
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 19, 2025

Thumzup Media Corporation
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-42388
(Commission
File Number)

85-3651036
(IRS Employer
Identification No.)

10557 Jefferson Blvd
Los Angeles, CA
(Address of principal executive offices)

90232
(Zip Code)

Registrant's telephone number, including area code: (800) 403-6150

N/A
(Former name or former address, if changed since last report.)

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

EXPLANATORY NOTE

On August 22, 2025, Thumzup Media Corporation, a Nevada corporation, (the “Company”) filed a Current Report on Form 8-K with the Securities and Exchange Commission (the “Original Form 8-K”) reporting the Company’s entry on August 19, 2025 into an Agreement and Plan of Merger (the “Merger Agreement”) with TZUP Merger Sub, Inc., a wholly-owned subsidiary of the Company (the “Merger Sub”) and Dogehash Technologies, Inc. (“Dogehash”), a Nevada corporation. Pursuant to the Merger Agreement, the Company will change its name to Dogehash Technologies Holdings, Inc. and the Merger Sub will merge with and into Dogehash.

The Company is filing this amendment to the Original Form 8-K (“Amendment”) to amend and supplement the Original 8-K to include historical financial statements of Dogehash and pro forma financial information as required by Item 9.01(a) and 9.01(b), respectively, of Form 8-K and that were excluded from the Original Form 8-K in reliance on the instructions to such items. Except as noted in this paragraph, no other information contained in the Original Form 8-K is amended or supplemented. This Amendment should be read together with the Original Form 8-K.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of businesses acquired.

The following financial statements are filed as part of this report:

- unaudited condensed consolidated financial statements of Dogehash from inception to June 30, 2025 and the notes thereto, are filed herewith as Exhibit 99.1 and incorporated herein by reference.

(b) Pro forma financial information.

Unaudited pro forma condensed combined financial information of the Company for the six-month period ended June 30, 2025 giving effect to the acquisition of Dogehash, are filed herewith as Exhibit 99.2 and incorporated herein by reference.

(d) Exhibits

Exhibit No.	Exhibit
99.1	Unaudited financial statements of Dogehash from inception to June 30, 2025
99.2	Unaudited pro forma financial statements for the six-month period ended June 30, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Thumzup Media Corporation

Date: October 17, 2025

By: /s/ Robert Steele

Name: Robert Steele

Title: Chief Executive Officer

US DATA AND ENERGY, LLC
FINANCIAL STATEMENTS
FROM INCEPTION TO JUNE 30, 2025
AND
INDEPENDENT ACCOUNTANT'S REVIEW REPORT
(UNAUDITED)

US DATA AND ENERGY, LLC

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US DATA AND ENERGY, LLC

INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To Management
US Data & Energy LLC, dba: DogeHash Technologies Holdings, Inc.
1500 East Las Olas Suite 200
Ft. Lauderdale, FL 33301
ATTN: Parker Scott, CEO

We have reviewed the accompanying interim financial statements of DogeHash Technologies Holdings, Inc. (a corporation), which comprise the balance sheet as of June 30, 2025, and the related statements of operations and changes in members' equity and cash flows for the six months and for the period of inception through June 30, 2025 then ended, and the related notes to the interim financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the interim financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these interim financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of interim financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the interim financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of DogeHash Technologies Holdings, Inc. and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our review.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Respectfully,

Haynie & Company
Salt Lake City, UT
October 6, 2025

US DATA AND ENERGY, LLC
BALANCE SHEETS
JUNE 30, 2025
(UNAUDITED)

Assets	
Current Assets	
Cash and cash equivalents	\$ 3,792,062
Digital assets, at fair value	1,694,250
Prepaid expenses and other current assets	60,691
Total current assets	<u>5,547,003</u>
Property and equipment, net of accumulated depreciation	15,071,639
Deposits for equipment	7,029,862
Other assets	686,893
Total assets	<u>\$ 28,335,397</u>
Liabilities and Members' Equity	
Current liabilities	
Accrued expenses	\$ 55,820
Current maturities of long term debt, net of unamortized discounts of \$150,000	1,750,000
Total current liabilities	<u>1,805,820</u>
Members' equity	<u>26,529,577</u>
Total liabilities and members' equity	<u>\$ 28,335,397</u>

The accompanying notes are an integral part of these financial statements

US DATA AND ENERGY, LLC
STATEMENT OF OPERATIONS
FROM INCEPTION TO JUNE 30, 2025
(UNAUDITED)

Digital asset mining revenue	\$ 2,088,212
Production cost of digital assets	<u>1,074,032</u>
Gross profit	1,014,180
Operating expense	
General and administrative expense	164,874
Depreciation	2,352,011
Professional	<u>230,096</u>
Total operating expenses	2,746,981
Loss from operations	<u>(1,732,801)</u>
Other income (expense)	
Realized gain, digital assets	71,482
Interest expense, net	<u>(176,506)</u>
Total other expense	<u>(105,024)</u>
Net Loss	<u>\$ (1,837,825)</u>

The accompanying notes are an integral part of these financial statements

US DATA AND ENERGY, LLC
STATEMENT OF CHANGES IN MEMBERS' EQUITY
FROM INCEPTION TO JUNE 30, 2025
(UNAUDITED)

	<u>Class A - 1 Units</u>		<u>Class A -2 Units</u>		<u>Accumulated</u>	<u>Total</u>
	<u>Units</u>	<u>Units Value</u>	<u>Units</u>	<u>Units Value</u>	<u>Deficit</u>	<u>Members' Equity</u>
BALANCE — January 1, 2025	-	\$ -	-	\$ -	\$ -	\$ -
Proceeds form issuance of Class A-1 Units	11,215,625	17,945,000	-	-	-	17,945,000
Proceeds form issuance of Class A-2 Units, net of issuance cost and escrow fees	-	-	5,794,556	10,422,402	-	10,422,402
Net loss	-	-	-	-	(1,837,825)	(1,837,825)
BALANCE — June 30, 2025	<u>11,215,625</u>	<u>\$ 17,945,000</u>	<u>5,794,556</u>	<u>\$ 10,422,402</u>	<u>\$ (1,837,825)</u>	<u>\$ 26,529,577</u>

