CURATIVE BIOTECHNOLOGY, INC.

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Quarterly Report

For the period ending June 30,2025 **(the "Reporting Period")**

Outstanding Shares
The number of shares outstanding of our Common Stock was:

1,012,763,381 as of 06/30/2025 *(Current Reporting Period Date or More Recent Date)*

919,263,385 as of 12/31/2024 *(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 Control[4] 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.

Curative Biotechnology, Inc., herein referred to as "CUBT" or the "Company."

The company was formerly known as:
Connectyx Technologies Holdings Group, Inc., until April 2021
Storage Innovation Technologies, Inc. until 10-2007
National Boston Medical, Inc. until 5-2004
Fragrance Express, Inc. until 10-1998
Growth Industries, Inc. until 7-1998
Frozen Assets, Inc. until 3-1998

Current State and Date of Incorporation or Registration: Florida, 10/31/2007
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

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

None

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

On October 23, 2024, the shareholders of the Corporation approved a written resolution, authorizing the Board, until October 22, 2025, to effect a reverse stock split of not less than 1-for-2 and not more than 1-for- 400 of the Corporation's Common Stock at the discretion of the Board. The reverse shall become effective upon and only upon final approval by FINRA. As of the date of this filing the company has not submitted an application for approval of a reverse to FINRA

Address of the issuer's principal executive office:

3801 PGA Blvd Suite 600 Palm Beach Gardens, FL 33410

Address of the issuer's principal place of business:

X *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: +1 (919) 481-4000
Email: info@issuerdirect.com
Address: One Glenwood Avenue, Suite 1001, Raleigh, NC 27603

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:	CUBT	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	23128N108	
Par or stated value:	$0.0001	
Total shares authorized:	1,500,000,000	as of date: 06/30/2025
Total shares outstanding:	1,012,763,381	as of date: 06/30/2025
Total number of shareholders of record:	218	as of date: 06/30/2025

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

N/A

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:	Series A Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.0001	
Total shares authorized:	1,000,000	as of date: 06/30/2025
Total shares outstanding (if applicable):	756,000	as of date: 06/30/2025
Total number of shareholders of record:	31	as of date: 06/30/2025

Exact title and class of the security:	Series B Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.001	
Total shares authorized:	1,000,000	as of date: 06/30/2025
Total shares outstanding (if applicable):	1,000,000	as of date: 06/30/2025
Total number of shareholders of record:	38	as of date: 06/30/2025

Exact title and class of the security:	Series C Preferred	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.0001	
Total shares authorized:	30,000,000	as of date: 06/30/2025
Total shares outstanding (if applicable):	24,000,000	as of date: 06/30/2025
Total number of shareholders of record:	4	as of date: 06/30/2025

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.**

Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholders except as the right to exercise such vote may be limited by the provisions of this Third Restated Articles or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

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

Series A Preferred Stock

5.1 **Designation of Series A Preferred Stock.** The designation of the series of preferred stock created hereby shall be "Series A Preferred Stock" (the "**Series A Preferred Stock**") and the number of shares constituting the Series A Preferred Stock shall be One Million shares (1,000,000), with a par value of $.0001 per share. Such number of shares may from time to time be decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by the Board of Directors (or a duly authorized committee of the Board of Directors) by a certificate executed, acknowledged and filed with the Secretary of State of the State of Florida setting forth a statement that a specified decrease therein has been authorized and directed by a resolution duly adopted by the Board of Directors (or a duly authorized committee of the Board of Directors). In case the number of authorized shares of the Series A Preferred Stock shall be so decreased, the number of shares so specified in the certificate shall resume the status of authorized but unissued shares of preferred stock, undesignated as to series. Shares of Series A Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be cancelled and shall revert to authorized but unissued shares of preferred stock, undesignated as to series.

5.2 **Dividends on Series A Preferred Stock.** The holders of the Series A Preferred Stock shall not be entitled to receive dividends on account of their Series A Preferred Stock.

5.3 **Liquidation Preference of Series A Preferred Stock.** In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive, prior to the holders of any Series A Junior Stock (defined below) and/or Series A Parity Stock (defined below) and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount equal to $1.00 per share with respect to each share of Series A Preferred Stock.

5.4 **Conversion of Series A Preferred Stock.** The Series A Preferred Stock shall be convertible into shares of Common Stock as follows:

(a) Conversion Price. The Conversion price for the Series A Preferred Stock shall be equal to $0.0025 per share (the "**Conversion Price**")**.**

(b) Voluntary Conversion. Each share of Series A Preferred Stock shall be convertible in whole or in part, at the option of the holder thereof at anytime, into that number of fully paid and non-assessable shares of Common Stock as may be purchased for the Conversion Price based on the aggregate purchase price paid for the shares of Series A Preferred Stock (the **"Series A Conversion Right"**). The Series A Conversion Right shall be exercised by a holder submitting written notice to the Corporation informing the Corporation of his/her/its intent to exercise its Series A Conversion Right, specifying the date for such conversion (the "**Series A Conversion Date**") and identifying which shares of Series A Preferred Stock such holder has elected to be converted into Common Stock in accordance with the Series A Conversion Right (the "**Series A Conversion Notice**"). Within ten (10) days of the Corporation's receipt of the Series A Conversion Notice, the Corporation shall be required to provide the respective Series A Preferred Stock holder with written notice setting forth the applicable Series A Conversion Price calculated as of the Series A Conversion Date, including back up calculations therefor, and the number of shares of Common Stock into which the shares of Series A Preferred Stock are being converted. In order to convert the shares of Series A Preferred Stock identified in the Series A Conversion Notice into shares of Common Stock, a holder of Series A Preferred Stock shall be required to surrender at the office of any transfer agent for the Corporation (or to the office of the Corporation if there is no transfer agent), all certificates representing the shares of Series A Preferred Stock elected to be converted, duly endorsed to the Corporation or in blank or marked for cancellation within thirty (30) days of the Series A Conversion *Date; provided that* in the event any holder of Series A Preferred Stock fails to surrender his/her/its certificate(s) representing the shares of Series A Preferred Stock to be converted, the Corporation shall be authorized in all respect to cancel such shares on the books of the Corporation and the transfer agent and to effectuate the conversion of such shares of Series A Preferred Stock into Common Stock; *provided, further,* that the Corporation shall not be required to deliver the stock certificates representing such shares of Common Stock to their respective holder(s) until such time as the stock certificates representing the Series A Preferred Stock so converted are received by the Corporation or its transfer agent duly endorsed to the Corporation or in blank or marked for cancellation. Shares of the Series A Preferred Stock shall be deemed to have been converted as of the close of business on the Series A Conversion Date, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time.

(c) Mandatory Conversion. In the event that there be a Fundamental Change, the Series A Preferred Stock will automatically convert into that number of shares of Common Stock as may be purchased for the Conversion Price, calculated as of the close of business the day immediately prior to such Fundamental Change, based on the aggregate purchase price paid for the shares of Series A Preferred Stock; *provided* that such Mandatory Conversion shall occur as part of the terms of such consolidation or merger so that any holder of Series A Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him/her/it upon such Mandatory Conversion of his/her/its Series A Preferred Stock, the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock such holder would have otherwise received.

(d) Additional Provisions Applicable to All Conversions. Any conversion of Series A Preferred Stock into Common Stock pursuant to this Section 6.4 shall be subject to the following additional terms and provisions:

(i) The Corporation shall not be required to issue any fractions of shares of the Common Stock upon conversion of the Series A Preferred Stock into Common Stock.

(ii) In the event that the Corporation shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the Conversion Price of the Series A Preferred Stock shall be adjusted accordingly.

(iii) The holder of Series A Preferred Stock will not receive a distribution in the event that the Corporation shall at any time pay to the holders of its Common Stock a dividend in Common Stock or otherwise makes a distribution on the Common Stock until such a time when the Series A Preferred Stock have been converted into Common Stock.

(iv) As promptly as practicable after any conversion, the Corporation shall issue and deliver at said offices a certificate(s) for the number of full shares of the Common Stock issuable upon any such conversion, to the person(s) entitled to receive the same. The Corporation shall issue the certificate(s) for Common Stock in the name(s) so designated with such legends affixed or restrictions imposed as required by federal, state or jurisdictional securities laws as determined by legal counsel for the Corporation; *provided* that the Corporation is not advised by its counsel that the issuance of such certificate(s) would be in violation of federal, state or jurisdictional securities law.

(v) The issuance of certificates for shares of Common Stock upon conversion of any shares of the Series A Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series A Preferred Stock so converted, the person or persons requesting, the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

5.5 Redemption of Series A Preferred Stock. Subject at all times to the Series A Conversation Right set forth in Section 5.4(b), the issued and outstanding shares of Series A Preferred Stock shall be redeemable, in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time and at any time, commencing any time after the date of issuance of the Series A Preferred Stock as follows:

(a) **Redemption Price.** The redemption price per share of Series A Preferred Stock shall be equal to the greater of: (i) one hundred and twenty five percent (125%) of the purchase price paid for such share or (ii) the book value for such share as determined by an independent auditing firm (the "**Series A Redemption Price**").

(b) **Notice of Redemption**. The Corporation shall give notice of redemption (the "**Series A Redemption Notice**") not less than twenty (20) nor more than sixty (60) calendar days prior to the date fixed for redemption of the Series A Preferred Stock or any part thereof (the "**Series A Redemption Date**"). Such Series A Redemption Notice shall specify the Series A Redemption Date along with the time and place for redemption, and shall be given by mail to each holder of record of shares of Series A Preferred Stock chosen for redemption at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located. Any Series A Redemption Notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder received the Series A Redemption Notice.

(c) **Termination of Rights**. Upon the Series A Redemption Date, or upon such earlier date as the Board of Directors shall designate for payment of the Series A Redemption Price (unless the Corporation shall default in the payment of the Series A Redemption Price as set forth in the Series A Redemption Notice), the holders of shares of Series A Preferred Stock selected for redemption to whom notice has been duly given and that have not converted as provided in Section 5.4(b) shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the moneys payable upon such redemption from, the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

5.6 Ranking of Series A Preferred Stock. The Corporation may at any time create, authorize or issue, without the consent of any of the holders of the Series A Preferred Stock, other classes or series of Series A Junior Stock or Series A Parity Stock.

5.7 General Voting Rights of Series A Preferred Stock. Except as otherwise required by law, each holder of record of the Series A Preferred Stock shall be entitled to notice of any and all meetings of the shareholders of the Corporation and shall be entitled to one (1) vote for each full share of Common Stock into which each share of Series A Preferred Stock registered in his/her/its name on the books of the Corporation would be convertible on the record date for any matter submitted to the shareholders of the Corporation for a vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

5.8 Certain Voting Rights of Series A Preferred Stock. So long as any share of Series A Preferred Stock remains outstanding, in addition to any other vote or consent of shareholders required by law or by these Articles, the vote or consent of the holders of at least 50.1% of the shares of Series A Preferred Stock at the time outstanding, voting together as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(a) Changes Adversely Affecting Series A Preferred Stock. Any amendment, alteration or repeal of any provision of these Fourth Restated Articles or bylaws of the Corporation that would alter or change the voting powers, preferences or special rights of the Series A Preferred Stock so as to affect it adversely; *provided,* that the amendment of these Fourth Restated Articles so as to authorize or create, or to increase the authorized amount of, any Series A Junior Stock or Series A Parity Stock or any shares of any class or series of any securities convertible into shares of any class or series of Series A Junior Stock or Series A Parity Stock, shall not be deemed to affect adversely the voting powers, preferences or special rights of the Series A Preferred Stock;

(b) Authorization of Senior Stock. Any amendment or alteration of these Articles to authorize or create, or increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of capital stock of the Corporation ranking senior or prior to Series A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation; or

(c) Extraordinary Corporate Transactions.

