elev8 Brands, Inc.  
Consolidated Statement of Cash Flows  
Year Ending  
31-Dec-19

	December 31, 2019	December 31, 2018
	<b>Total</b>	<b>Total</b>
<b>OPERATING ACTIVITIES</b>		
Net Income	(\$2,068,857)	(\$367,815)
<b>Adjustments to reconcile Net Income to Net Cash provided by operations:</b>	<b>\$0</b>	
Accounts Receivable	(\$33,144)	(\$10,186)
Purchase (Sales) of Inventory	(\$58,370)	(\$15,131)
Depreciation Expense	\$3,593	\$3,542
Prepaid Expenses	(\$147)	
Cash from discontinued operations	(\$7,794)	
Accounts Payable	\$20,258	(\$98,427)
Beneficial conversion feature on convertible notes	(\$61,279)	\$492,374
Accrued	\$0	(\$2,633)
Sales Tax Agency Payable	\$245	
<b>Total Adjustments to reconcile Net Income to Net Cash provided by operations:</b>	<b>(\$136,638)</b>	<b>\$369,539</b>
<b>Net cash provided by operating activities</b>	<b>(\$2,205,494)</b>	<b>\$1,724</b>
<b>INVESTING ACTIVITIES</b>		
Purchase of Equipment	(\$5,802)	
<b>Net cash provided by investing activities</b>	<b>(\$5,802)</b>	<b>\$0</b>
<b>FINANCING ACTIVITIES</b>		
Borrowing (Repayment) of Note Payable	\$216,750	
Notes Payable	(\$25,000)	
Longterm Notes Payable	\$1,500,000	
Cash for Common Stock	\$176,155	\$703
Cash for Preferred Stock	\$331,894	\$345
<b>Net cash provided by financing activities</b>	<b>\$2,199,799</b>	<b>\$1,048</b>
<b>Net cash increase for period</b>	<b>(\$11,498)</b>	<b>\$2,772</b>
<b>Cash at beginning of period</b>	<b>\$11,498</b>	<b>\$8,726</b>
<b>Cash at end of period</b>	<b>\$0</b>	<b>\$11,498</b>



Elev8 Brands, Inc.  
Consolidated Statements of Stockholder's (Deficit)  
31-Dec-19

	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Deficit
	Shares	Amount	Shares	Amount			
<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>\$ 507,322</b>	<b>\$ (501,548)</b>	<b>\$ 11,442</b>
Preferred Stock B issued for investment			6,500,000	\$ 650			\$ 650
Preferred Stock D issued for investments			156,681	\$ 332,005			\$ 332,005
Discount on preferred shares issued					\$ (81,259)		\$ (81,259)
Common share issued conversion Series B	44,000,000	\$ 440	(4,400,000)	\$ (440)			\$ 11,000
Debt Reduced	793,651	\$ 11,000					\$ -
Additional Paid in Capital							\$ 137,860
Common Shares issued for acquisition	3,541,228	\$ 137,860					\$ (183,439)
Net Income (Loss)						\$ (183,439)	\$ (183,439)
<b>Balance March 31, 2019</b>	<b>493,859,155</b>	<b>\$ 153,755</b>	<b>13,623,404</b>	<b>\$ 333,428</b>	<b>\$ 426,063</b>	<b>\$ (684,987)</b>	<b>\$ 228,259</b>
Common share issued conversion	36,000,000	\$ 110	(1,100,000)	\$ (110)			\$ 19,980
Additional Paid in Capital					\$ 19,980		\$ 20
Common Shares issued for consulting	2,000,000	\$ 20					\$ -
Net Income (Loss)						\$ (78,162)	\$ -
<b>Balance June 30, 2019</b>	<b>531,859,155</b>	<b>\$ 153,885</b>	<b>12,523,404</b>	<b>\$ 333,318</b>	<b>\$ 446,043</b>	<b>\$ (684,987)</b>	<b>\$ 248,259</b>
Preferred Stock Converted to Common	35,400,000	\$ 184	(1,840,000)	\$ (184)			\$ 8,264
Common share issued services	413,223	\$ 8,264		\$ -			\$ -
Common Shares issued for consulting							\$ (69,581)
Net Income (Loss)						\$ (69,581)	\$ (69,581)
<b>Balance September 30, 2019</b>	<b>567,672,378</b>	<b>\$ 162,333</b>	<b>10,683,404</b>	<b>\$ 333,134</b>	<b>\$ 446,043</b>	<b>\$ (754,568)</b>	<b>\$ 186,942</b>
Preferred Stock Cancellation			(2,746,723)	\$ (27)			\$ 18,277
Common share issued services	913,839	\$ 18,277					\$ -
Longterm Note Recorded							\$ (18,554)
Net Income (Loss) from discontinued operations						\$ (18,554)	\$ (1,719,182)
Net Income (Loss)						\$ (1,719,182)	\$ (1,719,182)
<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>	<b>\$ (1,532,544)</b>