The accompanying notes are an integral part of these financial statements

US DATA AND ENERGY, LLC
STATEMENT OF CASH FLOWS
FROM INCEPTION TO JUNE 30, 2025
(UNAUDITED)

Cash flows from operating activities		
Net loss	\$	(1,837,825)
Adjustments to reconcile net loss to net cash from operating activities		
Depreciation		2,352,011
Digital asset mining revenue		(2,088,212)
Gain on digital assets		(71,482)
Changes in assets and liabilities:		
Prepaid expenses		(60,691)
Other Assets		(686,893)
Accrued expenses		55,820
Net cash used in operating activities		(2,337,272)
Cash flows from investing activities		
Payments for purchases of equipment		(17,423,650)
Payments for deposits on equipment		(7,029,862)
Proceeds from sale of digital assets		465,444
Net cash used in investing activities		(23,988,068)
Cash flows from financing activities		
Proceeds from long term debt, net of discount		1,750,000
Proceeds from issuance of Class A-1 Units		17,945,000
Proceeds from issuance of Class A-2 Units, net of fees		10,422,402
Net cash provided by financing activities		30,117,402
Net change in cash and cash equivalents		3,792,062
Cash and cash equivalents - beginning		-
Cash and cash equivalents - ending	\$	3,792,062
Supplemental disclosure of cash paid		
Interest	\$	176,512

The accompanying notes are an integral part of these financial statements

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

1 - ORGANIZATION AND NATURE OF OPERATIONS

US Data and Energy, LLC (the “Company”) is a digital asset mining company focused on mining Dogecoins (“DOGE”) and other Litecoins (“LTC”). The Company was incorporated in the state of Nevada in January 2025. The Company commenced operations in January 2025 and was subsequently acquired in an asset purchase agreement effective July 25, 2025, by DogeHash Technologies, Inc.

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, together with amounts disclosed in the accompanying notes to the financial statements. Actual results could differ from those estimates. The most significant estimates relate to the accounting for digital assets, revenue recognition, useful lives of equipment.

Fair Value Measurement

As defined in GAAP, fair value represents the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As a result, fair value is a market-based approach that should be determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering these assumptions, GAAP defines a three-tier value hierarchy that prioritizes the inputs used in the valuation methodologies in measuring fair value.

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents include various deposits of non-interest-bearing accounts and highly liquid investments held at financial institutions. At times, these accounts may exceed insured limits.

Digital Assets

The Company accounts for its Digital Assets as indefinite-lived intangible assets in accordance with ASC 350, Intangibles –Goodwill and Other. An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value. In testing for impairment, the Company has the option to first perform a qualitative assessment to determine whether it is more likely than not that an impairment exists. If it is determined that it is not more likely than not that an impairment exists, a quantitative impairment test is not necessary. If the Company concludes otherwise, it is required to perform a quantitative impairment test. To the extent an impairment loss is recognized, the loss establishes the new cost basis of the asset. Subsequent reversal of impairment losses is not permitted.

Digital Assets held are included in the balance sheets as either current assets or other assets if they are staked and locked up for over one year. The Company's Digital Assets are initially recorded at fair value upon receipt (or "carrying value"). The fair value of Digital Assets is determined using the average U.S. dollar spot price of the related Digital Asset.

Impairment of long-lived assets

Management reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. There we no impairment recognized during the period end or as of June 30, 2025.

Mining Equipment

Mining equipment is recorded at cost less accumulated depreciation. Depreciation calculated using the straight-line method over the estimated useful lives of two years.

Revenue recognition

The Company engages in digital asset mining utilizing the Script hashing algorithm which falls outside of ASC 606, Revenue from Contracts with Customers. The Company recognizes revenue in accordance with ASC 610 Other Income. See Note 7 for further details.

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cost of revenue

The Company's cost of revenue consists primarily of direct production costs related to mining operations, including electricity costs, and other relevant costs paid to our hosting facilities in accordance with the colocation agreement. See Note 8 for further details.

Sales and Marketing

Sales and marketing expenses primarily include costs related to advertising and marketing programs. Sales and marketing costs are expensed as incurred and totaled \$2,804 for the period ended June 30, 2025.

Income Taxes

The Company is a limited liability company and is partnership for both federal and state income tax purposes. As a result, the members are taxed on their proportionate share of the Company's profits, losses, credits and deductions. Accordingly, no provision or liability for income taxes has been included in these financial statements.

The Company accounts for income taxes in accordance with FASB ASC Topic 740-10, Accounting for Uncertainty in Income Taxes. Management has evaluated the tax positions taken and has determined that as of June 30, 2025, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the consolidated financial statements. The Company recognizes accrued interest and penalties associated with uncertain tax provisions, if any, in other expenses. There were no income tax related interest and penalties recorded as of June 30, 2025.

Segment Reporting

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (the "CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Executive Officer is the Company's CODM. The CODM reviews financial information for purposes of making operating decisions, allocating resources, and evaluating financial performance. While the Company does have revenue from multiple products, no measures of profitability by product are available, so discrete financial information is not available for each such component. As such, the Company has determined that it operates as one operating segment and one reportable segment.

Recent Accounting Pronouncements

Recently accounting pronouncements adopted

In November 2023, the FASB issued ASU 2023-07 "*Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*". The amendments require entities to disclose significant segment expenses impacting profit and loss that are regularly provided to the CODM. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. The update is required to be applied retrospectively to prior periods presented, based on the significant segment expense categories identified and disclosed in the period of adoption.

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements

Recently accounting pronouncements adopted

The Company adopted this accounting standard effective January 1, 2025 and did not have a material impact on the financial statements.

Recent Accounting Pronouncements

Recently accounting pronouncements not yet adopted

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (“ASU 2023-09”). ASU 2023-09 expands existing income tax disclosures for rate reconciliations by requiring disclosure of certain specific categories and additional reconciling items that meet quantitative thresholds and expands disclosures for income taxes paid by requiring disaggregation by certain jurisdictions. ASU 2023-09 is effective for annual periods beginning after December 15, 2024; early adoption is permitted. The Company is evaluating the impact the updated guidance will have on its disclosures for the year ending December 31, 2025.