(i) Consummation of a binding share exchange or reclassification involving the Series A Preferred Stock or a merger or consolidation of the Corporation with another entity, unless in each case (1) shares of Series A Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (2) such shares of Series A Preferred Stock remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole; *provided,* *however,* that any increase in the amount of the authorized or issued Series A Preferred Stock or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other Series A Junior Stock and/or Series A Parity Stock of the Corporation will not be deemed to adversely affect the special rights, preferences, privileges or voting powers of the Series A Preferred Stock.

(ii) If an amendment, alteration, repeal, share exchange, reclassification, merger or consolidation described above in clause (i) of this subsection (c) would adversely affect one or more but not all series of preferred stock (including the Series A Preferred Stock for this purpose), then only the series affected and entitled to vote shall vote as a class.

(iii) No vote or consent of the holders of Series A Preferred Stock shall be required pursuant to this subsection (c) if, at or prior to the time when the act with respect to which such vote would otherwise be required, all outstanding shares of Series A Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by the Corporation for the benefit of the holders of Series A Preferred Stock to effect such redemption.

5.9 Amendments to Series A Designation.

(a) General. The designation of the Series A Preferred Stock contained in this Article V may be amended only upon both (i) the affirmative vote of not less than a majority of the holders of the shares of Series A Preferred Stock outstanding at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

(b) Changes for Clarification. Without the consent of the holders of the Series A Preferred Stock, so long as such action does not adversely affect the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole, the Corporation may amend, alter, supplement or repeal any terms of the Series A Preferred Stock:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in these Fourth Restated Articles that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Series A Preferred Stock that is not inconsistent with the provisions of these Fourth Restated Articles.

5.10 Certain Definitions. For purposes of these Fourth Restated Articles, the following definitions shall apply:

"Series A Junior Stock" means the Common Stock and any other class or series of stock of the Corporation hereafter authorized over which the Series A Preferred Stock has preference or priority either or both as to the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Series A Parity Stock" means the Series B Preferred Stock and any class or series of stock of the Corporation hereafter authorized ranking equally with the Series A Preferred Stock as to both the payment of dividends and the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

Series B Preferred

The holders of the Series B Preferred shall not be entitled to receive dividends.

Liquidation Preference of Series B Preferred Stock. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series B Preferred Stock shall be entitled to receive, prior to the holders of any Series B Junior Stock (defined below) and/or Series B Parity Stock (defined below) and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount equal to $1.00 per share with respect to each share of Series B Preferred Stock.

Conversion of Series B Preferred Stock. The Series B Preferred Stock shall be convertible into shares of Common Stock as follows:

(a) Conversion Price. The Conversion price for the Series B Preferred Stock shall be equal to $0.0075 per share (the "**Conversion Price**")**.**

(b) Voluntary Conversion. Each share of Series B Preferred Stock shall be convertible in whole but not in part, at the option of the holder thereof at anytime after the first (1st) anniversary of the date of its issuance, into that number of fully paid and non-assessable shares of Common Stock as may be purchased for the Conversion Price based on the aggregate purchase price paid for the shares of Series B Preferred Stock (the **"Series B Conversion Right"**). The Series B Conversion Right shall be exercised by a holder submitting written notice to the Corporation informing the Corporation of his/her/its intent to exercise its Series B Conversion Right, specifying the date for such conversion (the "**Series B Conversion Date**") and identifying which shares of Series B Preferred Stock such holder has elected to be converted into Common Stock in accordance with the Series B Conversion Right (the "Series B Conversion Notice"). Within ten (10) days of the Corporation's receipt of the Series B Conversion Notice, the Corporation shall be required to provide the respective Series B Preferred Stock holder with written notice setting forth the applicable Series B Conversion Price calculated as of the Series B Conversion Date, including back up calculations therefor, and the number of shares of Common Stock into which the shares of Series B Preferred Stock are being converted. In order to convert the shares of Series B Preferred Stock identified in the Series B Conversion Notice into shares of Common Stock, a holder of Series B Preferred Stock shall be required to surrender at the office of any transfer agent for the Corporation (or to the office of the Corporation if there is no transfer agent), all certificates representing the shares of Series B Preferred Stock elected to be converted, duly endorsed to the Corporation or in blank or marked for cancellation within thirty (30) days of the Series B Conversion *Date; provided that* in the event any holder of Series B Preferred Stock fails to surrender his/her/its certificate(s) representing the shares of Series B Preferred Stock to be converted, the Corporation shall be authorized in all respect to cancel such shares on the books of the Corporation and the transfer agent and to effectuate the conversion of such shares of Series B Preferred Stock into Common Stock; *provided, further,* that the Corporation shall not be required to deliver the stock certificates representing such shares of Common Stock to their respective holder(s) until such time as the stock certificates representing the Series B Preferred Stock so converted are received by the Corporation or its transfer agent duly endorsed to the Corporation or in blank or marked for cancellation. Shares of the Series B Preferred Stock shall be deemed to have been converted as of the close of business on the Series B Conversion Date, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time.

<u>Mandatory Conversion.</u> In the event that the Corporation shall be consolidated with or merged into any other corporation, the Series B Preferred Stock will automatically convert into that number of shares of Common Stock as may be purchased for the Conversion Price, calculated as of the close of business the day immediately prior to the consummation of such consolidation or merger, based on the aggregate purchase price paid for the shares of Series B Preferred Stock; *provided* that such mandatory conversion shall occur as part of the terms of such consolidation or merger so that any holder of Series B Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him/her/it upon such mandatory conversion of his/her/its Series B Preferred Stock, the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock such holder would have otherwise received.

<u>Redemption of Series B Preferred Stock</u>**.** Subject at all times to the Series B Conversation Right set forth in **<u>Section 6.4(b)</u>**, the issued and outstanding shares of Series B Preferred Stock shall be redeemable, in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time and at any time, commencing any time after the date of issuance of the Series B Preferred Stock as follows:

(a) <u>Redemption Price.</u> The redemption price per share of Series B Preferred Stock shall be equal to the greater of: (i) one hundred and twenty five percent (125%) of the purchase price paid for such share or (ii) the book value for such share as determined by an independent auditing firm (the "**Series B Redemption Price**").

(b) <u>Notice of Redemption.</u> The Corporation shall give notice of redemption (the "**Series B Redemption Notice**") not less than twenty (20) nor more than sixty (60) calendar days prior to the date fixed for redemption of the Series B Preferred Stock or any part thereof (the "**Series B Redemption Date**"). Such Series B Redemption Notice shall specify the Series B Redemption Date along with the time and place for redemption, and shall be given by mail to each holder of record of shares of Series B Preferred Stock chosen for redemption at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located. Any Series B Redemption Notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder received the Series B Redemption Notice.

Termination of Rights. Upon the Series B Redemption Date, or upon such earlier date as the Board of Directors shall designate for payment of the Series B Redemption Price (unless the Corporation shall default in the payment of the Series B Redemption Price as set forth in the Series B Redemption Notice), the holders of shares of Series B Preferred Stock selected for redemption to whom notice has been duly given and that have not converted as provided in **Section 6.3(b)**. shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the moneys payable upon such redemption from, the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

General Voting Rights of Series B Preferred Stock. Except as otherwise required by law, each holder of record of the Series B Preferred Stock shall be entitled to notice of any and all meetings of the shareholders of the Corporation and shall be entitled to one (1) vote for each full share of Common Stock into which each share of Series B Preferred Stock registered in his/her/its name on the books of the Corporation would be convertible on the record date for any matter submitted to the shareholders of the Corporation for a vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited

Series C Preferred Stock

The holders of the Series C Preferred shall not be entitled to receive dividends.

Liquidation Preference of Series C Preferred Stock. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series C Preferred Stock shall be entitled to receive, prior to the holders of any Series C Junior Stock (defined below) and/or Series C Parity Stock (defined below) and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount per share equal to the Conversion Rate in Section 7.04(a) below with respect to each share of Series C Preferred Stock.

Conversion of Series C Preferred Stock. The Series C Preferred Stock shall be convertible into shares of Common Stock, as follows:

(c) Conversion Rate. All of the issued and outstanding shares of Series C Preferred Stock (the "**Total Series C Shares**") shall collectively be convertible into thirty percent (30%) of the total issued and outstanding shares of Common Stock at the time of such conversion (the "**Conversion Rate**") without any additional consideration by the holders to effectuate the conversion. For the avoidance of doubt, and as an example, in the event of a conversion of Series C Preferred Stock, Series C Preferred Shareholders whose shares have vested will own no more than 30% of all Common Stock post conversion, and the remaining 70% of Common Stock will be held by Common Stock shareholders.

(d) Voluntary Conversion. Each share of Series C Preferred Stock that has fully vested shall be convertible in whole but not in part, at the option of the holder thereof at any time after the first (1st) anniversary of the date of its vesting, into that number of fully paid and non-assessable shares of Common Stock as may be purchased for the Conversion Price based on the aggregate purchase price paid for the shares of Series C Preferred Stock (the "**Series C Conversion Right**"). The Series C Conversion Right shall be exercised by a holder submitting written notice to the Corporation informing the Corporation of his/her/its intent to exercise its Series C Conversion Right, specifying the date for such conversion (the "**Series C Conversion Date")** and identifying which shares of Series C Preferred Stock such holder has elected to be converted into Common Stock in accordance with the Series C Conversion Right (the "**Series C Conversion Notice**"). Within ten (10) days of the Corporation's receipt of the Series C Conversion Notice, the Corporation shall be required to provide the respective Series C Preferred Stock holder with written notice setting forth the applicable Series C Conversion Price calculated as of the Series C Conversion Date, including back up calculations therefor, and the number of shares of Common Stock into which the shares of Series C Preferred Stock are being converted. In order to convert the shares of Series C Preferred Stock identified in the Series C Conversion Notice into shares of Common Stock, a holder of Series C Preferred Stock shall be required to surrender at the office of any transfer agent for the Corporation (or to the office of the Corporation if there is no transfer agent), all certificates representing the shares of Series C Preferred Stock elected to be converted, duly endorsed to the Corporation or in blank or marked for cancellation within thirty (30) days of the Series C Conversion *Date; provided that* in the event any holder of Series C Preferred Stock fails to surrender his/her/its certificate(s) representing the shares of Series C Preferred Stock to be converted, the Corporation shall be authorized in all respect to cancel such shares on the books of the Corporation and the transfer agent and to effectuate the conversion of such shares of Series C Preferred Stock into Common Stock; *provided, further,* that the Corporation shall not be required to deliver the stock certificates representing such shares of Common Stock to their respective holder(s) until such time as the stock certificates representing the Series C Preferred Stock so converted are received by the Corporation or its transfer agent duly endorsed to the Corporation or in blank or marked for cancellation. Shares of the Series C Preferred Stock shall be deemed to have been converted as of the close of business on the Series C Conversion Date, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time.

