

EQUITECH INT'L CORPORATION

**FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024**

EQUITECH INT'L CORPORATION

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INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

To the Board of Directors and Stockholders of
Equitech Int'l Corporation

Management is responsible for the accompanying financial statements of Equitech Int'l Corporation (a C corporation), which comprise the balance sheets as of March 31, 2025 and 2024, and the related statements of operations, stockholders' deficit, and cash flows for the three months then ended, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide assurance on these financial statements.

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 A to the financial statements, the Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding those matters are also described in Note A. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Nashville, Tennessee
May 12, 2025

EQUITECH INT'L CORPORATION
BALANCE SHEETS
MARCH 31, 2025 AND 2024

ASSETS

	<u>2025</u>	<u>2024</u>
<u>Current assets</u>		
Cash	\$ 11,072	\$ 8,845
Accounts receivable - trade	9,403	29,554
Other current assets	<u>518</u>	<u>518</u>
Total current assets	<u>20,993</u>	<u>38,917</u>
<u>Other assets</u>		
Investment in Optoniks Corp	<u>125,000</u>	<u>125,000</u>
Total assets	<u>\$ 145,993</u>	<u>\$ 163,917</u>

See accountants' compilation report and accompanying notes

EQUITECH INT'L CORPORATION
BALANCE SHEETS
MARCH 31, 2025 AND 2024

LIABILITIES AND STOCKHOLDERS' DEFICIT

	<u>2025</u>	<u>2024</u>
<u>Current liabilities</u>		
Accounts payable	\$ 102,065	\$ 92,315
Accrued compensation	350,294	91,942
Other accrued liabilities	221,106	202,898
Related party notes payable	265,132	240,724
Tax liens payable	<u>-</u>	<u>44,923</u>
Total current liabilities	<u>938,597</u>	<u>672,802</u>
<u>Stockholders' deficit</u>		
Class A preferred stock, \$0.001 par value, 2,000,000 shares authorized; 179,906 shares issued and outstanding at March 31, 2025 and 2024	180	180
Class B preferred stock, \$0.001 par value, 1,000,000 shares authorized; 0 shares issued and outstanding at March 31, 2025 and 2024	-	-
Common stock, \$0.001 par value, 12,500,000 shares authorized; 1,511,073 and 1,496,773 shares issued and outstanding at March 31, 2025 and 2024, respectively	1,511	1,497
Additional paid-in capital	15,112,579	15,018,643
Accumulated deficit	<u>(15,906,874)</u>	<u>(15,529,205)</u>
Stockholders' deficit	<u>(792,604)</u>	<u>(508,885)</u>
Total liabilities and stockholders' deficit	<u>\$ 145,993</u>	<u>\$ 163,917</u>

See accountants' compilation report and accompanying notes

EQUITECH INT'L CORPORATION
STATEMENTS OF OPERATIONS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2025 AND 2024

	<u>2025</u>	<u>2024</u>
<u>Net sales</u>	\$ 12,114	\$ 12,792
<u>Cost of goods sold</u>	<u>9,714</u>	<u>7,292</u>
Gross profit	<u>2,400</u>	<u>5,500</u>
<u>Operating expenses</u>		
General and administrative	<u>77,370</u>	<u>112,244</u>
Loss from operations	<u>(74,970)</u>	<u>(106,744)</u>
<u>Other income (expense)</u>		
Miscellaneous income	<u>670</u>	<u>-</u>
Total other income	<u>670</u>	<u>-</u>
Net loss	<u>\$ (74,300)</u>	<u>\$ (106,744)</u>

See accountants' compilation report and accompanying notes

EQUITECH INT'L CORPORATION
STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE PERIODS OF JANUARY 1, 2025 THROUGH MARCH 31, 2025
AND JANUARY 1, 2024 THROUGH MARCH 31, 2024