In December 2024, the FASB issued ASU No. 2023-08, Accounting for and Disclosure of Crypto Assets (Subtopic 350-60). This ASU requires certain crypto assets to be measured at fair value separately in the balance sheet and income statement each reporting period. This ASU also enhances the other intangible asset disclosure requirements by requiring the name, cost basis, fair value, and number of units for each significant crypto holding. The ASU is effective for annual periods beginning after December 15, 2024, including interim periods within those fiscal years. Adoption of the ASU requires a cumulative-effect adjustment to the opening balance of retained earnings as of the beginning of the annual reporting period in which an entity adopts the amendments. Early adoption is also permitted, including adoption in an interim period. However, if the ASU is early adopted in an interim period, an entity must adopt the ASU as of the beginning of the fiscal year that includes the interim period. This ASU will result in gains and losses recorded in the financial statements of operations and additional disclosures. The Company has not adopted the standard during the period ended June 30, 2025 and is currently evaluating the impact the standard will have on the Company’s financial statements for the year ended December 31, 2025.

Any new accounting standards, not disclosed above, that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

3 - DIGITAL ASSETS

The following table presents the roll forward of digital asset activity during the period ended June 30, 2025:

Digital assets, beginning of period	\$ -
Digital asset mining revenue	
Dogecoin	1,844,110
Litecoins	239,538
Other litecoins	4,564
Gain from sale of digital assets	71,482
Proceeds from sales of digital assets	(465,444)
Digital assets, end of period	\$ 1,694,250

4 – DEPOSITS ON EQUIPMENT

The deposits for equipment represented advance payments for purchases of miner, high performance computing equipment and other equipment used in digital asset mining activity at the Colocation site. The Company initially recognizes deposits for equipment when cash is advanced to our suppliers. Subsequently, the Company derecognizes and reclassifies deposits for mining equipment to mining equipment when control is transferred to and obtained by the Company. For the period ended June 30, 2025, the Company made deposits and advance payments of approximately \$7,029,000 for mining equipment.

5 - EQUIPMENT, NET

Equipment consisted of the following at June 30, 2025:

Mining Equipment	\$ 17,422,368
Less: Accumulated depreciation	(2,350,729)
	<u>\$ 15,071,639</u>

Depreciation expense for the period ended amounted to approximately \$2,352,000.

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

6 – SECURED PROMISSORY NOTE

In June 2025, the Company entered into a Secured Promissory note with a Fund for a principal sum of \$1,900,000 less an original issue discount amount of \$150,000. The original issue discount is amortized to maturity date by utilizing the effective interest method. The note is due December 24, 2025, however, if the Company closes on a financing with an institutional lender for an amount of net loan proceeds in excess of the total principal amount, ordinary interest, and late interest then outstanding; or a sale of all or substantially all the assets of the Company, then the Maturity Date shall accelerate to the date of such closing. As of June 30, 2025 the total amount outstanding on the note was \$1,750,000 and is included in current liabilities on the balance sheet.

7 - REVENUE RECOGNITION

The Company engages in the mining of digital assets, primarily utilizing the Script hashing algorithm, such as Litecoin (LTC) and Dogecoin (DOGE). Script is a cryptographic proof-of-work algorithm designed to be computationally and memory intensive, offering an alternative to the SHA-256 algorithm used in Bitcoin mining.

Script mining involves solving complex mathematical problems that require both processing power and memory bandwidth. This algorithm supports the security and integrity of blockchain networks by making it economically impractical to manipulate transaction data. The Company utilizes specialized mining equipment optimized for the Script algorithm to maximize efficiency and output. The Company participates in merged mining of Litecoin and Dogecoin, leveraging the Script algorithm to simultaneously validate blocks on both blockchain networks.

Under Script mining, there is no contract with a customer as the mining rewards are granted by the decentralized blockchain protocol and not a party entering into a contractual agreement. Therefore, Revenue is recognized when control of the mined digital assets is obtained and transferred to a digital wallet, measured at the fair market value of the assets at the time of receipt. Fair value is based on a principal or most advantageous market, using observable market prices from reputable exchanges.

8 - COMMITMENTS & CONTINGENCIES

Legal

From time to time, the Company may be involved in various litigation matters and disputes arising in the ordinary course of business. The Company reviews its lawsuits, regulatory investigations and other legal proceedings on an ongoing basis. The Company records liabilities for contingencies, including legal costs, when it is probable that a liability has been incurred before the balance sheet date and the amount can be reasonably estimated.

Various legislative and executive bodies in the United States and in other countries may, in the future, adopt laws, regulations or guidance, or take other actions that could severely impact the permissibility of digital assets generally and the technology behind them or the means of transacting in or transferring them. It is difficult to predict how or whether regulatory agencies may apply existing or new regulation with respect to this technology and its applications.

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

8 - COMMITMENTS & CONTINGENCIES (CONTINUED)

Colocation Agreement

The Company has entered into a colocation agreement with a third-party data center provider for the provision of rack space, power, and cooling services to host its mining equipment. The agreement is generally considered a service contract under ASC 842 and are expensed as incurred. The total colocation and hosting expenses incurred during the period ended June 30, 2025 were \$943,832.

9 – MEMBERS' EQUITY

In accordance with the Amended and Restated Certificate of Incorporation dated May 26, 2025, the Company has three types of Member Units; Class A-1, Class A-2 and Class B. The Company is authorized, in the Board's sole discretion, to authorize and issue Units of any class to any person at such prices per Unit as may be determined in good faith by the Board and in exchange for such Capital Contribution as may be determined by the Board.

During 2025, the Company issued 11,215,625 Class A -1 units for cash proceeds of \$17,945,000.

During 2025, the Company issued 5,794,556 Class A – 2 units for cash proceeds of \$10,422,402 and incurred issuance costs, including escrow fees, totaling approximately \$1,167,000.