Mandatory Conversion. In the event that the Corporation shall be consolidated with or merged into any other corporation, all Series C Preferred Stock shall automatically vest, regardless of any longer vesting schedule set forth in an award document, and will, upon acceleration of vesting, automatically convert into that number of shares of Common Stock as may be issued at the Conversion Rate; *provided* that such mandatory conversion shall occur as part of the terms of such consolidation or merger so that any holder of Series C Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him/her/it upon such mandatory conversion of his/her/its Series C Preferred Stock, the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock such holder would have otherwise received.

General Voting Rights of Series C Preferred Stock. Except as otherwise required by law, each holder of record of the Series C Preferred Stock shall be entitled to notice of any and all meetings of the shareholders of the Corporation and shall be entitled to ten (10) votes for each full share of Common Stock into which each share of Series C Preferred Stock registered in his/her/its name on the books of the Corporation would be convertible on the record date for any matter submitted to the shareholders of the Corporation for a vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited

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

NA

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.**

NA

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: X (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: 12/31/2022 Opening Balance Common: 579,271,135 Series A Preferred: 0 Series B Preferred: 227,000 Series C Preferred: 30,000,000			*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.**
01/10/2023	New Issuance	20,000	Series B Preferred	1.00	N/A	Todd Berman	Subscription Agreement	Restricted	4(a)(2)

01/10/2023	New Issuance	10,000	Series B Preferred	1.00	N/A	Dustin Allen	Subscription Agreement	Restricted	4(a)(2)
03/28/2023	New Issuance	50,000	Series B Preferred	1.00	N/A	GG Capital, LLC (Joseph Gantz)	Subscription Agreement	Restricted	4(a)(2)
03/29/2023	New Issuance	50,000	Series B Preferred	1.00	N/A	Arthur and Marina Turovets	Subscription Agreement	Restricted	4(a)(2)
03/30/2023	New Issuance	22,500	Series B Preferred	1.00	N/A	Steven Nelson	Subscription Agreement	Restricted	4(a)(2)
03/30/2023	Cancelation	6,000,000	Series C Preferred	N/A	N/A	I Richard Garr	N/A	N/A	N/A
03/30/2023	New Issuance	49,651,812	Common	N/A	N/A	I Richard Garr	Conversion of Series C Shares	Restricted	4(a)(2)
03/31/2023	New Issuance	11,250	Series B Preferred	1.00	N/A	Domenico Cammarota	Subscription Agreement	Restricted	4(a)(2)
07/24/2023	New Issuance	20,000	Series B Preferred	1.00	N/A	Luis Mariano Garcia	Subscription Agreement	Restricted	4(a)(2)
07/24/2023	New Issuance	10,000	Series B Preferred	1.00	N/A	Charles McHenry	Subscription Agreement	Restricted	4(a)(2)
08/22/2023	New Issuance	50,000	Series B Preferred	1.00	N/A	Adam Stern	Subscription Agreement	Restricted	4(a)(2)
08/29/2023	New Issuance	25,000	Series B Preferred	1.00	N/A	Barbara Bergen Michaels	Subscription Agreement	Restricted	4(a)(2)
08/30/2023	New Issuance	10,000	Series B Preferred	1.00	N/A	Rita Michaelson	Subscription Agreement	Restricted	4(a)(2)
09/01/2023	New Issuance	50,000	Series B Preferred	1.00	N/A	Terry F. King	Subscription Agreement	Restricted	4(a)(2)
09/01/2023	New Issuance	20,000	Series B Preferred	1.00	N/A	Inga and Tom Community Investments LLC (Tom Poss)	Subscription Agreement	Restricted	4(a)(2)
09/19/2023	New Issuance	25,000	Series B Preferred	1.00	N/A	Daureen Castonguay	Subscription Agreement	Restricted	4(a)(2)
10/05/2023	New Issuance	10,000	Series B Preferred	1.00	N/A	Irnest Spiegel	Subscription Agreement	Restricted	4(a)(2)
10/06/2023	New Issuance	15,000	Series B Preferred	1.00	N/A	Luis Mariano Garcia	Subscription Agreement	Restricted	4(a)(2)

10/25/2023	New Issuance	2,500,000	Common	.0098	No	Michael Fish	Board Fee	Restricted	4(a)(2)
10/25/2023	New Issuance	15,000,000	Common	.0098	No	Barry A. Ginsberg	Board Services	Restricted	4(a)(2)
10/25/2023	New Issuance	35,000,000	Common	.0098	No	I Richard Garr	Board Services	Restricted	4(a)(2)
10/30/2023	New Issuance	63,704,186	Common	.0104	No	Paul Michaels	In lieu of deferred salary	Restricted	4(a)(2)
10/30/2023	New Issuance	76,067,470	Common	.0104	No	I Richard Garr	In lieu of deferred salary	Restricted	4(a)(2)
10/30/2023	New Issuance	60,228,344	Common	.0104	No	Barry A. Ginsberg	In lieu of deferred salary	Restricted	4(a)(2)
11/08/2023	New Issuance	2,439,026	Common	.005	No	GG Capital, LLC (Joseph Gantz)	Warrant Exercise	Restricted	3(a)(9)
11/14/2023	New Issuance	1,219,514	Common	.005	No	Rita Michaelson	Warrant Exercise	Restricted	3(a)(9)
11/20/2023	New Issuance	1,219,514	Common	.005	No	Steven Nelson	Warrant Exercise	Restricted	3(a)(9)
11/20/2023	New Issuance	1,219,514	Common	.005	No	Zabrina Langer	Warrant Exercise	Restricted	3(a)(9)
11/21/2023	New Issuance	2,439,026	Common	.005	No	Harry Silver	Warrant Exercise	Restricted	3(a)(9)
11/22/2023	New Issuance	7,500	Series B Preferred	1.00	N/A	Keller Family Trust (Adam Keller)	Subscription Agreement	Restricted	4(a)(2)
11/22/2023	New Issuance	403,226	Common	.005	No	Keller Family Trust (Adam Keller)	Warrant Exercise	Restricted	3(a)(9)
11/24/2023	New Issuance	2,439,026	Common	.005	No	Stanley Silver	Warrant Exercise	Restricted	3(a)(9)
11/28/2023	New Issuance	1,219,514	Common	.005	No	IPG Investments, LLC / (Bruce Combe)	Warrant Exercise	Restricted	3(a)(9)
12/01/2023	New Issuance	2,719,514	Common	.005	No	Charles McHenry	Warrant Exercise	Restricted	3(a)(9)
12/18/2023	New Issuance	20,000	Series B Preferred	1.00	N/A	Irnest Spiegel	Subscription Agreement	Restricted	4(a)(2)

12/19/2023	New Issuance	9,000	Series B Preferred	1.00	N/A	Luis Mariano Garcia	Subscription Agreement	Restricted	4(a)(2)
12/27/2023	New Issuance	4,378,050	Common	.005	No	Rochelle Langer	Warrant Exercise	Restricted	3(a)(9)
12/29/2023	New Issuance	1,719,514	Common	.005	No	Hancock Western Investments, LLC (David Hancock)	Warrant Exercise	Restricted	3(a)(9)
12/29/2023	New Issuance	300,000	Common	.034	No	Max McKenna	Website Maintenance	Restricted	4(a)(2)
12/29/2023	New Issuance	125,000	Common	.005	No	Josh York	Warrant Exercise	Restricted	3(a)(9)
12/29/2023	New Issuance	100,000	Series B Preferred	1.00	N/A	Vincent Lanteri	Subscription Agreement	Restricted	4(a)(2)
12/29/2023	New Issuance	15,000	Series B Preferred	1.00	N/A	Alan Otto	Subscription Agreement	Restricted	4(a)(2)
02/07/2024	New Issuance	50,000	Series B Preferred	1.00	N/A	Scott Curran	Subscription Agreement	Restricted	4(a)(2)
02/08/2024	New Issuance	50,000	Series B Preferred	1.00	N/A	Tara Barlin	Subscription Agreement	Restricted	4(a)(2)
02/08/2024	New Issuance	50,000	Series B Preferred	1.00	N/A	Christina MacIsaac	Subscription Agreement	Restricted	4(a)(2)
02/08/2024	New Issuance	25,000	Series B Preferred	1.00	N/A	Melissa and Robert Yee, JTWROS	Subscription Agreement	Restricted	4(a)(2)
02/08/2024	New Issuance	25,000	Series B Preferred	1.00	N/A	Christina and Francis Capodica	Subscription Agreement	Restricted	4(a)(2)
02/08/2024	New Issuance	2,750	Series B Preferred	1.00	N/A	Rochelle Langer	Subscription Agreement	Restricted	4(a)(2)
02/09/2024	New Issuance	25,000	Series B Preferred	1.00	N/A	Veronica G. Mocibob	Subscription Agreement	Restricted	4(a)(2)
02/12/2024	New Issuance	25,000	Series B Preferred	1.00	N/A	Brian M. Farrell, Jr.	Subscription Agreement	Restricted	4(a)(2)
06/07/2024	New Issuance	35,000	Series A Preferred	1.00	N/A	Rochelle Langer	Subscription Agreement	Restricted	4(a)(2)
06/07/2024	New Issuance	50,000	Series A Preferred	1.00	N/A	Vincent Lanteri	Subscription Agreement	Restricted	4(a)(2)

06/07/2024	New Issuance	20,000	Series A Preferred	1.00	N/A	Rita Michaelson	Subscription Agreement	Restricted	4(a)(2)
06/07/2024	New Issuance	15,000	Series A Preferred	1.00	N/A	GG Capital, LLC (Joseph Gantz)	Subscription Agreement	Restricted	4(a)(2)
06/07/2024	New Issuance	5,000	Series A Preferred	1.00	N/A	Charles McHenry	Subscription Agreement	Restricted	4(a)(2)
06/07/2024	New Issuance	100,000	Series A Preferred	1.00	N/A	Crespin Enterprises DBA Collaborate UP (Richard Crespin)	Subscription Agreement	Restricted	4(a)(2)
06/07/2024	New Issuance	25,000	Series A Preferred	1.00	N/A	Albert and Nickelsha Williams, JTWROS	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	5,000	Series A Preferred	1.00	N/A	Hancock Western Investments, LLC (David Hancock)	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	John Acito	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	40,000	Series A Preferred	1.00	N/A	Rita Michaelson	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	James Bonavita	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	Gennadiy Khurgin	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	Dina Lemkova-Seryy	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	5,000	Series A Preferred	1.00	N/A	Tracy Czik Gilvutin	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	Viktoria Kats	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	Christina MacIsaac	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	Tara Berlin	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	25,000	Series A Preferred	1.00	N/A	Scott Curan	Subscription Agreement	Restricted	4(a)(2)
06/17/2024	New Issuance	25,000	Series A Preferred	1.00	N/A	Sam Czik Carmel and Hadassa Czik Irrevocable Trust	Subscription Agreement	Restricted	4(a)(2)