	<u>Class A Preferred Stock</u>		<u>Class B Preferred Stock</u>		<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Deficit</u>	<u>Total</u>
							<u>Capital</u>		
Balance at January 1, 2025	179,906	\$ 180	-	\$ -	1,511,073	\$ 1,511	\$ 15,112,579	\$(15,832,574)	\$ (718,304)
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(74,300)</u>	<u>(74,300)</u>
Balance at March 31, 2025	<u>179,906</u>	<u>\$ 180</u>	<u>-</u>	<u>\$ -</u>	<u>1,511,073</u>	<u>\$ 1,511</u>	<u>\$ 15,112,579</u>	<u>\$(15,906,874)</u>	<u>\$ (792,604)</u>
Balance at January 1, 2024	179,906	180	-	\$ -	1,496,773	\$ 1,497	\$ 14,943,643	\$(15,422,461)	\$ (477,141)
Additional paid-in capital	-	-	-	-	-	-	75,000	-	75,000
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(106,744)</u>	<u>(106,744)</u>
Balance at March 31, 2024	<u>179,906</u>	<u>\$ 180</u>	<u>-</u>	<u>\$ -</u>	<u>1,496,773</u>	<u>\$ 1,497</u>	<u>\$ 15,018,643</u>	<u>\$(15,529,205)</u>	<u>\$ (508,885)</u>

See accountants' compilation report and accompanying notes

EQUITECH INT'L CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2025 AND 2024

	<u>2025</u>	<u>2024</u>
<u>Cash flows from operating activities</u>		
Net loss	\$ (74,300)	(106,744)
Adjustments to reconcile net loss to net cash used in operating activities		
(Increase) decrease in assets:		
Accounts receivable - trade	6,500	(3,953)
Increase (decrease) in liabilities:		
Accounts payable	16,839	(19,296)
Accrued compensation	36,000	89,148
Other accrued liabilities	<u>(10,682)</u>	<u>(14,600)</u>
Total adjustments	<u>48,657</u>	<u>51,299</u>
Net cash used in operating activities	<u>(25,643)</u>	<u>(55,445)</u>
<u>Cash flows from financing activities</u>		
Principal payments on notes payable	-	(17,000)
Proceeds from issuance of long-term debt	25,762	-
Proceeds from issuance of APIC	<u>-</u>	<u>75,000</u>
Net cash provided by financing activities	<u>25,762</u>	<u>58,000</u>
Net increase in cash	<u>119</u>	<u>2,555</u>
Cash, beginning of period	<u>10,953</u>	<u>6,290</u>
Cash, end of period	<u>\$ 11,072</u>	<u>\$ 8,845</u>

See accountants' compilation report and accompanying notes

EQUITECH INT'L CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024

Note A

Summary of Significant Accounting Policies

Nature of Operations:

Equitech Int'l Corporation ("Equitech"), a Nevada Corporation, was formed on March 28, 1995, to specialize in the design, sales, installation of service of fiber optic instrumentation systems. Equitech is a publicly held corporation trading over the counter on pink sheets whose product lines will include a wide range of sensors, analytical products and electronic equipment used in research, industrial process control and commercial consumer electronics. Equitech is headquartered in Indian Trail, North Carolina.

Liquidity:

The financial statements have been prepared assuming the Company will continue as a going concern. The Company has incurred net losses since its inception, with an accumulated deficit of approximately \$15.9 million and a negative current ratio as of March 31, 2025. Management's plans with regard to these matters include converting the notes payable due to stockholders and accrued liabilities to equity to increase financial viability. Significant amounts of the accounts payable balance at March 31, 2025, are due to a strategic partner and related parties that are allowing extended payment terms as cash is available. Management projected that they will start generating enough cash flow to cover the operating needs in the coming years. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles 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 statement. Estimates are used for, but not limited to, accrued liabilities and contingencies. Actual results could differ from these estimates.

Concentration of Credit Risk Arising from Cash Deposits in Excess of Insured Limits:

The Company maintains cash balances at four commercial bank(s). These balances may, at times, exceed the Federal Deposit Insurance Corporation ("FDIC") insured deposit limit of \$250,000 per financial institution. At March 31, 2025 and 2024, the Company's cash balances held at the commercial banks did not exceed the FDIC limit. The Company has not experienced any losses in these accounts through the date when the financial statements were available to be issued.

EQUITECH INT'L CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024

Note A

Summary of Significant Accounting Policies (Continued)

Accounts Receivable - Trade:

The Company extends credit to customers located throughout the world based on the size of the customer, its payment history, and other factors. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for credit losses based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable, net of the allowance for credit losses. For the years ended March 31, 2025 and 2024, the Company believes all receivables are fully collectible, and accordingly, no allowance for credit losses has been established.