Class A Units have certain rights, privileges and obligations including, with limitation, right to receive distributions, allocations of Profits or Losses, or any other share of the Company's income, gain, loss, deduction, or credit. Class A Units do not have any voting rights however are entitled to recoupment of their initial capital contributions should the Board determine distributions are to be made. Upon dissolution of the business and liquidation of Company assets, Class A Units are entitled to distributions, pro rata, in accordance with their respective membership interest, after recoupment has been met.

Class B Units have no associated economic rights including, without limitation, no right to receive distributions, allocations of Profits or Losses, or any other share of the Company's income, gain, loss, deduction, or credit. Class B Units are held by the Manager who is the sole member of the Board.

10 - RISKS AND UNCERTAINTIES

Risks Related to Blockchain Technology and Digital Assets

There is currently no clearing house for digital assets, nor is there one central depository for the custody of digital assets. There is a risk that some or all of the digital assets held by the Company could be lost or stolen. Furthermore, digital asset transactions are irrevocable. Stolen or incorrectly transferred digital assets may be irretrievable. As a result, any incorrectly executed digital asset transactions could adversely affect an investment in the Company. To the extent private keys for digital asset addresses are lost, destroyed or otherwise compromised, and no backup of the private keys are accessible, the Company may be unable to access the digital assets held in the associated addresses, and the private key will not be capable of being restored by the digital asset network. The processes by which digital asset transactions are settled are dependent on the digital asset peer-to-peer networks, and as such, the Company is subject to operational risk.

US DATA AND ENERGY, LLC
NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

10 - RISKS AND UNCERTAINTIES (CONTINUED)

Risks Related to Blockchain Technology and Digital Assets (Continued)

The Company does not have insurance protection on its digital assets, which exposes the Company and its stockholders to the risk of loss of the Company's digital assets.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents, and digital assets. The Company maintains the majority of its U.S. cash and cash equivalents in multiple financial institutions. This cash may at times exceed the Federal Deposit Insurance Corporation limits of \$250,000 per depositor for interest-bearing accounts. As of June 30, 2025, the Company had \$3,542,062 of cash and cash equivalents in excess of the FDIC limit. The Company has not experienced any such losses.

11 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events through October 3, 2025 the date on which these financial statements were available for issuance. Based upon this evaluation, it was determined that, in addition to the event disclosed in Note 1, the following event required disclosure:

On September 24, 2025, Thumzup Media Corporation loaned the Company \$2.5 million through a secured provisory note. The note bears interest at 8% per annum and matures upon the earliest of September 22, 2026, or the consummation of the planned merger through the purchase agreement between the Company and Thumzup Media Corporation.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

On August 19, 2025, Thumzup Media Corporation, a Nevada corporation, (the “Company” or “TZUP”) entered an Agreement and Plan of Merger (the “Merger Agreement”) with TZUP Merger Sub, Inc., a wholly-owned subsidiary of the Company (the “Merger Sub”) and Dogehash Technologies, Inc. (“Dogehash”), a Nevada corporation. Pursuant to the Merger Agreement, the Company will change its name to Dogehash Technologies Holdings, Inc. and the Merger Sub will merge with and into Dogehash (the “Merger”).

At closing of the Merger, the Company will issue 30,700,000 shares of restricted common stock to the shareholders of Dogehash in exchange for 100% of the outstanding shares of Dogehash, and Dogehash will become a wholly-owned subsidiary of the Company. The Company may issue convertible preferred stock containing a beneficial ownership limitation to any shareholder who, as a result of the Merger, would own in excess of 4.99% of the Company.

Pursuant to the Merger, TZUP will acquire 100% of the outstanding capital stock of Dogehash and Dogehash will become direct, wholly-owned subsidiary of TZUP. While TZUP will be the legal acquirer, the acquisition will be accounted for as a reverse acquisition using the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) Topic 805, “Business Combinations” (“ASC 805”). Dogehash will be deemed to be the acquirer for financial accounting purposes. The following unaudited pro forma condensed combined financial information gives effect to the acquisition by Dogehash of TZUP.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only and is not necessarily indicative of what the combined companies’ financial position or results of operations would have been had the acquisition been completed as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company. The historical consolidated financial information has been adjusted in the accompanying unaudited pro forma condensed combined financial information to give effect to unaudited pro forma events that are directly attributable to the acquisition, factually supportable and, with respect to the unaudited pro forma condensed combined statement of operations, expected to have a continuing impact on the results of operations of the combined company. The accompanying unaudited pro forma condensed combined statements of operations do not include any pro forma adjustments to reflect certain expected financial benefits of the acquisition, such as tax savings, cost synergies or revenue synergies, or the anticipated costs to achieve those benefits, including the cost of integration activities, or restructuring actions which may be achievable or the impact of any non-recurring activity.

The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting under existing United States Generally Accepted Account Principles (“U.S. GAAP”) in accordance with Topic 805, which are subject to change. While TZUP will be the legal acquirer, Dogehash will be deemed to be the acquirer for financial accounting purposes, based on a number of factors considered at the time of preparation of these pro forma financial statements, including control over the post-acquisition company as evidenced by the relative equity ownership and, the largest portion of the voting rights, in the combined companies after the closing of the acquisition, along with the composition of the board of directors. The application of acquisition accounting of TZUP is dependent upon (i) the working capital positions at the closing of the acquisition, (ii) other factors such as the share price of TZUP, and (iii) certain valuations and other studies that have yet to progress to a stage where there is sufficient information for a definitive measurement. The combined company will complete the valuations and other studies upon completion of the acquisition and will finalize the purchase price allocation as soon as practicable within the measurement period, but in no event later than one year following the closing date of the acquisition. The assets and liabilities of TZUP and other pro forma adjustments have been measured based on various preliminary estimates using assumptions that TZUP and Dogehash believe are reasonable, based on information that is currently available. Accordingly, the pro forma adjustments are preliminary. Differences between these preliminary estimates and the final acquisition accounting could be significant, and these differences could have a material impact on the accompanying unaudited pro forma condensed combined financial information and the combined companies’ future results of operation and financial position.