06/28/2024	New Issuance	50,000	Series A Preferred	1.00	N/A	Brian M. Farrell, Jr.	Subscription Agreement	Restricted	4(a)(2)
06/28/2024	New Issuance	5,000	Series A Preferred	1.00	N/A	Melissa and Robert Yee, JTWROS	Subscription Agreement	Restricted	4(a)(2)
06/28/2024	New Issuance	25,000	Series A Preferred	1.00	N/A	Adam Stern	Subscription Agreement	Restricted	4(a)(2)
06/28/2024	New Issuance	5,000	Series A Preferred	1.00	N/A	Dean Chenarides	Subscription Agreement	Restricted	4(a)(2)
06/28/2024	New Issuance	10,000	Series A Preferred	1.00	N/A	Josh York	Subscription Agreement	Restricted	4(a)(2)
10/18/2024	New Issuance	16,000,000	Common	.0133	No	FON Consulting (Len Panzer)	Consultant Fee	Restricted	Rule 144
10/16/2024	New Issuance	50,000	Series A Preferred	1.00	N/A	Thomas Croft Kocherhans	Subscription Agreement	Restricted	4(a)(2)
11/14/2024	New Issuance	50,000	Series A Preferred	1.00	N/A	Kenneth R. McCarty and Debra McCarty JTWROS	Subscription Agreement	Restricted	4(a)(2)
11/18/2024	New Issuance	7,500	Series A Preferred	1.00	N/A	Keller Family Trust (Adam Keller)	Subscription Agreement	Restricted	4(a)(2)
12/16/2024	New Issuance	25,000	Series A Preferred	1.00	N/A	James T. Gordon Revocable Trust (James T. Gordon)	Subscription Agreement	Restricted	4(a)(2)
01/08/2025	New Issuance	10,000	Series A Preferred	1.00	N/A	Anthony Silva	Subscription Agreement	Restricted	4(a)(2)
01/08/2025	New Issuance	5,000	Series A Preferred	1.00	N/A	John P Narciso	Subscription Agreement	Restricted	4(a)(2)
01/10/2025	New Issuance	50,000	Series A Preferred	1.00	N/A	Despina Farrell	Subscription Agreement	Restricted	4(a)(2)
01/15/2025	New Issuance	1,000	Series A Preferred	1.00	N/A	David A. Lempert	Subscription Agreement	Restricted	4(a)(2)
02/04/2025	New Issuance	35,000	Series A Preferred	1.00	N/A	Vincent J. Lanteri	Subscription Agreement	Restricted	4(a)(2)
02/21/2025	New Issuance	5,000	Series A Preferred	1.00	N/A	Melissa Seifer	Subscription Agreement	Restricted	4(a)(2)
02/26/2025	New Issuance	1,666,666	Common	.003	Yes	Louis Paulucci	Subscription Agreement	Restricted	4(a)(2)

02/26/2025	New Issuance	4,666,665	Common	.003	Yes	Vincent J. Lanteri	Subscription Agreement	Restricted	4(a)(2)
03/03/2025	New Issuance	6,249,998	Common	.003	Yes	Nicholas C. Mandorlo	Subscription Agreement	Restricted	4(a)(2)
03/03/2025	New Issuance	6,249,998	Common	.003	Yes	Anthony Russo, Jr.	Subscription Agreement	Restricted	4(a)(2)
03/03/2025	New Issuance	2,500	Series A Preferred	1.00	N/A	Joseph Paul Halsey	Subscription Agreement	Restricted	4(a)(2)
03/04/2025	New Issuance	7,999,997	Common	.003	Yes	Dr. Tamar Hof-Nir	Subscription Agreement	Restricted	4(a)(2)
03/19/2025	New Issuance	8,333,330	Common	.003	Yes	Timothy Hartnett	Subscription Agreement	Restricted	4(a)(2)
03/19/2025	New Issuance	3,333,332	Common	.003	Yes	Holly K. Maschio	Subscription Agreement	Restricted	4(a)(2)
03/20/2025	New Issuance	3,333,332	Common	.003	Yes	Christopher J. Giorgio	Subscription Agreement	Restricted	4(a)(2)
03/27/2025	New Issuance	49,999,980	Common	.003	Yes	Marc C. Janis, M.D.	Subscription Agreement	Restricted	4(a)(2)
04/11/2025	New Issuance	1,666,666	Common	.003	Yes	Jay Gorinson	Subscription Agreement	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: Ending Balance Date 06/30/2025 Ending Balance Common: 1,012,763,381 Series A Preferred: 756,000 Series B Preferred: 1,000,000 Series C Preferred: 24,000,000									

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: N/A

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.)
3/3/2022	1,142,857	3,016,029	11/15/2025	Upon event of default, 70% of lowest closing price for prior 20 trading days.	N/A	N/A	Puritan Partners, LLC (Richard Smithline)	Loan
5/27/2022	200,000	218,140	11/30/2025	None	N/A	N/A	UC ASSET LP (Jason Cunningham)	Loan
03/14/2023	35,000	41,344	02/25/2026	None	N/A	N/A	SunMed Advisors, LLC (Barry Ginsberg & Paul Michaels)	Loan
06/15/2025	74,000	74,285	09/15/2025	Fixed conversion at .003	None	24,666,667	Alan Langer	Loan
Total Outstanding Balance:		3,103,820		**Total Shares:**	None	24,666,667		

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

N/A

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")

Curative Biotechnology, Inc. (Curative Biotech) is a development stage biomedical company focused on novel therapies for rare diseases. The Company is identifying, acquiring, and developing disease modifying therapeutic drug candidates with a concentration on rare disease indications. Curative Biotech currently has ongoing programs in three (3) different therapeutic areas: degenerative eye disease, infectious disease, and neuro oncology. The Company is now concentrating its energy and resources on its degenerative eye disease platform, based on a worldwide exclusive license from the National Eye Institute (NEI) at the National Institutes of Health (NIH). The first therapeutic to be developed on this platform is a Metformin Reformulation targeting the treatment of intermediate and late-stage Age-Related Macular Degeneration (AMD) disease with the goal of being in the clinic in 2026 for a first in human trial of its metformin-based eye drop. The trial will be conducted under a Cooperative Research and Development Agreement (CRADA) with the NEI.

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

N/A

C. Describe the issuers' principal products or services.

[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.

The Company is focused on developing therapies with potentially accelerated development paths as a result of either the disease, the nature of the therapeutic itself, or the stage of clinical development. The Company operates on an outsource model, where its core management group oversees a network of subject matter experts, clinical advisors, manufacturing vendors and regulatory consultants.

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.

The Company utilizes Regus office space in Palm Beach Gardens, Florida. The offices have everything taken care of - from the furniture to the high-speed WiFi - and with flexible terms allowing for expansion as needed. The lease term is month to month with a recurring payment of $129.

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)
Paul M. Michaels	Officer and Director	Boca Raton, FL	60,877,999 6,000,000	Common Series C Preferred	6.01% 25%

Barry A. Ginsberg, O.D.	Consultant Owner of more than 5%	Boca Raton, FL	97,688,823 6,000,000	Common Series C Preferred	9.65% 25%
I Richard Garr, J.D.	Officer	Delray Beach, FL	127,719,282	Common	12.61%
Ronald W. Bordens, Ph.D.	Officer	Boynton Beach, FL	250,000 6,000,000	Common Series C Preferred	<1% 25%
Michael J. Grace, Ph.D.	Advisor	Hamilton, NJ	250,000 6,000,000	Common Series C Preferred	<1% 25%
Cary Sucoff, J.D.	Director	Cold Spring Harbor, NY	-0-	N/A	N/A
Lawrence Zaslow	Director	Chappaqua, NY	-0-	N/A	N/A
Theresa Heah, M.D., M.B.A.	Director	Hoboken, NJ	-0-	N/A	N/A
Rita Michaelson	Owner of more than 5%	New York, NY	60,000	Series A Preferred	7.94%
Brian M. Farrell, Jr.	Owner of more than 5%	Clinton, CT	50,000	Series A Preferred	6.61%
Despina Farrell	Owner of more than 5%	Clinton, CT	50,000	Series A Preferred	6.61%
Crespin Enterprises DBA Collaborate UP (Richard Crespin)	Owner of more than 5%	Falls Church, VA	100,000	Series A Preferred	13.23%
Vincent J. Lanteri, M.D.	Owner of more than 5%	Spring Lake, NJ	85,000 100,000	Series A Preferred Series B Preferred	11.24% 10%
Thomas C. Poss	Director	Guilford, CT	20,000	Series B Preferred	3.16%
Thomas Croft Kocherhans	Owner of more than 5%	Orem, UT	50,000	Series A Preferred	6.61%
Kenneth R. McCarty and Debra McCarty JTWROS	Owner of more than 5%	Cedar Hill, UT	50,000	Series A Preferred	6.61%

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);

No

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;

No

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;

No

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

No

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.

No

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.

No

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: Amit Hazan
Firm: Lucosky Brookman, LLP
Address 1: 101 S. Wood Avenue
Address 2: Woodbridge, N.J. 08830
Phone: 732-395-4400
Email: ahazan@lucbro.com

Accountant or Auditor

Name: Michael K. Fish
Firm: Michael K. Fish, CPA PA
Address 1: 7700 N Kendall Dr. #405
Address 2: Miami, FL 33156
Phone: 305-279-8484
Email: mike@mkfishcpa.com

Investor Relations
N/A

All other means of Investor Communication:

Twitter: https://twitter.com/CurativeBiotech
Discord: N/A
LinkedIn: https://www.linkedin.com/company/curative-biotech/
Facebook: N/A

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: Jonathan Leinwand
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33180
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Name: Dr. Barry A. Ginsberg
Firm: Barry A Ginsberg, O.D., P.A.
Address 1: 1825 NW Corporate Blvd. Suite 110
Address 2: Boca Raton, FL 33431
Phone: 561-807-8812
Email: bagins@bellsouth.net

9) Disclosure & Financial Information

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

Name: **<u>Dr. Barry A. Ginsberg</u>**
Title: **<u>Consultant</u>**
Relationship to Issuer: **<u>Consultant</u>**

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

☐ IFRS
X U.S. GAAP

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

Name: **Michael K. Fish**
Title: **Certified Public Accountant**
Relationship to Issuer: **Former Director**

Describe the qualifications of the person or persons who prepared the financial statements:[6]

Mr. Fish has over five years of business experience in the financial sector and had provided accounting and financial consulting services to private companies.

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

<u>Financial Statement Requirements</u>:

- 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.

[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.

- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, I Richard Garr certify that:

1. I have reviewed this Disclosure Statement for Curative Biotechnology Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

08/14/2025 [Date]

/s/ I Richard Garr [CEO's Signature]

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

Principal Financial Officer:

I, I Richard Garr certify that:

1. I have reviewed this Disclosure Statement for Curative Biotechnology Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

08/14/2025 [Date]

/s/ I Richard Garr [CFO's Signature]

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

INDEX TO FINANCIAL STATEMENTS

Curative Biotechnology, Inc
Balance Sheets

	June 30, 2025	December 31, 2024
ASSETS	(Unaudited)	
CURRENT ASSETS		
Cash	$ 26,905	$ 19,534
Prepaid expenses	53,230	164,476
Total current assets	80,135	184,010
FIXED ASSETS		
Property and equipment	6,834	6,834
Accumulated depreciation	(5,126)	(4,442)
Total Fixed Assets	1,708	2,392
OTHER ASSETS		
Deferred offering costs	690,971	655,971
Intangible assets, net of amortization	1,349,969	1,348,577
Total other assets	2,040,940	2,004,548
Total Assets	$ 2,122,783	$ 2,190,950
LIABILITIES AND DEFICIENCY IN STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 4,176,249	$ 4,126,588
Short term note payable, and accrued interest	218,140	221,288
Short term notes payable, and accrued interest - related party	41,344	39,956
Short term convertible note payable, and accrued interest, net of discount	12,619	-
Senior secured short term note payable, and accrued interest, net of discounts	3,016,029	2,676,496
Total current liabilities	7,464,381	7,064,328
Total Liabilities	7,464,381	7,064,328
Commitments and Contingencies (Note 14)		
DEFICIENCY IN STOCKHOLDERS' EQUITY		
Preferred stock, $0.0001 par value, authorized 200,000,000 shares:		
Series A, 1,000,000 designated, 756,000 and 647,500 shares issued and outstanding at June 30, 2025 and December 31, 2024 respectively	76	65
Series B, 1,000,000 designated, 1,000,000 issued and outstanding at June 30, 2025 and December 31, 2024 respectively	100	100
Series C, 30,000,000 designated, 24,000,000 issued and outstanding at June 30, 2025 and December 31, 2024	2,400	2,400
Common stock, $0.0001 par value, authorized 1,500,000,000 shares; 1,012,763,381 and 919,263,385 shares issued and outstanding at June 30, 2025 and December 31, 2024	101,276	91,926
Additional paid-in capital	38,068,131	36,789,057
Accumulated deficit	(43,513,581)	(41,756,926)
Total deficiency in stockholders' equity	(5,341,598)	(4,873,378)
Total Liabilities and Deficiency in Stockholders' Equity	$ 2,122,783	$ 2,190,950

The accompanying condensed notes are an integral part of the unaudited financial statements.

Curative Biotechnology, Inc
Statements of Operations
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
REVENUES, net	$ -	$ -	$ -	$ -
COST OF REVENUES	-	-	-	-
GROSS MARGIN	-	-	-	-
OPERATING EXPENSES:				
General and administrative expenses	646,385	521,263	905,271	1,250,798
Research and development	1,150	3,775	2,875	9,427
Depreciation and amortization	22,364	21,928	44,292	48,357
Total operating expenses	669,899	546,966	952,438	1,308,582
OTHER EXPENSE				
Other income	-	(510)	(549)	(580)
Gain on account payable settlement	(236,466)	-	(236,466)	-
Interest expense	276,714	127,037	505,090	472,225
Total other expense	40,248	126,527	268,075	471,645
Net loss before income taxes	$ (710,147)	$ (673,493)	$ (1,220,513)	$ (1,780,227)
Income taxes	-	-	-	-
Net loss	(710,147)	(673,493)	(1,220,513)	(1,780,227)
Series C deemed dividend	(10,643)	-	(536,143)	-
Net loss to common shareholders	$ (720,790)	$ (673,493)	$ (1,756,656)	$ (1,780,227)
Loss per weighted average common share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	0.00
Number of weighted average common shares outstanding, basic and diluted	1,012,561,916	903,263,385	972,551,596	903,263,385

The accompanying condensed notes are an integral part of the unaudited financial statements.

Curative Biotechnology, Inc
Statement of Deficiency in Stockholders' Equity
(Unaudited)
For the three and six months ended June 30, 2025

	Number of Shares				Par Value				Additional Paid-in Capital	Accumulated Deficit	Total Deficiency in Stockholders Equity
	Common	Series A Pfd	Series B Pfd	Series C Pfd	Common	Series A Pfd	Series B Pfd	Series C Pfd			
BALANCE, January 1, 2025	919,263,385	647,500	1,000,000	24,000,000	91,926	65	100	2,400	36,789,057	(41,756,926)	(4,873,378)
Common stock issued for cash	91,833,330	-	-	-	9,183	-	-	-	266,317	-	275,500
Series A Pfd issued for cash	-	108,500	-	-	-	11	-	-	108,489	-	108,500
Deemed dividend	-	-	-	-	-	-	-	-	525,500	(525,500)	-
Net loss	-	-	-	-	-	-	-	-	-	(510,365)	(510,365)
BALANCE, March 31, 2025	1,011,096,715	756,000	1,000,000	24,000,000	101,109	76	100	2,400	37,689,363	(42,792,791)	(4,999,743)
Common stock issued for cash	1,666,666	-	-	-	167	-	-	-	4,833	-	5,000
Warrants issued for services	-	-	-	-	-	-	-	-	229,959	-	229,959
Warrants issued as debt discount	-	-	-	-	-	-	-	-	74,000	-	74,000
Warrants issued to settle debt	-	-	-	-	-	-	-	-	59,333	-	59,333
Deemed dividend	-	-	-	-	-	-	-	-	10,643	(10,643)	0
Net loss	-	-	-	-	-	-	-	-	-	(710,147)	(710,147)
BALANCE, June 30,2025	1,012,763,381	756,000	1,000,000	24,000,000	$ 101,276	$ 76	$ 100	$ 2,400	$38,068,131	$ (43,513,581)	$ (5,341,598)

The accompanying condensed notes are an integral part of the unaudited financial statements.

Curative Biotechnology, Inc
Statement of Deficiency in Stockholders' Equity
(Unaudited)
For the three and six months ended June 30, 2024

	Number of Shares				Par Value				Additional Paid-in Capital	Accumulated Deficit	Total Deficiency in Stockholders Equity
	Common	Series A Pfd	Series B Pfd	Series C Pfd	Common	Series A Pfd	Series B Pfd	Series C Pfd			
BALANCE, December 31, 2023	903,263,385	-	747,250	24,000,000	$ 90,326	$ -	$ 75	$2,400	$34,994,471	$(38,229,897)	$ (3,142,625)
Series B preferred issued for cash	-	-	252,750	-	-	-	25	-	252,725	-	252,750
Options issued for services	-	-	-	-	-	-	-	-	134,750	-	134,750
Warrants issued in connection with debt	-	-	-	-	-	-	-	-	142,857	-	142,857
Net loss	-	-	-	-	-	-	-	-	-	(1,106,734)	(1,106,734)
BALANCE, March 31, 2024	903,263,385	-	1,000,000	24,000,000	90,326	-	100	2,400	35,524,803	(39,336,631)	(3,719,002)
Series A preferred issued for cash and subscription receivable	-	515,000	-	-	-	52	-	-	514,948	-	515,000
Options issued for services	-	-	-	-	-	-	-	-	134,750	-	134,750
Net loss	-	-	-	-	-	-	-	-	-	(673,493)	(673,493)
BALANCE, June 30, 2024	903,263,385	515,000	1,000,000	24,000,000	$ 90,326	$ 52	$ 100	$2,400	$36,174,501	$(40,010,124)	$ (3,742,745)

The accompanying condensed notes are an integral part of the unaudited financial statements.

Curative Biotechnology, Inc
Statements of Cash Flows
(Unaudited)
Six months ended June 30,

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	($1,220,513)	($1,780,227)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	44,292	48,537
Share based compensation	272,834	541,042
Amortization of debt discounts	12,333	142,856
Changes in operating assets and liabilities		
Decrease in prepaid expenses	111,246	42,591
Increase in accounts payable and accrued expenses	49,661	216,243
Increase in accrued interest in note payable - related party	1,388	1,396
(Decrease) Increase in accrued interest in short term note payable	(3,148)	5,951
Increase in accrued interest in convertible short term note payable	285	-
Increase in accrued interest and penalties in senior secured convertible note payable	355,993	201,188
Net cash used in operating activities	(375,629)	(580,423)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of intangible assets	(45,000)	(15,000)
Net cash used in investing activities	(45,000)	(15,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in deferred offering costs	(35,000)	(30,001)
Cash received for subscriptions receivable	-	115,625
Cash received from issuance of short term convertible note payable	74,000	-
Cash received from sale of common stock units	280,500	-
Cash received from sale of Series A Preferred stock	108,500	505,000
Cash received from sale of Series B Preferred stock	-	252,750
Net cash provided by financing activities	428,000	843,374
Net increase in cash	7,371	247,951
CASH, beginning of period	19,534	56,400
CASH, end of period	$ 26,905	$ 304,351
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid in cash	$ 96,613	$ 59,991
Income taxes paid in cash	$ -	$ -
Non-Cash Financing Activities:		
Series C preferred stock deemed dividend	$ 536,143	$ -
Warrants issued for debt maturity extension	$ -	$ 142,856
Warrants issued for debt discount	$ 74,000	$ -
Warrants issued for account payable settlement	$ 59,333	$ -

The accompanying condensed notes are an integral part of the unaudited financial statements.

Curative Biotechnology, Inc
Condensed Notes to Financial Statements
June 30, 2024
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS

Curative Biotechnology Inc., ("CUBT" or the "Company"), is a Florida corporation, formed as a Nevada corporation on June 29, 1995, reincorporated in Florida on October 30, 2007, with a name change on November 30, 2020. The Company is a development stage biomedical company that seeks to develop, in-license, sub-license and bring to market products in both the Pharmaceutical and Medical Device space. The Company focuses on products that are targeted at FDA-defined "Orphan Diseases" with patient populations under 200,000 in the United States. The company leverages management's experience and business relationships with Life Science research institutions as well as Life Science industry members to acquire Life Science candidates that fit within the Company's business model. The Company has established a scientific advisory board with a successful track record of bringing pharmaceuticals to market.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation The accompanying unaudited interim financial statements have been prepared in accordance with Generally Accepted Accounting Principles ("GAAP") in the United States of America ("U.S.") as promulgated by the Financial Accounting Standards Board ("FASB") and Accounting Standards Codification ("ASC") and Article 8 of the US Securities and Exchange ("SEC") Regulation S-X for interim financial statements. In our opinion, the accompanying unaudited interim financial statements contain all adjustments (which are of a normal recurring nature) necessary for a fair presentation. Operating results for the six months ended June 30, 2025 are not necessarily indicative of the results that may be expected for the year ending December 31, 2025.

(**b) Use of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates during 2025 and 2024 include valuation of intangible assets, valuation of stock-based compensation and warrant and option issuance valuations and the valuation of deferred tax assets. Actual results could differ from these estimates.

(c) Cash and equivalents For purposes of the statement of cash flows, the Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents at June 30, 2025 and December 31, 2024.

(d) Prepaid expenses From time to time, the Company may prepay expenses either through the transfer of cash, assets or the issuance of securities. Prepaid expenses are amortized over the period of benefit.

(e) Property and equipment All property and equipment are recorded at cost and depreciated over their estimated useful lives of 5 years, using the straight-line method. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from their respective accounts, and the resulting gain or loss is included in the results of operations. Repairs and maintenance charges, which do not increase the useful lives of the assets, are charged to operations as incurred. Depreciation expense was $683 and $2,733 for the six months ended June 30, 2025 and 2024, respectively.