The opening and closing balances of accounts receivable - trade from contracts with customers as of March 31, 2025, 2024, and 2022, are as follows:

	<u>March 31,</u> <u>2025</u>	<u>March 31,</u> <u>2024</u>	<u>March 31,</u> <u>2023</u>
<u>Assets:</u>			
Accounts receivable-trade	\$ 9,403	\$ 29,554	\$ 40,090

Investment in Optoniks Corp:

The Company owns a 2% ownership interest in Optoniks Corp. ("Optoniks"). This investment is accounted for using the cost method of accounting. Accordingly, the investment is recorded at the historical cost of the Company's equity in Optoniks.

Impairment of Long-Lived Assets:

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to their fair value, which is normally determined through analysis of the future net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount that the carrying amount of the assets exceeds the fair value of the assets. There is no impairment necessary for the three month periods ended March 31, 2025 and 2024.

Accrued Compensation:

Accrued compensation consists of wages earned by employees, but not paid by the Company. The employees have deferred the receipt of these wages through verbal and written agreements.

EQUITECH INT'L CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024

Note A

Summary of Significant Accounting Policies (Continued)

Revenue Recognition:

The Company recognizes revenue in accordance with ASC 606 when: (i) a contract with a client has been identified, (ii) the performance obligation(s) in the contract have been identified, (iii) the transaction price has been determined, (iv) the transaction price has been allocated to each performance obligation in the contract, and (v) the Company has satisfied the applicable performance obligation.

The Company designs, sells, installs, and services fiber optic instrumentation systems. Revenue is recognized when performance obligations under the terms of the contracts with customers are satisfied. The Company's performance obligation generally consists of the promise to manufacture and install finished products to its customers. The performance obligation is satisfied upon transfer of control of finished goods, which occurs upon shipment to or installation at the customer locations, as determined by specific terms. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods and is recognized upon transfer of control. The Company also performs maintenance and repair services for the systems and the performance obligation is recognized at a point in time upon the completion of the services since the services are completed within a short period of time. The Company also rents out the systems and recognizes revenue over the rental period. The Company's invoices are due within 30 days.

Shipping and Handling Costs:

The Company classifies shipping and handling amounts billed to customers as sales, and shipping and handling costs as a component of cost of goods sold.

Advertising:

The Company expenses advertising costs as incurred. Advertising expenses were approximately \$0 and \$70 for the three month periods ended March 31, 2025 and 2024, respectively.

Income Taxes:

The Company accounts for income taxes using the asset and liability approach. Deferred tax assets and liabilities are recognized for the future tax consequences of differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates scheduled to be in effect when temporary differences are expected to be recovered or settled. The effect of a change in enacted tax rates on the deferred tax assets and liabilities is recognized in income in the financial statement period when the new tax rates are enacted. The Company assesses the realizability of its deferred tax assets annually and records a valuation allowance when it is determined more likely than not that a deferred tax asset will not be realized in full.

EQUITECH INT'L CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024

Note A

Summary of Significant Accounting Policies (Continued)

The Company accounts for the uncertainty in income taxes as prescribed by the minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. There were no uncertain tax positions as of March 31, 2025 and 2024.

The Company is no longer subject to Federal or State income tax examination for calendar years prior to 2021.

Fair Value of Financial Instruments:

The Company's financial instruments, including cash, accounts receivable, accounts payable, and accrued liabilities, are carried at cost, which approximates their fair value because of the short-term nature of these financial instruments. The carrying value of notes payable are based on the instruments' interest rate, terms, maturity date and collateral, if any, in comparison to the Company's incremental borrowing rate for similar financial instruments.

Leases:

The Company recognizes and measures its leases in accordance with ASC 842 Leases. The Company determines if an arrangement is a lease, or contains a lease, at inception of a contract and when the terms of an existing contract are changed. The Company recognizes a lease liability and a right of use (ROU) asset at the commencement date of each lease. The lease liability is initially and subsequently recognized based on the present value of the contract's future lease payments.

Variable payments are included in the future lease payments when those variable payments depend on an index or a rate. The discount rate is the implicit rate, if it is readily determinable, or the Company's incremental borrowing rate. The Company's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms and in a similar economic environment.