The unaudited pro forma condensed combined financial information has been compiled in a manner consistent with the accounting policies adopted by Dogehash. Upon completion of the acquisition, the combined company will perform a detailed review of TZUP’s accounting policies and will conform the combined company policies. The combined company may identify additional differences between the accounting policies of the two companies that, when conformed, could have a material impact on the consolidated financial statements of the combined company. Additionally, certain financial information of TZUP as presented in its historical consolidated financial statements has been reclassified to conform to the historical presentation in Dogehash’s financial statements for purposes of preparation of the unaudited pro forma condensed combined financial information. There have been no transactions between Dogehash and TZUP during the periods presented in the unaudited pro forma condensed combined financial information.

This unaudited pro forma condensed combined financial information was derived from and should be read in conjunction with the accompanying notes, as well as the following historical financial statements and the related notes of Dogehash and TZUP as discussed below.

The unaudited pro forma condensed combined balance sheet as of June 30, 2025, gives effect to the acquisition of TZUP by Dogehash as if the acquisition occurred on June 30, 2025. Dogehash balance sheet information included in the unaudited pro forma condensed combined balance sheet as of June 30, 2025, was derived from Dogehash's unaudited June 30, 2025, condensed consolidated balance sheet, included under "Index to Financial Statements" in this Proxy Statement. The TZUP consolidated balance sheet information included in the unaudited pro forma condensed combined balance sheet as of June 30, 2025, was derived from TZUP's unaudited June 30, 2025 condensed consolidated balance sheet as set forth in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the Securities and Exchange Commission (SEC) on August 14, 2025, which is incorporated by reference herein.

The unaudited pro forma condensed combined statement of operations for the six-month period ended June 30, 2025, gives pro forma effect to the acquisition of TZUP by Dogehash as if the transaction was consummated on January 1, 2025. The information included in the unaudited pro forma condensed combined statement of operations for the period from the date of inception of January 13 through June 30, 2025, was derived from Dogehash's unaudited June 30, 2025, condensed statement of operations and included under "Index to Financial Statements" in this Proxy Statement. The information included in the unaudited pro forma condensed combined statement of operations for the six-month period ended June 30, 2025, includes the condensed consolidated statement of operations of TZUP for the six month period ended June 30, 2025, which was derived from its unaudited condensed consolidated statements of operations for that period as set forth in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the SEC on August 14, 2025, which is incorporated by reference herein.

The unaudited pro forma condensed combined financial information has been prepared by TZUP management for illustrative purposes only. The unaudited pro forma condensed combined financial statements are not intended to represent or be indicative of the financial position or results of operations in future periods or the results that actually would have been realized had Dogehash and TZUP been a combined company during the specified periods. Additionally, the unaudited pro forma results do not give effect to any potential cost savings or other synergies that could result from the combination of Dogehash and TZUP. The pro forma adjustments are based on the information available at the date of this Proxy Statement and reflect preliminary estimates of fair value. The unaudited pro forma condensed combined financial information, including the notes thereto, is qualified in its entirety by reference to, and should be read in conjunction with, the historical consolidated financial statements of Dogehash included under "Index to Financial Statements" in this Form 8-K and TZUP as set forth in its Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on March 11, 2025, which are incorporated by reference herein and, its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the SEC on August 14, 2024, which is also incorporated by reference herein.

Pursuant to the Merger, the Sellers agreed to sell the Company 100% of the outstanding capital stock of Dogehash in consideration for an aggregate of 30,700,000 restricted shares of the Company's common stock (the "Closing Shares"), due at the Closing

Upon the Closing, based on the number of shares of common stock and preferred stock outstanding as June 30, 2025, the Sellers will collectively own approximately 76% of the Company's then outstanding shares of common stock. The above percentages are based on the Company's currently outstanding shares of common stock and voting shares. Therefore, as a result of the Merger, the Sellers will become the majority stockholders of the Company and will receive rights to appoint certain persons to the Board of Directors of the Company.

The unaudited pro forma condensed combined financial information set forth below primarily gives effect to the following:

- (a) the conversion of the outstanding Dogehash secured promissory note into 700,000 shares of Dogehash member units;
- (b) the conversion of the Dogehash Class A-1 and Class A-2 member units into 30,700,000 shares of common stock of Dogehash;
- (c) the issuance of 30,700,000 restricted shares of the Company's common stock in exchange for the outstanding common stock of Dogehash;
- (d) the application of the acquisition method of accounting in connection with the acquisition.

Assumptions underlying the pro forma adjustments are described in the accompanying notes, which should be read in conjunction with the unaudited pro forma condensed combined financial information. The unaudited pro forma condensed combined balance sheet data gives effect to the acquisition as if it had occurred on June 30, 2025. The unaudited pro forma condensed combined statements of operations data for the six months ended June 30, 2025, give effect to the acquisition as if it had occurred on January 1, 2025.

This unaudited pro forma condensed combined financial information and accompanying notes, was derived from the historical financial statements of Dogehash and TZUP, as discussed above.