(f) Intangible Assets The useful life of intangible assets is assessed as either finite or indefinite. Following the initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite useful lives are carried at cost less accumulated amortization. Amortization is calculated using the straight line method over the estimated useful lives. These assets are reviewed for impairment when events or circumstances indicate that the carrying amount of the asset may not be recoverable.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES, continued

(f) Intangible Assets, continued Intangible assets with indefinite useful lives are amortized using a presumed life of 20 years, and are tested for impairment annually or more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. If impairment indicators are present, these assets are subject to an impairment review. Any loss resulting from impairment of intangible assets is expensed in the period the impairment is identified.

(g) Impairment of Long-Lived Assets A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying value amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

(h) Financial Instruments and Fair Value Measurements ASC 825-10 "Financial Instruments", allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding instruments.

ASC 825 also requires disclosures of the fair value of financial instruments. The carrying value of the Company's current financial instruments, which include cash and cash equivalents, accounts payable and accrued liabilities approximates their fair values because of the short-term maturities of these instruments.

FASB ASC 820 "Fair Value Measurement" clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. It also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.
Level 2: Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability.
Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

(i) Related Party Transactions All transactions with related parties are in the normal course of operations and are measured at the exchange amount.

(j) Revenue Recognition The Company will recognize revenue in accordance with Accounting Standards Codification, ("ASC"), 606, "Revenue from Contracts with Customer". This revenue recognition standard has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; e) Recognize revenue when (or as) performance obligations are satisfied.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES, continued

(k) Stock based compensation Stock-based compensation is accounted for based on the requirements of ASC 718 and ASU 2018-07 Compensation - Stock Compensation. ASU 2018-07 simplified the accounting for share-based payments made to non-employees so the accounting for such payments is substantially the same as those made to employees. Under this ASU, share-based awards to non-employees will be measured at fair value on the grant date of the awards, entities will need to assess the probability of satisfying performance conditions if any are present, and awards will continue to be classified according to ASC 718 upon vesting, which eliminates the need to reassess classification upon vesting, consistent with awards granted to employees.

Share-Based Payment Topic of ASC 718 requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award or the vesting period, whichever is lesser. The ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award. For share-based payments to non-employees," the expense is recognized over the service period of the award.

(l) Income Taxes Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income, and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB ASC 740. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the positions will be sustained upon examination by the tax authorities.

(m) Net loss per share Basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless consideration of such dilutive potential shares would result in anti-dilution. At June 30, 2025, the outstanding 330,230,910 warrants and 62,456,500 options and 302,400,000; 133,333,333 and 434,041,449 shares issuable upon conversion of the Series A, B and Series C preferred stock, respectively, to common stock are anti-dilutive. At December 31, 2024, the outstanding 65,230,919 warrants and 62,456,500 options and 259,000,000; 133,333,333 and 393,970,022 shares issuable upon conversion of the Series A, B and Series C preferred stock, respectively, to common stock are anti-dilutive.

(n) Reclassification Certain balances in the operating section of the 2024 Statement of Cash Flow have been reclassified to conform to the 2025 presentation. There was no effect to the cash used in operations as a result of the reclassifications.

(o) Recent Accounting Pronouncements Pronouncements In November 2024 the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2024-03 Disaggregation of Income Statement Expenses. The effective date is for fiscal years beginning after December 31, 2026.

In December 2023 the FASB issued ASU 2023-09 Improvements to Income Tax Disclosures which is effective for fiscal years beginning after December 15, 2025. The Company does not believe that this ASU will have any material effect on its income tax reporting.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES, continued

(p) Segment reporting The Company operates as a single operating segment company. Per ASC 280 – "*Segment Reporting*", the Company's chief operating decision maker has been identified as the President and Chairman of the Board, who reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. Existing guidance, which is based on a management approach to segment reporting, establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products and services, major customers, and the countries in which the entity holds material assets and reports revenue. All material operating units qualify for aggregation under "Segment Reporting" due to their similarities in economic characteristics such as nature of services; and procurement processes. Since the Company operates in one segment, all financial information required by "Segment Reporting" can be found in the accompanying balance sheets and statements of operations and notes to statements.

The table below provides information about the Company's revenue, significant segment expenses and other segment expenses.

	Six months ended June 30, 2025	**Six months ended June 30, 2024**
Revenue	$ -	$ -
Cost of Revenue	-	-
Gross profit (loss)	-	-
Less segment expenses		
General and administrative	905,271	1,250,798
Operating loss	(905,271)	(1,250,798)
Plus		
Interest expense	505,090	472,225
Other income	(549)	(580)
Segment net loss	$ (1,409,812)	$ (1,722,443)

NOTE 3 - LIQUIDITY AND GOING CONCERN CONSIDERATIONS

The accompanying interim condensed financial statements have been prepared assuming that the Company will continue as a going concern. The Company's financial position and operating results raise substantial doubt about the Company's ability to continue as a going concern, as reflected by the net loss of approximately $1.2 million, and cash used in operations of approximately $0.375 million for the six months ended June 30, 2025. The Company also had a working capital deficit and accumulated deficit and deficit in stockholders' equity of approximately $7.4 million, $43.5 million and $5.3 million, respectively, at June 30, 2025. The ability of the Company to continue as a going concern for one year from the date these financial statements are issued is dependent upon commencing operations, developing sales and obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company is currently seeking additional capital to allow it to continue its research and development and related activities.

NOTE 4 - INTANGIBLE ASSETS

The Company owns the following intangible assets:

(a) MABT Covid-19 license The Company entered into a licensing agreement with Mid-Atlantic BioTheraputics, Inc., (MABT), to license MABT's COVID-19 vaccine which is composed of a recombinant S1 and S2 protein from SARS-CoV-2 plus an IMT504 adjuvant. The Company issued 12,500,000 shares of common stock valued at $1,425,000 to acquire this license. The stock price was determined at the closing price on the date the agreement was executed and the obligation to issue arose. In April

NOTE 4 - INTANGIBLE ASSETS, continued

(a) MABT Covid-19 license , continued 2022, the Company paid $39,632 of regulatory and legal costs related to this license. Amortization expense for the six months ended June 30, 2025 and 2024 was $36,641 and $36,641, respectively, and a net balance of $1,196,777 and $1,233,418 at June 30, 2025 and December 31, 2024. respectively.

(b) Website In December 2020, the Company contracted with a third party to develop and produce a new website for the Company for a contract price of $22,500, one-half in cash and one-half in common stock of the Company. The Company is amortizing this cost over 3 years. This website was placed into service in March 2021. Amortization expense was $0 and $1,250 for the six months ended June 30, 2025 and 2024, respectively.

(c) IMT504 Patent license In October 2020, the Company entered into a license agreement with MidAtlantic BioTheraputics, Inc., (MABT), to license the development of a pharmaceutical compound known as IMT504, as immununotherapy for late stage symptomatic rabies. The license is for worldwide use. There are certain conditions to the license, principally that the Company raise $6.5 million to fund the development. There is not a time limit on raising these funds unless the Company utilizes a public offering process, such as Regulation A.

The total cost for this license is 20 million shares of the Company's common stock, issuable in three tranches - (1) 7 million shares upon execution of the license (which have been issued, valued at $91,000), (2) 6.5 million shares upon the submission of an Investigational New Drug (IND) to the FDA and (3) 6.5 million shares upon the successful completion of the first rabies clinical trial of this IND. This license calls for royalties of 50% of the net profit, after reimbursement for development costs, of successfully marketed products utilizing IMT504. In March 2022, the Company paid $30,366 of regulatory and legal costs related to this license. Amortization expense for the six months ended June 30, 2025 and 2024 was $3,100 and $3,100, respectively, and a net balance of $94,932 and $98,032 at June 30, 2024 and December 31, 2024, respectively.

(d) National Institute of Health (NIH) Patent license #1 In October 2020, the Company entered into an exclusive 24 month evaluation license of Provisional Patent Application No. 62/199,707, filed July 31, 2015; PCT Application No. PCT/US2016/044777 filed July 29, 2016 and Patent No. 10,548,987 issued February 4, 2020. This license is for the evaluation of and development of an anti-CD56 antibody drug conjugate for the treatment of gioblastoma. Should the Company develop a marketable product, the Company is then required to negotiate a new license with market based royalties. This license calls for the payment of a non-creditable non-refundable license issue royalty of $10,000, paid at issuance and $5,000 on the one year anniversary, for a total of $15,000.

In October 2023, the NIH agree to extend this agreement for an additional 12 months and again in February 2024 for three years in exchange for a single $10,000 fee. Effective March 2025, the NIH agreed to extend this license to October 2025, for the payment of a $5,000 fee. Amortization expense for the six months ended June 30, 2025 and 2024 was $1,667 and $1.111, respectively, and a net balance of $5,556 and $7,222 at June 30, 2025 and December 31, 2024, respectively.

(e) National Institute of Health (NIH) Patent license #2 In January 2021 the Company entered into an NIH exclusive 36 month worldwide license of Provisional Patent Application No. 62/899,899, filed September 13, 2019 and PCT Application No. PCT/US2020/050540 filed September 11, 2020. This license is for the development of ocular metformin formulation for the treatment of retinal degenerative diseases.

This license requires two separate royalty streams of payments. First is a royalty equal to the un-reimbursed patent expenses paid by NIH, with an initial amount of $8,500 due within 30 days of execution of the license. At the first anniversary of the license NIH will supply a statement of additional un-reimbursed patent expenses paid by NIH during the year, of which the Company is required to pay 50%, with the remaining balance due on the third anniversary.

Second is an ongoing royalty schedule: an initial royalty of $5,000 upon execution of the license, and annually thereafter as the minimum royalty amount. The license can be extended on the third anniversary to the remaining life of the licensed patent by the payment of a one-time non-refundable non-creditable royalty of $45,000. In January 2024, this payment was extended to June 2025 upon the payment of a $5,000 fee. Effective March 2025, the NIH agreed to extend this license and the payment of the $45,000 fee for extension to the end of the patent life, to April 2026, for the payment of a $2,000 fee. In April 2025, the NIH issued the invoice for the $45,000 royalty payment. There are three benchmark royalties - $75,000 upon the initiation of the first

NOTE 4 - INTANGIBLE ASSETS, continued

Phase 2 Clinical Study; $300,000 upon the completion of Phase 3 Clinical Study and $600,000 upon the FDA approval of the first Licensed Product. Upon first commercial sale there is a royalty of $100,000 each for the United States, Canada, European Union and Asian region, with an ongoing 3.5% of net sales royalty.

Amortization expense for the six months ended June 30, 2025 and 2024 was $2,200 and $3,521, respectively, and a net balance of $44,270 and $1,471 at June 30, 2025 and December 31, 2024, respectively.

The Company's aggregate intangible assets were as follows:

	June 30, 2025		December 31, 2024	
Total intangible assets	$	1,711,947	$	1,666,947
Accumulated Amortization		(361,978)		(318,370)
Net intangible assets	$	1,349,969	$	1,348,577

The Company's intangible assets, net of accumulated amortization, consists of the following:

	Estimated life (years)	'June 30, 2025		'December 31, 2024	
Website	3	$	-	$	-
MABT Covid-19 license	20		1,196,777		1,233,418
IMT504 Patent license	20		94,932		98,032
NIH Patent license #1	2		5,556		7,222
NIH Patent license #2	15		44,270		1,471
Other	20		8,434		8,434
Total		$	1,349,969	$	1,348,577

Future amortization is:

2025	$	42,867
2026		85,735
2027		83,790
2028		82,402
2029		82,402
Thereafter		972,773
Total	$	1,349,969

The amortization for the six months ended June 30, 2025 and 2024, was $43,608 and $45,623, respectively.