The Company has elected to not recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less at lease commencement and do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. The Company recognizes lease costs associated with its short-term leases on a straight-line basis over the lease term. When contracts contain lease and non-lease components, the Company accounts for both components as a single lease component.

EQUITECH INT'L CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024

Note B

Related Party Notes Payable

Notes payable consists of unsecured agreements with certain stockholders and other employees. The notes bear interest at fixed rates ranging from 0% to 10% and are due upon demand. Through agreements between the Company and the debtholders no interest is currently being accrued. The total outstanding balance as of March 31, 2025 and 2024, was \$265,132 and \$240,724. Certain agreements, if elected, can be converted to shares of common stock.

Note C

Stock-Based Compensation

During 2021, the Company's Board and stockholders approved a stock option plan for employees, directors, officers, and other service providers of the Company (the "2021 Equity Plan"). The 2021 Equity Plan provided the Board the authority to grant options to purchase up to 620,000 shares of common stock. The option exercise price for each grant of incentive stock option shall not be less than the fair market value of a share on the grant date. Fair market value of each share is determined by the amount of the obligation being exchanged compared to the amount of options granted, agreed upon by both parties. The options generally vest 100% after the first year of service following the grant date. Certain options were granted with an immediate vesting. The options expire as set forth by the Board, but not more than 10 years from the date of grant. Options to purchase all 620,000 shares reserved under the 2021 Equity Plan have been granted.

The Company's Board of Directors and stockholders also approved a second stock option plan in December 2023 (the "2023 Equity Plan"). The 2023 Equity Plan provided the Board authority to grant options to purchase up to an additional 1,000,000 shares of common stock. The 2023 Equity Plan and the 2021 Equity Plan contain identical restrictions and procedures regarding the grant of options.

A summary of the Company's common stock option activity and related information is as follows:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)
Outstanding at January 1, 2025	817,213	\$ 5.00	8.62
Granted	-	-	
Exercised	-	-	
Forfeited	-	-	
Outstanding at March 31, 2025	<u>817,213</u>	5.00	7.07
Vested and exercisable at March 31, 2025	<u>817,213</u>	5.00	7.07
Vested and expected to vest at March 31, 2025	<u>817,213</u>	\$ 5.00	7.07

As of March 31, 2025 and 2024, there was no unrecognized stock-based compensation. There were no stock options granted during the three months ended March 31, 2025.

EQUITECH INT'L CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024

Note D
Stockholders' Equity

The Company has two classes of preferred stock: Class A Preferred Stock and Class B Preferred Stock (collectively, "Preferred Stock"). The Board of Directors of the Company establishes the rights, privileges, voting, liquidation preference, series, convertibility, dividend, and redemption provisions of the Preferred Stock. The holders of the Preferred Stock are entitled to dividends at a rate established by the Board of Directors with Priority over the holders of common stock. Upon dissolution, the holders of Preferred Stock will hold first priority over the holders of common stock. Upon dissolution, the holders of Preferred Stock will hold first priority of the liquidation value of the remaining assets of the Company. All outstanding preferred shares are convertible at \$1.00 per share at a rate of 1 to 3 shares of common stock, depending on the stockholder's agreement.

Note E
Revenue From Contracts With Customers

The revenue by service line consists of the following for the year ended March 31:

	<u>2025</u>	<u>2024</u>
Parts sales	\$ 4,450	\$ 6,182
Design services	-	2,600
Shipping	120	210
Unit rentals	6,500	3,800
Miscellaneous	<u>1,044</u>	<u>-</u>
Total revenue from contracts with customers	<u>\$ 12,114</u>	<u>\$ 12,792</u>

Note F
Income Taxes

The tax effects of temporary differences that give rise to significant portions of the deferred tax asset at March 31, consist of:

	<u>2025</u>	<u>2024</u>
<u>Deferred tax asset:</u>		
Available net operating loss carryforwards	\$ 1,872,177	\$ 2,021,154
Valuation allowance	<u>(1,872,177)</u>	<u>(2,021,154)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

As of March 31, 2025, the Company has generated a net operating loss ("NOL") carryforward for tax purposes of approximately \$8,915,000, which can be carried forward to offset future taxable income. The NOL carryovers created prior to 2017 amount to approximately \$6,967,000 and expire 20 years from the year generated. The NOL carryovers created beginning in 2018 amount to approximately \$2,608,000 and do not expire, but are limited to the 80% of income limitation. No benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets, accordingly, the Company recorded a full valuation allowance on the deferred tax asset as of March 31, 2025.