## 2. Year End 2018 Financial Statements

Elev8 Brands, Inc.  
Balance Sheet  
31-Dec-18

December 31, 2018	
<b>ASSETS</b>	
Current Assets	
Cash	11,905
Accounts Receivable	11,729
Inventory	13,471
Total Current Assets	37,105
Fixed Assets	16,522
Total Longterm Assets	16,522
<b>Total Assets</b>	<b>\$ 53,627</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>	
Current Liabilities	
Accounts Payable	6,595
Notes Payable	25,000
Credit Cards	10,259
Accrued Interest Payable	0
Payroll Liabilities	330
Total Current Liabilities	\$ 42,184
<b>Total Liabilities</b>	<b>\$ 42,184</b>
Stockholder's Equity (Deficit)	
Common Stock	
par value \$.00001, 445,524,276 shares issued and outstanding at December 31, 2018	4,455
Capital Preferred Stock	
Par value \$.0001, 11,366,723 shares issued and outstanding at December 31, 2018	1,213
Additional Paid in Captial	507,323
Accumulated (Deficit)	-501,548
<b>Total Equity</b>	<b>\$ 11,443</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$ 53,627</b>

Elev8 Brands, Inc.  
Statement of Operations  
Annual Disclosure  
31-Dec-18

		December 31, 2018
Revenue, Net	\$	372,305
Cost of Goods Sold	\$	159,462
Gross Profit	\$	212,843
Expenses		
General and Administrative	\$	477,531
Sales and Marketing	\$	103,127
Total Expenses	\$	580,658
Net Income (Loss)		(367,815)
Loss Per Common Share	\$	0
Weighted Average Common Shares Outstanding	\$	432,240,264

Elev8 Brands, Inc.  
Statement of Cash Flows  
Annual Disclosure  
31-Dec-18

December 31, 2018

<b>Cash Flows From Operating Activities</b>	
Net Income (Loss)	-367,815
Adjustments to reconcile net loss to cash from operating activities	0
Stock exchanged for services and other	0
Changes in operating assets and liabilities	0
Accounts Receivable	-10,186
Depreciation	3,542
Accounts Payable	-98,427
Accrued	-2,633
Furniture and Equipment	0
Inventory	-15,131
<b>Total Adjustments to reconcile Net Loss to Cash used by operating</b>	<b>-122,835</b>
	<b>0</b>
<b>Net Cash Used by Operation Activities</b>	<b>-490,637</b>
	<b>0</b>
Cash	1,679
Net Cash Flows from Financing Activities	506,591
Net Change in Cash	0
Cash in Beginning of Period	1,681
Net Cash Increase	2,772
Cash at End of Period	11,498
<b>Supplemental Cash Flow Information</b>	
Cash Paid During the Period for:	0
Interest	0
Income Tax	0
Acquisition for Stock at Par	20
Notes Converted to stock	0