Unaudited Pro Forma Interim Condensed Combined Balance Sheet
June 30, 2025

	TZUP As of June 30 2025	Dogehash As of June 30, 2025	Pro Forma Note Ref	Pro Forma Adjustments	Pro Forma Balances
ASSETS					
Current assets:					
Cash and cash equivalents	\$ 60,430	\$ 3,792,062	(4)	\$ (500,000)	\$ 3,352,492
Digital assets, net	-	1,694,250		-	1,694,250
Account receivable, net	76	-		-	76
Prepaid expenses	150,708	60,691		-	211,399
Total current assets	211,214	5,547,003		(500,000)	5,258,217
Non-Current assets:					
Property, plant & equipment, net	15,080	15,071,639		-	15,086,719
Deposits for equipment	-	7,029,862		-	7,029,862
Digital assets, net	2,046,942	-		-	2,046,942
Capitalized software costs, net	331,084	-		-	331,084
Goodwill	-	-	(2)	52,178,633	52,178,633
Other non-current assets	-	686,893		-	686,893
Total Non-current assets:	2,393,106	22,788,394		52,178,633	77,360,133
Total assets	\$ 2,604,320	28,335,397		\$ 51,678,633	\$ 82,618,350
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities:					
Accounts payable and accrued liabilities	\$ 281,275	\$ 55,820		\$ -	\$ 337,095
Accrued payroll and related	500,000	-		-	500,000
Current maturities of long term debt, net of unamortized discounts	-	1,750,000	(1)	(1,750,000)	-
Total Current liabilities	781,275	1,805,820		(1,750,000)	837,095
Total liabilities	781,275	1,805,820		(1,750,000)	837,095
Shareholder's equity:					
Preferred stock - Series A, \$0.001 par value, \$45.00 stated value, 1,000,000 shares authorized; 158,632 issued and outstanding	159	-		-	159
Preferred stock - Series B, \$0.001 par value, \$50.00 stated value, 40,000 shares authorized; 1,000 and 16,100 shares issued and outstanding, respectively	1	-		-	1
Preferred stock - Series C, \$0.001 par value, \$60.00 stated value, 200,000 shares authorized, none outstanding	-	-		-	-
Common stock, \$0.001 par value, 250,000,000 shares authorized; 9,677,720 and 40,377,720 shares issued and outstanding prior to and following the Closing	9,678	-	(1), (3)	30,700	40,378
Treasury stock, at cost; 79,377 shares of common stock, at cost	(298,207)	-		-	(298,207)
Member's Equity	-	26,529,577	(2)	(26,529,577)	-
Additional paid in capital	15,151,438	-	(1), (2), (3)	67,387,486	82,538,924
Accumulated earnings (deficit)	(13,040,024)	-	(3) (4)	12,540,024	(500,000)
Total shareholders' equity	1,823,045	26,529,577		53,428,633	81,781,255
Total liabilities and equity	\$ 2,604,320	\$ 28,335,397		\$ 51,678,633	\$ 82,618,350

See accompanying notes to unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Operations
June 30, 2025

	TZUP Six Months Ended June 30, 2025	Dogehash Period from inception January 13, 2025 to June 30, 2025	Pro Forma Note	Pro Forma Adjustments	Pro Forma Balances
Revenue	\$ 166	\$ 2,088,212		\$ -	\$ 2,088,378
Cost of goods sold	-	(1,074,032)		-	(1,074,032)
Gross profit (loss)	166	1,014,180		-	1,014,346
Operating expenses					
Sales and marketing	1,033,250	-		-	1,033,250
Research and development	192,639	-		-	192,639
General and administrative	2,092,729	164,874		-	2,257,603
Professional	-	230,096		-	230,096
Depreciation and amortization	76,338	2,352,011		-	2,428,349
Total operating expenses	3,394,956	2,746,981		-	6,141,937
Gain (Loss) from operations	(3,394,790)	(1,732,801)		-	(5,127,591)
Other income (expense)					
Realized gain on intangible assets (digital assets)	-	71,482		-	71,482
Unrealized gain on intangible asset (bitcoin)	624,745	-			624,745
Impairment of intangible asset (bitcoin)	(579,049)	-		-	(579,049)
Interest income (expense)	21,678	(176,506)	(5)	176,506	21,678
Total other income (expense)	67,374	(105,024)		176,506	138,856
Net loss before taxes	(3,327,416)	(1,837,825)		(176,506)	(4,988,735)
Provision for income taxes (benefit)	-	-		-	-
Net loss	(3,327,416)	(1,837,825)		(176,506)	(4,988,735)
Dividends on preferred stock	(20,900)	-		-	(20,900)
Net income attributable to common stockholders	\$ (3,348,316)	\$ (1,837,825)		\$ (176,506)	\$ (5,009,635)
Weighted average number of common shares outstanding - basic	9,486,546	-		30,700,000	40,186,546
Weighted average number of common shares outstanding - diluted	9,486,546	-		30,700,000	40,186,546
Net earnings per common share - basic	\$ (0.35)	\$ -		\$ (0.01)	\$ (0.11)
Net earnings per common share - diluted	\$ (0.35)	\$ -		\$ (0.01)	\$ (0.11)

See accompanying notes to unaudited pro forma condensed combined financial statements.

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

1. Description of the Acquisition

On August 19, 2025, Thumzup Media Corporation, a Nevada corporation, (the “Company” or “TZUP”) entered an Agreement and Plan of Merger (the “Merger Agreement”) with TZUP Merger Sub, Inc., a wholly-owned subsidiary of the Company (the “Merger Sub”) and Dogehash Technologies, Inc. (“Dogehash”), a Nevada corporation. Pursuant to the Merger Agreement, the Company will change its name to Dogehash Technologies Holdings, Inc. and the Merger Sub will merge with and into Dogehash (the “Merger”).

At closing of the Merger (“Closing”), the Company will issue 30,700,000 shares of restricted common stock to the shareholders of Dogehash in exchange for 100% of the outstanding shares of Dogehash, and Dogehash will become a wholly-owned subsidiary of the Company. The Company may issue convertible preferred stock containing a beneficial ownership limitation to any shareholder who, as a result of the Merger, would own in excess of 4.99% of the Company.

Pursuant to the Merger, TZUP will acquire 100% of the outstanding capital stock of Dogehash and Dogehash will become direct, wholly-owned subsidiary of TZUP. While TZUP will be the legal acquirer, the acquisition will be accounted for as a reverse acquisition using the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) Topic 805, “Business Combinations” (“ASC 805”). Dogehash will be deemed to be the acquirer for financial accounting purposes. The following unaudited pro forma condensed combined financial information gives effect to the acquisition by Dogehash of TZUP.

2. Basis of Presentation

The unaudited pro forma condensed combined financial information is prepared in accordance with Article 11 of Securities and Exchange Commission (SEC) Regulation S-X. The historical financial information has been adjusted in the accompanying unaudited pro forma condensed combined financial information to give effect to unaudited pro forma events that are:

- directly attributable to the acquisition;
- factually supportable; and
- with respect to the unaudited pro forma condensed combined statement of operations, expected to have a continuing impact on the results of operations of the combined company.

The acquisition will be treated as a business combination for accounting purposes, with Dogehash being deemed the accounting acquirer and TUP being deemed the accounting acquiree. Therefore, the historical basis of Dogehash’s assets and liabilities will not be remeasured as a result of the acquisition. In identifying Dogehash as the acquiring entity, the companies considered the structure of the acquisition, the relative equity ownership and the largest portion of the voting rights, in the combined companies after the closing of the acquisition, along with the composition of the board of directors.

The unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting in accordance with ASC 805, which requires, among other things, that assets acquired, and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. The acquisition method of accounting uses the fair value concepts defined in ASC Topic 820, “Fair Value Measurement” (“ASC 820”). Fair value is defined in ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Market participants are assumed to be buyers or sellers in the most advantageous market for the asset or liability. Fair value measurement for an asset assumes the highest and best use by these market participants.

Fair value measurements can be highly subjective, and it is possible the application of reasonable judgment could develop different assumptions resulting in a range of alternative estimates using the same facts and circumstances.

Fair value estimates were determined based on preliminary discussions between Dogehash and TZUP management, and a preliminary valuation of TZUP’s assets and liabilities using June 30, 2025, as the measurement date. The allocation of the aggregate acquisition consideration used in the preliminary unaudited pro forma condensed combined financial information is based on preliminary estimates. The estimates and assumptions are subject to change as of the effective time of the acquisition. The final determination of the allocation of the aggregate acquisition consideration will be based on the actual tangible and intangible assets and the liabilities of TZUP at the effective time of the acquisition. Refer to Note 4 for additional information.

For pro forma purposes, the valuation of consideration transferred is based on, among other things, the number of TZUP common shares outstanding and price per share as of October 3, 2025, i.e., the price per share as of the effective date of the Merger. Refer to Note 4 for additional information. The consideration transferred is based on the number of TZUP common shares outstanding on June 30, 2025, which could materially change from the assumptions included in this pro forma financial information. Additionally, for the purposes of this pro forma financial information, the consideration transferred ascribes no value to outstanding out-of-the-money TZUP Warrants and TZUP Options that are not converted to equity based on value of the exercise price of the instruments as compared to the market price of TZUP's shares.

The unaudited pro forma condensed combined balance sheet data gives effect to the acquisition as if it had occurred on June 30, 2025, which is expected to be consummated and effective in the fourth quarter of 2025.

Pursuant to the Merger, TZUP will acquire 100% of the outstanding capital stock of Dogehash and Dogehash will become direct, wholly-owned subsidiary of TZUP. While TZUP will be the legal acquirer, the acquisition will be accounted for as a reverse acquisition using the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") Topic 805, "Business Combinations" ("ASC 805"). Dogehash will be deemed to be the acquirer for financial accounting purposes. The following unaudited pro forma condensed combined financial information gives effect to the acquisition by Dogehash of TZUP.

The unaudited pro forma condensed combined financial information has been presented for informational purposes only and is not necessarily indicative of what the combined companies' financial position or results of operations would have been had the acquisition been completed as of the dates indicated. In addition, the unaudited pro forma condensed combined financial information does not purport to project the future financial position or operating results of the combined company. The historical consolidated financial information has been adjusted in the accompanying unaudited pro forma condensed combined financial information to give effect to unaudited pro forma events that are directly attributable to the acquisition, factually supportable and, with respect to the unaudited pro forma condensed combined statement of operations, expected to have a continuing impact on the results of operations of the combined company. The accompanying unaudited pro forma condensed combined statements of operations do not include any pro forma adjustments to reflect certain expected financial benefits of the acquisition, such as tax savings, cost synergies or revenue synergies, or the anticipated costs to achieve those benefits, including the cost of integration activities, or restructuring actions which may be achievable or the impact of any non-recurring activity.

The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting under existing United States Generally Accepted Accounting Principles ("U.S. GAAP") in accordance with Topic 805, which are subject to change. While TZUP will be the legal acquirer, Dogehash will be deemed to be the acquirer for financial accounting purposes, based on a number of factors considered at the time of preparation of these pro forma financial statements, including control over the post-acquisition company as evidenced by the relative equity ownership and, the largest portion of the voting rights, in the combined companies after the closing of the acquisition, along with the composition of the board of directors. The application of acquisition accounting of TZUP is dependent upon (i) the working capital positions at the closing of the acquisition, (ii) other factors such as the share price of TZUP, and (iii) certain valuations and other studies that have yet to progress to a stage where there is sufficient information for a definitive measurement. The combined company will complete the valuations and other studies upon completion of the acquisition and will finalize the purchase price allocation as soon as practicable within the measurement period, but in no event later than one year following the closing date of the acquisition. The assets and liabilities of TZUP and other pro forma adjustments have been measured based on various preliminary estimates using assumptions that TZUP and Dogehash believe are reasonable, based on information that is currently available. Accordingly, the pro forma adjustments are preliminary. Differences between these preliminary estimates and the final acquisition accounting could be significant, and these differences could have a material impact on the accompanying unaudited pro forma condensed combined financial information and the combined companies' future results of operation and financial position.

The unaudited pro forma condensed combined financial information has been compiled in a manner consistent with the accounting policies adopted by Dogehash. Upon completion of the acquisition, the combined company will perform a detailed review of TZUP's accounting policies and will conform the combined company policies. The combined company may identify additional differences between the accounting policies of the two companies that, when conformed, could have a material impact on the consolidated financial statements of the combined company. Additionally, certain financial information of TZUP as presented in its historical consolidated financial statements has been reclassified to conform to the historical presentation in Dogehash's financial statements for purposes of preparation of the unaudited pro forma condensed combined financial information. There have been no transactions between Dogehash and TZUP during the periods presented in the unaudited pro forma condensed combined financial information.

This unaudited pro forma condensed combined financial information was derived from and should be read in conjunction with the accompanying notes, as well as the following historical financial statements and the related notes of Dogehash and TZUP as discussed below.

The unaudited pro forma condensed combined balance sheet as of June 30, 2025, gives effect to the acquisition of TZUP by Dogehash as if the acquisition occurred on June 30, 2025. Dogehash balance sheet information included in the unaudited pro forma condensed combined balance sheet as of June 30, 2025, was derived from Dogehash's unaudited June 30, 2025, condensed consolidated balance sheet, included under "Index to Financial Statements" in this Proxy Statement. The TZUP consolidated balance sheet information included in the unaudited pro forma condensed combined balance sheet as of June 30, 2025, was derived from TZUP's unaudited June 30, 2025 condensed consolidated balance sheet as set forth in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the Securities and Exchange Commission (SEC) on August 14, 2024.