EQUITECH INT'L CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2025 AND 2024

Note F
Income Taxes (Continued)

As of December 31, 2020, the Company had tax liens with federal and state governments filed in 2013 of approximately \$354,000 and \$70,000, respectively. From 2021 to 2024, the statute of limitations on the liens ended causing all the liabilities to expire. As of March 31, 2025, the Company has no outstanding tax liens with federal and state governments. As of March 31, 2024, the Company had outstanding tax liens with the federal government of approximately \$45,000. These amounts are included in income taxes payable on the balance sheets.

Note G
Concentrations

Significant Vendor:

A significant vendor is defined as one from which the Company receives at least 10% its total purchases. For the three month period ended March 31, 2025, the Company had purchases from one supplier totaling approximately \$49,600, which comprised approximately 89% of the Company's annual purchases. The accounts payable balance included approximately \$61,000 to this vendor at March 31, 2025.

For the three month period ended March 31, 2024, the Company had purchases from two suppliers totaling approximately \$15,000, which comprised approximately 39% of the Company's annual purchases. The accounts payable balance included approximately \$13,000 to these vendors at March 31, 2024.

Significant Customer:

A significant customer is defined as one from whom at least 10% of annual revenue is derived. All of the Company's revenues was to one customer for the three month period ended March 31, 2025. The accounts receivable balance included approximately \$0 to this customer at March 31, 2025.

The Company had sales to three customers totaling approximately \$11,600, which comprised approximately 91% of annual revenues for the three month period ended March 31, 2024. The accounts receivable balance included approximately \$2,800 from these three customers at March 31, 2024.

Note H
Subsequent Events

The Company evaluated subsequent events through May 12, 2025, when these financial statements were available to be issued. The Company is not aware of any additional significant events that occurred subsequent to the balance sheet date, but prior to the filing of this report, that would have a material impact on the financial statements.

Equitech Int'l Corp

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info@equitechintl.com

Quarterly Report

For the period ending March 31st, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,496,773 as of March 31st, 2025 *(Current Reporting Period Date or More Recent Date)*

1,496,773 as of December 31st, 2024 *(Most Recent Completed Fiscal Year End)*

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

NUSTAR CORPORATION

Date of the name change: March 18th, 1996

Current State and Date of Incorporation or Registration: Nevada

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

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

Our current officers and directors have served the company for various periods dating back to November 1995. One or more of such officers and directors have reviewed corporate records and contacted such sources of publicly available information as we have been able to identify. We have found no evidence of any such suspension or halt and to the best of the current management's knowledge, we are not aware that the company has ever been suspended or that trade has been halted for any reason.

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

None

Address of the issuer's principal executive office:

7711 Idlewild Rd.

Indian Trail, NC 28079

Address of the issuer's principal place of business:

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

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Issuer Direct Corporation
Phone: (801) 272 9294 ext 771
Email: Julie.Felix@issuerdirect.com
Address: 1981 Murray Holladay Rd. Ste 100, SLC UT, 84117

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>EQTL</u>	
Exact title and class of securities outstanding:	<u>Common Share</u>	
CUSIP:	<u>294935200</u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>12,500,000</u>	<u>as of date: 03/31/2025</u>
Total shares outstanding:	<u>1,496,773</u>	<u>as of date: 03/31/2025</u>
Total number of shareholders of record:	<u>658</u>	<u>as of date: 03/31/2025</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Preferred Share A</u>	
CUSIP (if applicable):	<u> </u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>2,000,000</u>	<u>as of date: 03/31/2025</u>
Total shares outstanding (if applicable):	<u>179,906</u>	<u>as of date: 03/31/2025</u>
Total number of shareholders of record (if applicable):	<u>44</u>	<u>as of date: 03/31/2025</u>

Exact title and class of the security:	<u>Preferred Share B</u>	
CUSIP (if applicable):	<u> </u>	
Par or stated value:	<u>0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 03/31/2025</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: 03/31/2025</u>
Total number of shareholders of record (if applicable):	<u> </u>	<u>as of date: _____</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

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

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

Common shareholders are granted six rights: voting power, ownership, the right to transfer ownership, dividends, the right to inspect corporate documents, and the right to sue for wrongful acts. The corporation has the authority to issue up to 12,500,000 shares, \$0.001 par value per share. Each share entitles the holder thereof to one vote and to share ratably in any dividend declared on the common stock.