Elev8 Brands, Inc.  
Statements of Stockholder's (Deficit)  
31-Dec-18

	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Defect
	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>	<b>\$ (127,350)</b>
Common shares retired	(215,603,365)	\$ (2,156)					\$ (2,156)
Preferred shares retired			\$ (2,000,000)	\$ (200)			\$ (200)
Retained Earnings						\$ 272	\$ 272
Net Income (Loss)						\$ (25,137)	\$ (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>	<b>\$ (154,571)</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)	\$ (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>	<b>\$ 148,296</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)	\$ (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>	<b>\$ (4,922)</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)	\$ (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>	<b>\$ 11,443</b>

**Item 14 Beneficial Owners.**

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

Jermaine Strong

250 National Pl #162, Longwood, FL 32705

35,000,000 Restricted Common Shares

Phillip Friedman Orlando, FL

5,003,334 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: Matthew McMurdo, Esq.

Firm: McMurdo Law Group, LLC

Address: 1185 Avenue of the Americas, 3<sup>rd</sup> Floor, New York, NY 10036

Phone: (917) 318-2865

Email: matt@nannaronelaw.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**

October 14, 2020 Branded Legacy added former track and basketball athletes, David Weaver and Willie Perry, to its advisory board as well as promote sales and operation manager Matthew Nichols to Vice Presidents.

David Weaver, a North Carolina native, has over 15 years of collegiate and international basketball playing experience. He spent his collegiate years playing ACC basketball for Wake Forest University, whose team secured a #1 ranking during the 2008-09 season. Since graduation, David has been playing professionally for clubs in over 11 countries across Europe and Asia. Winning multiple international cups including a national championship with the Portuguese sports powerhouse, SL Benfica in 2014. In between seasons he is involved with summer travel basketball as an assistant coach for the Asheville Gamechangers AAU club, helping teenage youth grow their basketball skills and potentially secure collegiate scholarships.

David stated, "I am excited to be a part of Branded Legacy Inc. and truly believe our brand can promote positive and healthy lifestyles for so many."

Willie Perry, at the age of 19, became known for running the fastest 100m and 200m dash in the world as a teenager. He ran track for the University of Florida 2005-09 where he was the only freshman to be awarded with the Goodwill Gator Community Service Award. Willie earned All-American, All-SEC, and All-Academic recognitions as well as representing Team USA. Willie would become a professional track and field athlete for Saucony Inc., traveling the world in 2009.

Jermaine Strong, CEO of Branded Legacy, Inc., stated, "As collegiate athletes, David and Willie are ecstatic about presenting our products in their everyday life. To help expand brand awareness it is nothing short of an honor to welcome them both to the team."

In addition, the Company has promoted Matthew Nichols to Vice President of Branded Legacy, Inc. Having years' experience with the Company in sales and operations, this promotion fills a vital role for Branded Legacy. The Company plans to make several new hires over the coming months to continue to grow its sales and operations departments.

Matthew has a background in sales as well as management. Nichols has 10 years of experience, which includes the 2 years working in sales and operation with Branded Legacy Inc., handling 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.

"I've always believed in the Vision of Branded Legacy, and it's been a great experience growing with the brand these last couple of years," stated Matthew. "Moving into a leadership role is a big step and a challenge I am looking forward to. There is much to do as new growth is still on the horizon. I am honored to continue serving our Company in a new capacity."

Strong concluded, "I've learned a lot about sales and operation from working with Matthews these last 3 months and how great of a sales leader he is. Nichols willingness and patience to teach is why I'm overly excited about the sales team that he will lead to push our products to the next level."

November 12, 2020 the Company has added national comedian and college standout, Jeremy Alsop and Marquise Williams to its advisory board.

Jeremy Alsop (Burpie) is a nationally known comedian who is currently a co-host of the No limit Larry & The Morning Madderhouse morning show on Power 98 FM which is one of the most popular radio stations in Charlotte NC. Alsop has performed on episodes of the Wild N' Out and Joking off shows. He has been competing on Last Comic standing and Shaq's Next Allstar as well as coming a finalist in the 2012 Miller Lite Comedy Search.

Jeremy stated, "I am extremely honored to be a part of Branded Legacy Inc. something that could change the culture forever."