NOTE 5 - RELATED PARTY TRANSACTIONS

During the second quarter of 2023, a related party owned by two officers of the Company, extended a loan of $15,000, which carries an 8% rate of interest and matures on September 2, 2023. In September the maturity date was extended to December 15, 2023. In December 2023, the maturity was extended to February 15, 2024. In January 2024, the lender agreed to extend the maturity date to May 15, 2024. In May 2024, the maturity was extended to September 15, 2024. In September 2024, the maturity date was extended to December 31, 2024. In November 2024, the maturity was extended to February 25, 2025. In February 2025, the maturity was extended to February 25, 2026. At June 30, 2025, the balance was $17,666, including accrued interest of $2,666.

NOTE 5 - RELATED PARTY TRANSACTIONS, continued

During the first quarter of 2023, a related party owned by two officers of the Company, extended a loan of $20,000, which carries an 8% rate of interest and matured on June 14, 2023. In June 2023, the maturity of this note was extended to September 14, 2023. In September the maturity date was extended to December 15, 2023. In December 2023, the maturity was extended to February 15, 2024. In January 2024, the lender agreed to extend the maturity date to May 15, 2024. In May 2024, the maturity was extended to September 15, 2024. In September 2024, the maturity date was extended to December 31, 2024. In November 2024, the maturity was extended to February 25, 2025. In February 2025, the maturity was extended to February 25, 2026. At June 30, 2025, the balance was $23,677, including accrued interest of $3,677.

NOTE 6 - NOTES PAYABLE

During the second quarter of 2022, the Company issued a promissory note in exchange for $200,000 in cash. This note carries a 12% interest rate, interest payable monthly, and a six month maturity. At maturity, the maturity was extended for an additional six months and the interest rate was increased to 18%, interest payable monthly. On December 16, 2023, the maturity date was extended to January 31, 2024, upon the payment of $18,000 of accrued interest. In January 2024, the note was extended to May 31, 2024, upon the payment of a $6,000 late fee by February 1, 2024, and $6,250 for accrued interest and a $250 late fee by February 29, 2024. In May 2024, the note was extended to July 31, 2024, upon the payment of $12,000 of accrued interest. In August 2024, the Company and the lender agreed to fifth extension of the note and the maturity was reset to September 30, 2024. In November 2024, was extended to November 30, 2025.

Upon default, as defined in the note, all amounts become due. The balance was $218,140 including principal of $200,000 and accrued interest of $18,140, at June 30, 2025. The balance was $221,288 including principal of $200,000 and accrued interest of $21,288, at December 31, 2024.

NOTE 7 - SHORT-TERM CONVERTIBLE NOTE PAYABLE

In June 2025, the Company issued a short-term convertible note payable in exchange for $74,000 in cash. The note carries an8% interest rate and has a 90 day maturity with two automatic 90 day extensions if not repaid or converted by the maturity dates. If the note is converted prior to the final extension maturity date, the note is converted at $0.003 per share, or a total of 24,666,667 shares. If the note is not repaid or converted by the final extension maturity date the conversion ration is modified to be a price that is a 50% discount to the immediately prior 5 day moving average of the common stock.

As an inducement the Company also issued 26,666,666 warrants with an exercise price of $0.03 and 26,666,666 warrants with an exercise price of $0.05, both set of warrants having a five year expiration date. These warrants were valued at $74,000 and have been recorded as a debt discount which is being amortized over the 90 life of the note. Amortization expense for the six months ended June 30, 2025 was $12,333.

NOTE 8 - SENIOR SECURED NOTE PAYABLE

In March 2022, the Company issued a 12-month Senior Secured Note, (“the Note”), with a face amount of $1,142, 857, with a stated 12.5% original issue discount (OID). The Note carries a 12.5% interest rate with interest-only payable monthly from April through August 2022. The Company received $869,972 in cash, net of the OID of $142,857 and legal and other fees in the amount of $120,028.

The Note is secured by all the tangible and intangible assets of the Company and is summarized as follows:

	June 30, 2025	December 31, 2024
Note payable	$ 1,142,857	$ 1,142,857
Accrued interest and penalties	1,873,172	1,533,639
Unamortized discounts	-	-
	$ 3,016,029	$ 2,676,496

NOTE 8 - SENIOR SECURED NOTE PAYABLE, continued

Beginning in September 2022, the Company was required to make monthly redemptions at the rate of 110% of one seventh of the original principal amount, ($179,592), plus interest. It also carries a mandatory prepayment at 125% of the original principal amount, or $1,428,571, less any redemptions made, plus any unpaid accrued interest upon the completion of a Qualified Offering, as defined or sale of substantially all assets of the Company or a change of control of the Company. In the event that the Company issue or sells additional shares of Common Stock or Common Stock Equivalents in a Qualified Offering at a price per share which multiplied by 75% is less than the Warrant Calculation Price, the number of Warrant Shares issuable upon exercise of this Warrant will increase to be equal to the product obtained by multiplying: (WCP/BP) x (WS) whereby: (WCP) = the Warrant Calculation Price. (BP) = 75% of the price per share sold in the Qualified Offering. (WS) = the number of Warrant Shares that would be issuable upon exercise of this Warrant in accordance with the terms of this Warrant immediately prior to the Qualified Offering if such exercise were by means of a cash exercise rather than a cash-less exercise; The term "Warrant Calculation Price" means $0.05

The Note is convertible at the election of the holder into common stock of the Company upon an event of default, as defined. The conversion price is 70% of the lowest closing price of the Company's common stock for the prior 20 trading days. The lender received five-year warrants to purchase 22,857,143 shares of common stock of the Company, with an exercise price of $0.0001 per share. The relative fair value of these warrants were recorded as debt discount in the amount of $531,983 which is being amortized over the term of the Note. The warrants can be exercised on a cash-less basis if a registration statement for the common shares underlying the warrants is not declared effective by September 2022.

In August 2022, the Company and the lender agreed to the first modification of the Note. In exchange for a one-month extension to begin the principal payments under this Note, the parties agreed to reduce the qualified offering amount from $10 million to $7.2 million; modify the payment schedule from seven (7) months to six (6) months. In addition, the lender received 1,904,762 additional warrants having a fair value of $58,884, ($0.03 per share), which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In October 2022, the Company and the lender agreed to the second modification of the Note. The first payment due was delayed from October 2, 2022 to October 17, 2022. In October 2022, the Company and the lender agreed to the third modification of the Note. The first payment due was delayed from October 17, 2022 to November 2, 2022. The lender received 1,904,762 additional warrants having a fair value of $36,053, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In November 2022, the Company and the lender agreed to the fourth modification of the Note. The first payment due was delayed from November 2, 2022 to November 17, 2022.

In November 2022, the Company and the lender agreed to the fifth modification of the Note. The first payment due was delayed from November 17, 2022 to December 17, 2022. The lender received 1,904,762 additional warrants having a fair value of $37,955, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In December 2022, the Company and the lender agreed to the sixth modification of the Note. The first payment due was delayed from December 17, 2022 to January 17, 2023. The lender received 1,904,762 additional warrants having a fair value of $33,936, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In the first quarter 2023, the Company and the lender agreed to the seventh through eleventh modifications of the Note. The maturity was reset to May 16, 2023; the default and optional redemption rates were reset to 137.5% and the qualified offering, as described, was reset to $3 million. The Company paid $36,600 of accrued interest pursuant to this amendment.

In the second quarter 2023, the Company and the lender agreed to the twelfth modification of the Note. The maturity was reset to July 2, 2023; the default and optional redemption rates were reset to 142.5% and the qualified offering, as described, was reset to $3 million in one continuous offering of a single security.

In the third quarter 2023, the Company and the lender agreed to the 13th modification of the Note. In exchange for the right to convert to common stock at 1.5 times the original principal balance should there be an event of default, the lender agreed to a five month extension of the maturity of this Note to December 2, 2023, and accrual of the monthly interest from July 2, 2023, to be paid at maturity.

NOTE 8 - SENIOR SECURED NOTE PAYABLE, continued

In the fourth quarter 2023, the Company and the lender agreed to the 14th and 15th modifications of the Note. In exchange for receipt of $5,000 of accrued interest for each modification, the maturity date was extended to January 31, 2024.

In January 2024, The Company and the lender agreed to the 16th modification of the Note. In exchange for receipt of $15,000 of accrued interest and 4,571,429 additional warrants, having a fair value of $114,285, which were recorded as an additional debt discount and amortized over the remaining life of the Note, for the modification, the maturity date was extended to April 2, 2024. This modification allowed for a further extension to May 2, 2024, at the option of the Company in exchange for payment of $10,000 of accrued interest and an additional 1,142,857 warrants. On March 25, 2024, the Company exercised the option to extend this note to May 2, 2024, the warrants had a fair value of $28,572, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In April 2024, the Company and the lender agreed to the seventeenth modification of the Note. The maturity was reset to June 2, 2024, in exchange for the receipt of $7,500 of accrued interest.

In May 2024, the Company and the lender agreed to the eighteenth modification of the Note. The maturity was reset to July 15, 2024, in exchange for the receipt of $7,500 of accrued interest.

In July 2024, the Company and the lender agreed to the nineteenth modification of the Note. The maturity was reset to August 15, 2024, in exchange for the receipt of $11,905 of accrued interest. This modification allowed for a further extension to September 15,, 2024, at the option of the Company in exchange for payment of $11,905 of accrued interest, which CUBT exercised.

In September 2024, the Company and the lender agreed to the twentieth modification of the Note. The maturity was reset to October 15, 2024, in exchange for the receipt of $17,143 of accrued interest. This modification allowed for a further extension to November 15,, 2024, at the option of the Company in exchange for payment of $17,143 of accrued interest, which CUBT exercised.

In November 2024, the Company and the lender agreed to the twenty-first modification of the Note. The maturity was reset to November 15, 2025, in exchange for the receipt of $17,143 interest, paid monthly.

All penalties and fees were recorded as interest expense. Amortization of the discounts was $0 and $142,856 for the six months ended June 30, 2025 and 2024, respectively.

NOTE 9 – DEFICIENCY IN STOCKHOLDERS’ EQUITY

At June 30, 2025 and December 31, 2024, the Company has 1,500,000,000 shares of par value $0.0001 common stock authorized and 1,012,763,381 and 919,263,385 issued and outstanding, respectively. At June 30, 2025 and December 31, 2024, the Company has 200,000,000 shares of $0.0001 par value preferred stock authorized and 756,000 and 647,500 shares of Series A, 1,000,000 shares of Series B and 24,000,000 shares of Series C issued and outstanding.

In the second quarter 2025, the Company issued 1,666,666 shares of common stock with 1,666,666 warrants with an exercise price of $0.03 per share and 1,666,666 warrants with an exercise price of $0.05 per share, both with a 36 month maturity in exchange for $5,000 in cash.