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

The corporation has the authority to issue up to 2,000,000 shares, \$0.001 par value per share, of which 179,906 have been designated as Series A Preferred. Out of 179,906 preferred shares, there are 6,000 shares have the right to convert 1 preferred share to 1 common share; 87,265 preferred shares convert to 2 common shares; 66,641 preferred shares convert to 3 common shares; 15,000 preferred shares convert to 25,000 common shares.

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

None

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

None

3) Issuance History

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 01/01/2023 Common: 1,460,773 Preferred: 179,906			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>09/27/2023</u>	<u>New Issuance</u>	<u>14,000</u>	<u>Common</u>	<u>\$10.00</u>	<u>No</u>	<u>Salazar Consulting, LLC</u> Christian Salazar	<u>Investment</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>09/27/2023</u>	<u>New Issuance</u>	<u>11,000</u>	<u>Common</u>	<u>\$10.00</u>	<u>No</u>	<u>PB&J Consulting, LLC</u> Jonathan Babaie	<u>Investment</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>09/27/2023</u>	<u>New Issuance</u>	<u>11,000</u>	<u>Common</u>	<u>\$10.00</u>	<u>No</u>	<u>bridgeTec, Inc</u> Majid Babaie	<u>Investment</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date 03/31/2025 Common: 1,496,773 Preferred: 179,906									

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

Notes:

1. The names associated with the entities that Equitech issued shares to are the contact individuals.
2. Reverse Stock Split of issued and outstanding stock completed on May 18, 2021: 100 to 1
3. Reverse Stock Split of authorized stock completed on May 18, 2021: 10 to 1
4. CompSOL USA, Inc was acquired by Equitech Int'l.

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
05/23/22	\$2,500	\$2903.23	05/23/24	\$6.67/shares	0	435	bridgeTec, Inc Majid Babaie	Convertible Loan
11/14/24	\$10,000	\$10,000					bridgeTec, Inc Majid Babaie	Loan
11/14/24	\$2,500	\$2,500					Anh Nguyen	Loan
11/14/24	\$2,500	\$2,500					Ronald Floyd	Loan
12/08/24	\$12,100.15	\$12,110.15					bridgeTec, Inc Majid Babaie	Loan
01/07/25	\$8,674.47	\$8,674.47					bridgeTec, Inc Majid Babaie	Loan
02/07/25	\$6,587.08	\$6,587.08					bridgeTec, Inc Majid Babaie	Loan
02/14/25	\$4,000	\$4,000					bridgeTec, Inc Majid Babaie	Loan
03/20/25	\$4,000	\$4,000					bridgeTec, Inc Majid Babaie	Loan
03/20/25	\$2,500	\$2,500					Ronald Floyd	Loan
Total Outstanding Balance:		\$55,774.93	Total Shares:		0	435		

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

Notes: The names associated with the entities that Equitech issued shares to are the contact individuals.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

4) Issuer's Business, Products and Services

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

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

Equitech is positioned to become a global leader in opto-electronic solutions (device + software) capable of making in-line measurements in manufacturing processes. Equitech systems will be used in batch or continuous processes and can measure properties such as color, composition, thickness, turbidity, haze, warpage, flatness, socket pin coplanarity, socket pin 3D coordinates, etc. Typical industries that can use our products are semiconductors, biomedical, advanced electronics, packaging, paper, plastics, chemical, food, pharmaceutical, cosmetics, paint, inks, water treatment industries, and many others.

The Equitech Customized Solutions (CS) market segment encompasses all opto-electronic products designed, developed, and manufactured for specific functions that satisfy certain customer needs. The products are not classified in any of the other business sectors.

Equitech will participate in a few major business sectors, such as UV-Vis spectroscopy and customized solutions.

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

Equitech has completed the acquisition of the minority interest of CompSOL and now owns 100% of the entity and absorbed its operation. The company has no subsidiaries or affiliated companies.