Marquise Williams a former quarterback and team captain for the University of North Carolina who lead them to a ACC Coastal Division Title his senior year 2015. Williams would pursue his dream when he signed with the Green Bay Packers of the National Football League 2016. He would then move on to play for Saskatchewan Roughriders of the Canadian Football League 2017. Following that Williams would become a 2nd round pick in the inaugural AAF OB Draft by the San Antonio Commanders 2018 as well as being drafted by the New York Guardians in the 10th round of the 2020 XFL Draft.

Jermaine Strong, CEO of Branded Legacy, Inc., stated, "We are currently laying in the groundwork for our marketing plan. We are very excited about the eagerness all these individuals have shown to work with Branded Legacy. Next step will be putting money into strategically navigating the difficult world of advertising Hemp and CBD products."

In addition, the Company has sent re-order to one of its newer distributors, California High. They have been expanding business even through the pandemic. California High is currently selling Elev8 Hemp's CBD Ice Teas into 40 different accounts which the majority of those accounts are putting in re-orders regularly.

Branded Legacy Inc. is also in final discussion with an Events Company located in Orlando, Las Vegas, and Washington D.C who wants to add Elev8 Hemp's CBD Coffee into their menu. Orlando and Las Vegas are some of the busiest tradeshow areas in the country. Elev8 Hemp seeks to have their product in the cups of millions of coffee drinkers around the USA.

Strong concluded, "We have put ourselves into many opportunities for exposure and brand awareness. We are looking forward to this next year as we unfold our plan to be the top Hemp and CBD Coffee Company in the country."

December 23, 2020 Branded Legacy announces new distribution agreement with Q Wellness.

Elev8 Hemp continues to press on through these challenges and is exploring new opportunities for growth and expansion. The Company is excited to announce a new distribution partnership with Q Wellness, a CBD distribution company, powered by Quality Cannabis Consulting Firm with more than 13 years' experience in the cannabis industry. Q Wellness is partnered with over 30 companies, carrying 518 product lines. Their distribution footprint is in all 50 states, and they have exclusivity in 9 territories. Q Wellness reports that Elev8 Hemp is already in 5 accounts in Colorado, 7 throughout the Mid-West in Iowa, Nebraska, Missouri, and meetings are scheduled with grocery chains in South Dakota.

Q Wellness CEO, Jamalle Reeves, stated, "We understand quality service and quality products. So here at Q Wellness CBD, we are excited to partner with Elev8 Hemp in getting their unique brand in unique places. Q Team – 'Quality: There is NO ALTERNATIVE.'"

"With this partnership, wider and faster expansion is anticipated, and new opportunities for research and development of products and new vendor relationships are now available. We've



already seen an influx of requests for pallet quotes and reorders from our distribution partners. We have received a full truckload of 20 pallets of our CBD infused ice teas in preparation for the implementation of marketing campaign with distributors and wholesalers," stated Jermain Strong, CEO of Branded Legacy, Inc.

Elev8 Hemp launches new holiday flavor, Jingle Bell Java, to the hemp coffee line. The profile features a toasted pecan, cinnamon and rum flavor, which has resulted in multiple production reorders in just the first 3 weeks. Marketing strategies are in place to generate excitement for consumers by featuring holiday flavors throughout the year, and incentives with flash sales, BOGO deals, discounts and free shipping opportunities. The Company also launched an advertising campaign with Next Level Creative last week. Currently, the company is in the data collection phase to identify target audiences that Elev8 Hemp will convert into increasing revenues.

In addition, Elev8 Hemp's Trademark has been approved after almost three years. Elev8 Hemp is officially a part of Amazon's Band Registry which allows the Company to be a "registered brand" on Amazon and utilize many marketing features that only apply to registered brands. This milestone opens the door to more brand exposure, authenticity and better publicity.

Strong concluded, "As we look into 2021, discussions have begun for new product lines as well as opportunities to expand business with larger profit margins. Currently meetings are being scheduled with executives in the hospitality industry to discuss the potential to have Elev8 Hemp coffee featured in select hotels. We have overcome many hurdles this year and things look stronger than ever for a very successful next 12 months."