In the first quarter 2025, the Company issued 91,833,330 shares of common stock with 91,833,330 warrants with an exercise price of $0.03 per share and 91,833,330 warrants with an exercise price of $0.05 per share, both with a 36 month maturity in exchange for $275,500 in cash.

The preferred shares have the following respective rights and privileges:

Series A Preferred - In May 2024, the Company amended the rights and privileges of the Series A. The amended rights and privileges are: Convertible into shares of common stock at a conversion price of $0.0025 per share based on the purchase price of the preferred shares; are redeemable at the Company’s option at the greater of price of 125% of the purchase price paid for the shares or the calculation of the book value per share of the Company made by an independent audit firm; carry 1 vote for each share of common stock that each Series A shares are convertible into common stock. There are no dividend rights and a stated liquidation value of $1.00 per share of outstanding shares, with a preference over other corporate stock. The Series A shares may

NOTE 9 – DEFICIENCY IN STOCKHOLDERS' EQUITY, continued

be subject to mandatory conversion based on a fundamental change, as defined in the Amended Articles of Incorporation..

Series B Preferred are convertible into shares of common stock at a conversion price of $0.0075 per share based on the purchase price of the preferred shares; are redeemable at the Company's option at a price of 125% of the purchase price paid for the shares; carry one vote for each common share that the Series B is convertible into at the record date; are senior to all other securities in the event of a liquidation. There are no dividend rights and a stated liquidation value of $1.00 per share of outstanding shares. The Series B shares may be subject to mandatory conversion based on a fundamental change, as defined.

Series C Preferred are convertible into common stock aggregating 30% of the total issued and outstanding common shares at conversion date post conversion; carries ten votes for each common share that the Series C is convertible into at the record date. There are no dividend rights and have liquidation rights commensurate with the common stock each share the Series C is convertible into. The Series C shares may be subject to mandatory conversion based on a fundamental change, as defined.

In the first quarter 2025, the Company issued 108,500 shares of Series A preferred stock for $108,500 in cash.

In February 2024, the Company issued 252,750 shares of Series B preferred stock in exchange for $252,750 in cash.

A deemed dividend for the Series C preferred stock is calculated and recorded as shares of common stock are issued. This is calculated as the increase in common shares that the Series C would receive upon conversion, as a result of the change in the number of common shares issued and outstanding during the period multiplied by the closing price of the common stock at the end of the period. The deemed dividend was $536,143 and $0 for the six months ended June 30, 2025 and 2024, respectively.

NOTE 10 - WARRANTS

	June 30, 2025	**June 30, 2024**
Beginning balance	65,230,919	75,127,744
Issued	264,999,991	5,714,286
Exercised	-	-
Expired/Cancelled	-	(5,000,000)
Ending Balance	330,230,910	75,842,030

During the second quarter 2025, the Company issued 1,666,666 common stock units which included 2 warrants per unit. Both warrants carry a maturity of 36 months and one warrant has a $0.03 exercise price and the second warrant carries a $0.05 exercise price .In April 2025 pursuant to a consulting contract, the Company issued warrants for services as follows: April 1 – 15,000,000 warrants with an exercise price of $0.0197 with a three year maturity valued at $195,338; May 1 – 1,500,000 warrants with an exercise price of $0.0183 with a three year maturity valued at $18,207; June 1 – 1,500,000 warrants with an exercise price of $0.0165 with a three year maturity valued at $16,415 and July 1 – 1,500,000 warrants with an exercise price of $0.0173 with a three year maturity valued at $17,163. For the remaining eight months of this contract, through March 1, 2026, the Company is required to issue 1,500.000 warrants on the first of each month with an exercise price set at 150% of the closing price of the common stock the day prior. The Company will record an expense for the fair value of these warrants calculated using the Black-Scholes model with the following assumption ranges: Expected life - three years; stock price between $0.011 and $0.0131; volatility between 323% and 329%; exercise price between $0.0165 and $0.0197 and bond equivalent yield rate between 3.69% and 3.87%. In June 2025 the Company issued two sets of warrants as inducement for a short-term convertible note payable of $74,000. Both warrants carry a maturity of 60 months and one warrant has a $0.03 exercise price and the second warrant carries a $0.05 exercise price. These warrants were valued at a total of $74,000 and were recorded as a debt discount which is being amortized over the 90 day initial term of the note. In June 2025, the Company issued 4,166,667 warrants with a maturity of 84 months and an exercise price of $0.03 and 2,500,000 warrants with a maturity of 84 months and an exercise price of $0.05 as part of a settlement agreement with a vendor on an account payable. These warrants were valued at $59,333 which reduced the amount of the gain realized on the settlement.

During the first quarter 2025, the Company issued 91,833,330 common stock units which included 2 warrants per unit. Both warrants carry a maturity of 36 months with an $0.03 exercise price and a $0.05 exercise price.

NOTE 10 - WARRANTS, continued

During the first quarter 2024, the Company and the lender agreed to a modification of the Note maturity, which included an option to further extend the maturity. In exchange for ultimately a three month extension of the maturity date, the lender received 4,571,429 and 1,142,857 additional warrants having a fair value of $114,285 and $28,572, which was recorded as an additional debt discount and amortized over the remaining life of the Note.

Warrants outstanding at June 30, 2025:

Number	Remaining Life	Exercise Price	
4,166,667	84 months	$	0.0300
2,500,000	84 months	$	0.0500
26,666,666	59 months	$	0.0300
26,666,666	59 months	$	0.0500
1,142,857	45 months	$	0.0001
4,571,429	43 months		$0.0001
1,500,000	35 months	$	0.0165
1,500,000	34 months	$	0.0183
1,666,666	34 months	$	0.0300
1,666,666	34 months	$	0.0500
15,000,000	33 months	$	0.0197
85,499,998	33 months	$	0.0300
85,499,998	33 months	$	0.0500
6,333,332	32 months	$	0.0300
6,333,332	32 months	$	0.0500
1,904,762	31 months		$0.0001
1,904,762	29 months		$0.0001
1,904,762	28 months		$0.0001
1,904,762	25 months		$0.0001
22,857,147	20 months		$0.0001
21,540,438	17 months		$0.02
3,500,000	11 months		$0.10
4,000,000	11 months		$0.11
330,230,910	**35.84 weighted average**	**$0.035 weighted average**	

The aggregate intrinsic value of vested share options at June 30, 2025 was $412,571.

NOTE 11 - NON-EQUITY INCENTIVE PLAN OPTIONS

During the fourth quarter 2023, the Company issued 55,000,000 options to three (one new) members of the Board of Directors. These options carry an exercise price of $0.0001 per share and expire in October 2033. These options were valued at $539,000, ($0.01 per share), and vest at the rate of 25% per quarter beginning January 2nd, 2024. The method utilized to value the options was the Black-Scholes pricing model with the following assumption ranges: Expected life - 6.5 years using the simplified method; stock price $0.0098; volatility 311.4%; exercise price $0.0001 and discount rate 2.52%. In the six months ended June 30, 2025, $0 of compensation expense was recognized with $0 remaining to be to be recognized in future periods. At June 30, 2025, the weighted average exercise price is $0.0001 and the weighted average life is 8.33 years.

NOTE 12 - EQUITY INCENTIVE PLAN

On August 26, 2021, the Company adopted a equity incentive plan, (the "2021 Plan"), providing for the issuance of shares of common stock, options or SARs with a rolling maximum number equal to 10% of the issued and outstanding Common Shares set at the beginning of each fiscal year. The Company may grant incentives to its directors, officers, employees and service providers. The options are exercisable for a maximum of up to ten years from the date of grant and may be subject to vesting provisions as set by the Plan Administrator. At June 30, 2025 and December 31, 2024, there were 7,456,500 fully vested options issued and outstanding under the plan with a weighted average exercise price of $0.0518 per share . There were no non-vested options outstanding.

A summary of the Company's stock option plan and changes for the six months ended June 30, 2025 is as follows:

	Number of options	**Weighted average exercise price**
Balance - beginning of the year	7,456,500	$ 0.0518
Granted	-	-
Exercised	-	-
Cancelled	-	-
Balance - end of period	7,456,500	$ 0.0518

The aggregate intrinsic value of vested share options (the market value less the exercise price) at June 30, 2023 was zero.

NOTE 13 - FINANCIAL INSTRUMENTS

(a) Liquidity Risk Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company relies on cash flows generated from operations, as well as injections of capital through the issuance of the Company's capital stock to settle its liabilities when they become due.

(b) Interest Rate Risk The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

NOTE 14 - GENERAL AND ADMINISTRATIVE EXPENSES

	Six months ended June 30,	
	2025	**2024**
Compensation	$ 317,000	$ 317,000
Share based compensation	272,834	541,042
Professional fees	174,265	179,704
Other	141,172	213,052
Total general and administrative expenses	$ 905,271	$ 1,250,798

NOTE 15 - COMMITMENTS AND CONTINGENCIES

The Company is subject to asserted claims and liabilities that arise in the ordinary course of business. The Company maintains insurance policies to mitigate potential losses from these actions. In the opinion of management, the amount of the ultimate liability with respect to those actions will not materially affect the Company's financial position or results of operations.

NOTE 16 - CONCENTRATIONS OF CREDIT RISK

The Company maintains its cash in bank deposit accounts, which may, at times, may exceed federally insured limits. The Company had $0 and $0 cash balance in excess of FDIC insured limits at June 30, 2025 and December 31, 2024, respectively.

NOTE 17 - GAIN ON SETTLEMENT OF ACCRUED VENDOR LIABILITY

In June 2025, a vendor agreed to a settlement of an accrued liability of $395,799 which calls for the payment of $100,000 in cash at the closing of the planned public offering and two common stock purchase warrants - one for 4,166,667 shares with an exercise price of $0.03 per share and a 7 year life and the other for 2,500,000 shares with an exercise price of $0.05 per share and a 7 year life. As a result the Company recorded a net gain of $236,466 and warrant issuance of $59,333. The warrants were valued using Black-Scholes model; stock price $0.0089; volatility 618.68%; exercise price $0.03 and $0.05, expected life 7 years and discount rate 3.83%.

NOTE 18 - SUBSEQUENT EVENTS

(a) Gain on refund of payroll tax remitted in error - In 2022, the Company inadvertently remitted $135,589 in excess of its payroll tax liability.

(b) Deficiency in Stockholder Equity - In the July 2025, the Company issued 41,666,666 shares of common stock with 41,666,666 warrants with an exercise price of $0.03 per share and 91,833,330 warrants with an exercise price of $0.05 per share, both with a 36 month maturity in exchange for $125,000 in cash. In July 2025, the Company received a subscription agreement for 8,333,333 shares of common stock with 8,833,333 warrants with an exercise price of $0.03 per share and 8,333,333 warrants with an exercise price of $0.05 per share, both with a 36 month maturity in exchange for $25,000 in cash. In July 2025, the Company issued 34,000 shares of Series A preferred stock in exchange for $34,000 in cash. In July 2025, the Company received a subscription agreement for 6,000 shares of Series A preferred stock in exchange for $6,000 in cash..

In July 2025, the officers of the Company agreed to convert 50% of their accrued compensation of $522,500 as of March 31, 2025, into shares of common stock effective the first day of the month following the closing of anticipated IPO. The conversion rate will be determined by the independent members of the Board of Directors at that time.