C. Describe the issuers' principal products or services.

Equitech's products consist of opto-electronic devices developed to measure different variables in production (in-line, real-time) in various process environments.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

In March 2021, Equitech relocated its manufacturing facilities to Indian Trail, a suburb of Charlotte, North Carolina, where it shares 25,000 sq. ft. with its strategic alliance partners. The site has dedicated areas for each company: bridgeTec, Lumia Group, Optoniks, CompSOL (100% absorbed by Equitech), M&M Technology, and Equitech. The manufacturing site has a stock room for inventory parts, several conference rooms, and a packaging and shipping area. There are several dedicated rooms for opto-electronic assembly. Equitech enjoys 3 areas: a QC laboratory that also serves as an office, a manufacturing line on the main floor, and a brand-new probe assembly area on the second floor.

On January 1, 2022, Equitech consolidated its corporate headquarters and manufacturing facilities in Indian Trail, NC.

6) All Officers, Directors, and Control Persons of the Company

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

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

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Donald Skelton	Owner of more than 5%	Naples, FL	125,600	Common	8.39%
Donald Skelton	Owner of more than 5%	Naples, FL	59,998	Option	3.85%
Ronald Floyd	Chairman, CEO and Owner of more than 5%	Aiken, SC	121,727	Common	8.13%
Ronald Floyd	Chairman, CEO and Owner of more than 5%	Aiken, SC	22,841	Option	1.50%
Majid Babaie – Owner of BridgeTec Inc	President, COO and Owner of more than 5%	Charlotte, NC	126,200	Common	8.43%
Jonathan Babaei - PB & J Consulting LLC	Owner of more than 5%	Charlotte, NC	122,812	Common	8.20%
Jonathan Babaei - PB & J Consulting LLC	Owner of more than 5%	Charlotte, NC	17,154	Option	1.13%
Christian Salazar - Salazar Consulting LLC	Owner of more than 5%	Charlotte, NC	125,812	Common	8.40%
Paula Bruton	Owner of more than 5%	FL	103,872	Common	6.9397%
Anh Nguyen	Officer and owner of more than 5%	Wilsonville, OR	33,855	Common	2.26%
Anh Nguyen	Officer and owner of more than 5%	Wilsonville, OR	142,650	Option	8.70%
Jaime Gomez	Owner of more than 5%	Lawrenceville, NJ	14,000	Common	0.93%
Jaime Gomez	Owner of more than 5%	Lawrenceville, NJ	341,120	Option	18.56%
Fred Bosilevac	Director	Overland Park, KS	2,000	Common	0.1336%

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

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

N/A

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

None

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

None

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

None

8) Third Party Service Providers

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

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

Securities Counsel

Name: James G. Dodrill
Firm: The Law Office of James G. Dodrill II, P.A.
Address 1: 5800 Hamilton Way, Boca Raton, FL 33496
Address 2:
Phone: 561-862-0529
Email: jim@jimdodrill.com

Accountant or Auditor

Name: Julie Ayers
Firm: Aprio, LLP
Address 1: 212 W. Matthews St. Ste 102 Matthews, NC 28105
Address 2:
Phone: 704-841-1120
Email: Julie.ayers@aprio.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: Anh Nguyen
Title: Director of Administration and Finance
Relationship to Issuer: Employee

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

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Anh Nguyen
Title: Director of Administration and Finance
Relationship to Issuer: Employee

Describe the qualifications of the person or persons who prepared the financial statements:⁶ Anh Nguyen, CFO, of the Company, prepared the unaudited financial statements of the Company contained in the Information (the "Financial Statements"), which were compiled by Ryan Myers, CPA of Aprio, LLP, the Company's outside accountant. Ms. Nguyen received her M.S in Accounting from Florida Atlantic University focusing on Business Valuation and a Masters of Business Administration (MBA) focusing on advanced budgeting and financial modeling from Western Michigan University. Mr. Myers is a CPA licensed by the State of Tennessee.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Ronald Floyd certify that:

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

05/15/25 [Date]

/s/ Ronald Floyd [CEO's Signature]

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

Principal Financial Officer:

I, Anh Nguyen certify that:

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

05/15/25 [Date]

/s/ Anh Nguyen [CFO's Signature]

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