## **B. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

1. Competition in the hemp market is high however Elev8 Hemp Coffee and Elev8 Hemp Tea has gained quick traction in the hemp market. We are yet to see any other hemp teas in traditional tea bags as Elev8 has done. The true competitors are the ones with a larger product base and have longevity in the industry.

Spikes CBDx faces a lot of competition as there are some well-developed brands with a large market share already. Spikes CBDx brings an advantage with a premium quality product and providing transparency through analysis reports of all CBD used in products as well as the credibility of a former NFL Linebacker, Brandon Spikes.

Plans require putting a lot of money into marketing and advertising as well as bring on additional sales representatives. Management plans to increase liquidity and continue to increase funding for operations.

2. Since the end of 2018 Branded Legacy has effectively utilized its cash flow in marketing and increased sales because of this.  
The Company has hired two full time Sales Associates to handle all existing accounts as well as outside sales. These new positions will be expanding into a team of five sales reps to help with growing sales by the end of 2020.

## **Part E**

### **Item 17 Issuance History**

- A. Issuance in chronological order

#### **Fourth Quarter - 2018**

Chris Risi was issued 250,000 restricted common shares at a par value of .00001 per her employment contract on October 19, 2018.

An accredited investor, Matthew Nicoletti was issued 29,289,230 common shares per conversion on a convertible note on October 23, 2018.

Wellington Providence Group, LLC, David Harkham, retired 10,000,000 restricted common shares on October 30, 2018.

Preferred shares were converted into 3,600,000 restricted common shares per and employment agreement, Ryan Medico, on December 19, 2018.

#### **First Quarter - 2019**

On January 24, 2019, the Company issued 3,541,228 common shares to acquire Blessed Bean, LLC, Robie Leavitt.

Bright Rain Collaborative, Robert Sitter, was issued 793,651 common shares on March 1, 2019 for services rendered.

An accredited investor Brandon Spikes was issued 1,500,000 Preferred Series B shares per an exchange agreement on March 11, 2019.

An accredited investor Matthew Nicoletti was issued 5,000,000 Preferred Series B shares per a PPM on March 11, 2019.

On March 15, 2019 an accredited investor, Matthew Nicoletti was issued 44,000,000 shares per an investment in the Company.

### **Second Quarter - 2019**

An accredited investor Matthew Nicoletti was issued 5,556 Preferred Series D shares on April 10, 2019.

An accredited investor Matthew Nicoletti was issued 30,030 Preferred Series D shares on April 10, 2019.

An accredited investor Matthew Nicoletti was issued 15,723 Preferred Series D shares on April 10, 2019.

An accredited investor Jeffrey Bloss was issued 18,368 Preferred Series D shares on April 10, 2019.

An accredited investor Andy Holloway was issued 18,368 Preferred Series D shares on April 10, 2019.

An accredited investor Mark Thomas was issued 18,368 Preferred Series D shares on April 10, 2019.

An accredited investor Bill Wrisinger was issued 18,368 Preferred Series D shares on April 10, 2019.

An accredited investor Matthew Nicoletti was issued 6,000,000 shares of common stock on April 17, 2019.

A consultant was issued Eric Largent 1,000,000 restricted common shares on June 11, 2019 for services rendered.

A consultant was issued Phil Friedman 1,000,000 restricted common shares on June 11, 2019 for services rendered.

An accredited investor Matthew Nicoletti was issued 30,000,000 shares of common stock on June 18, 2019 on converting 500,000 shares of Preferred Series D.

### **Third Quarter - 2019**

On August 29, 2019 Bright Rain Collaborative, Robert Sitter, was issued 413,223 common shares for marketing services.

An accredited investor Mark Thomas was issued 15,950 Preferred Series D shares on August 29, 2019.

An accredited investor Brandon Spikes was issued 20,400,000 shares of common stock from the conversion of 340,000 Preferred Series D shares on September 4, 2019.