The unaudited pro forma condensed combined statement of operations for the six-month period ended June 30, 2025, gives pro forma effect to the acquisition of TZUP by Dogehash as if the transaction was consummated on January 1, 2025. The information included in the unaudited pro forma condensed combined statement of operations for the period from the date of inception of January 13 through June 30, 2025, was derived from Dogehash's unaudited June 30, 2025, condensed statement of operations and included under "Index to Financial Statements" in this Proxy Statement. The information included in the unaudited pro forma condensed combined statement of operations for the six-month period ended June 30, 2025, includes the condensed consolidated statement of operations of TZUP for the six month period ended June 30, 2025, which was derived from its unaudited condensed consolidated statements of operations for that period as set forth in its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the SEC on August 14, 2025 herein.

The unaudited pro forma condensed combined financial information has been prepared by TZUP management for illustrative purposes only. The unaudited pro forma condensed combined financial statements are not intended to represent or be indicative of the financial position or results of operations in future periods or the results that actually would have been realized had Dogehash and TZUP been a combined company during the specified periods. Additionally, the unaudited pro forma results do not give effect to any potential cost savings or other synergies that could result from the combination of Dogehash and TZUP. The pro forma adjustments are based on the information available at the date of this Proxy Statement and reflect preliminary estimates of fair value. The unaudited pro forma condensed combined financial information, including the notes thereto, is qualified in its entirety by reference to, and should be read in conjunction with, the historical consolidated financial statements of Dogehash included under "Index to Financial Statements" in this Form 8-K and TZUP as set forth in its Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on March 11, 2025, which are incorporated by reference herein and, its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the SEC on August 14, 2024, which is also incorporated by reference herein.

The unaudited pro forma condensed combined financial information is presented solely for informational purposes and is not necessarily indicative of the combined results of operations or financial position that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined company. The unaudited pro forma condensed combined financial information has not been adjusted to give effect to certain expected financial benefits of the acquisition, such as tax savings, cost synergies or revenue synergies, or the anticipated costs to achieve these benefits, including the cost of integration activities. The unaudited pro forma condensed combined financial information does not reflect possible adjustments related to restructuring or integration activities that have yet to be determined or transaction or other costs following the combination that are not expected to have a continuing impact on the business of the combined company.

3. Accounting Policies

The unaudited pro forma condensed combined financial information has been compiled in a manner consistent with the accounting policies of TZUP. Following the acquisition, the combined company will conduct a review of accounting policies of Dogehash in an effort to determine if differences in accounting policies require further reclassification of results of operations or reclassification of assets or liabilities to conform to TZUP's accounting policies and classifications. As a result of that review, the combined company may identify differences among the accounting policies of the companies that, when conformed, could have a material impact on the unaudited pro forma condensed combined financial information.

4. Purchase price allocation

Fair Value of Total Estimated Consideration Transferred

The Merger will be accounted for as a reverse merger and recapitalization of TZUP under ASC 805, with Dogehash as the accounting acquirer. The consideration transferred to the accounting acquiree (TZUP) consists of the outstanding shares of common stock of TZUP immediately prior to the Closing as noted below:

The fair value per share of TZUP's common stock was assumed for pro forma purposes to be \$5.16 per share based on the closing price of the Company's common stock at October 3, 2025.

Purchase Consideration	Amounts
Fair value of common shares issued (9,677,720 shares of TZUP Common Stock outstanding at June 30, 2025 at \$5.16 per share based on October 3, 2025 closing price)	\$ 49,937,035
Total consideration	\$ 49,937,035

Purchase Price Allocation

The following is an estimate of the allocation of the purchase price to acquired identifiable assets and assumed liabilities, which includes estimated acquisition method of accounting adjustments to reflect the fair value of intangible assets acquired at the time of the acquisition:

The preliminary allocation of the purchase price to net assets is summarized below:

Purchase Price Allocation	Amounts
Cash and cash equivalents	\$ 60,430
Account receivable, net	76
Prepaid expenses	150,708
Property, plant & equipment	15,080
Digital assets, net	2,046,942
Capitalized software costs, net	331,084
Accounts payable and accrued liabilities	(281,275)
Accrued payroll and related	(500,000)
Net tangible assets	\$ 1,823,045
Goodwill & intangible assets	48,113,990
Fair value of total estimated purchase consideration transferred	\$ 49,937,035

The acquired identified intangible assets are expected to be comprised of the following:

Description	Useful Life	Value
Goodwill		\$ 44,937,035
Trade names and trademarks	10	4,000,000
Advertiser relationships	5	1,000,000
Total		\$ 49,937,035

The fair value estimate for all identifiable intangible assets is preliminary and is based on assumptions that market participants would use in pricing an asset, based on the most advantageous market for the asset (i.e., its highest and best use). This preliminary fair value estimate could include assets that are not intended to be used, may be sold, or are intended to be used in a manner other than their best use. The final determination of fair value of intangible assets, as well as estimated useful lives, remains subject to change. The finalization may have a material impact on the valuation of intangible assets and the purchase price allocation, which is expected to be finalized subsequent to the acquisition, within one year of the acquisition date. No amortization or impairment of goodwill was considered in the unaudited pro forma condensed combined financial information.

5. Unaudited Pro Forma Condensed Combined Adjustments

The following provides explanations of the various adjustments to the unaudited pro forma condensed combined financial information:

Pro Forma Combined Balance Sheet Adjustments

- (1) To reflect the exchange of 700,000 shares of common stock of Dogehash for outstanding secured promissory note of Dogehash.
- (2) To reflect the exchange of Dogehash member units for Dogehash common stock immediately prior to Closing.
- (3) To reflect the preliminary purchase price allocation and recapitalization of TZUP as part of the reverse merger accounting.
- (4) To reflect payment of estimated transaction costs of \$500,000 at closing.

Pro Forma Combined Statement of Operations Adjustments

- (5) To remove interest expense of Dogehash due to conversion of outstanding secured promissory note at the time of Closing.
-