An accredited investor Brandon Spikes was issued 15,000,000 shares of common stock from the conversion of 1,500,000 Preferred Series B shares on September 17, 2019.

#### **Fourth Quarter - 2019**

On December 13<sup>th</sup>, 2019 GHS Investments, LLC, Mark Grober, was issued 913,839 Shares of Common Shares as commitment shares to do business together.

#### **First Quarter - 2020**

On March 25, 2020 Martin Del Monte was issued 250,000 preferred series D shares per a PPM.

#### **Second Quarter - 2020**

There are no shares issued during this time.

#### **Third Quarter - 2020**

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

On July 9, 2020 Phillip Friedman was issued 5,000,000 common shares per an board agreement.

On July 28, 2020 Matthew Nicoletti was issued 3,078,540 common shares per conversion of preferred shares.

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

On August 24, 2020 Mark Parson was issued 87,500 common shares per an advisory board agreement.

On August 24, 2020 Ryan Medico cancelled 33,334 common shares per an agreement with Company.

#### **Fourth Quarter - 2020**

On October 14, 2020 Marcus Cromartie was issued 87,500 common shares per an advisory board agreement with the Company.

On October 14, 2020 Brandon James was issued 87,500 common shares per an advisory board agreement with the Company.

On October 14, 2020 David M Weaver Jr was issued 87,500 common shares per an advisory board agreement with the Company.

On October 14, 2020 Willie Perry was issued 87,500 common shares per an advisory board agreement with the Company.

On October 14, 2020 Marquise Williams was issued 87,500 common shares per an advisory board agreement with the Company.

On October 14, 2020 James Alsop was issued 87,500 common shares per an advisory board agreement with the Company.

On October 30, 2020 Ryan Medico was issued 4,410,000 common shares per a conversion of preferred shares.

On November 23, 2020 Travis Carter was issued 87,500 common shares per an advisory board agreement with the Company.

On November 23, 2020 Ryan Hudson was issued 87,500 common shares per an advisory board agreement with the Company.

**B. List of Notes**

As of December 31, 2020, the Company has zero convertible notes.

**Part F**            **Exhibits**

**Item 18**            **Material Contracts.**

- A. The Company leases its corporate office space located at 250 National Pl 162, Longwood, FL 32750 and has signed an agreement with a duration from March 1, 2019 through July, 2021.
- B. The monthly fixed rate is \$750.
- C. No significant management contracts
- D. Management Contracts - On November 27, 2019 the Company came to an agreement with Kona Gold Solutions to exchange 2,746,723 shares of Series D Preferred Stock for a \$1,500,000 non-convertible promissory note. Payment begin (10) years from the date hereof. This Note may be prepaid in full at any time without cost or penalty to Borrower. If the Borrower fails to make payment in the full on or before the Maturity Date, Borrower agrees to pay a late charge to Lender or Note Holder in the amount of \$1,000 per month until payment in full. The Debt shall not be convertible into common stock of the Borrower. The Debt shall be unsecured.

**Item 19**            **Articles of incorporation and Bylaws.**

**[Articles of Incorporation](#)**

**[Corporate Bylaws](#)**

**Item 20**            **Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

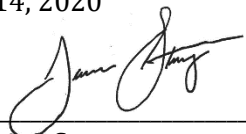
**There have been no purchases of Equity Securities.**

**Item 21**            **Issuer's Certification**

I, Jermaine 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 Branded Legacy Inc. as of and for the periods presented in this Disclosure Statement.

May 14, 2020

  
\_\_\_\_\_  
Jermaine Strong  
Chief Executive Officer and Chairman

## **Report of Independent Registered Public Accounting Firm**

To the shareholders and the board of directors of Branded Legacy, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Branded Legacy, Inc. (the "Company") as of December 31, 2020 and 2019, the related statement of operations, stockholders' equity (deficit), and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### **Substantial Doubt about the Company's Ability to Continue as a Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 5 to the financial statements, the Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s BF Borgers CPA PC

**BF Borgers CPA PC**

We have served as the Company's auditor since 2018

Lakewood, CO

May 14, 2021