

BioQuest Corp.

Amendment to Annual Report - Annual Report - Amended 7-15-25 for 04/30/2025 originally published through the OTC Disclosure & News Service on [07/15/2025](#)

Explanatory Note:
Amended 9-2-25

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



BIOQUEST CORP.

A Nevada Corporation

6725 S Fry Rd #321

Katy, TX 77494

(714) 978-4425

www.bioquestcorp.com

business@bioquestcorp.com

SIC Code: 4841

Annual
For the Year Ending: 4-30-2025
(the "Reporting Period")

As of April 30, 2025, the number of shares outstanding of our Common Stock was: 29,895,240

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

Yes: No: (Double-click and select "Default Value" to check)

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

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

¹ "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 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 many 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.

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Changed on October 12, 2019, to Bioquest Corp.

Changed on May 1, 2014, to Select-TV Solutions, Inc.

Incorporated in Nevada on May 17, 2011 under the name of Renaissance Films Inc., until September 2011 when we changed our name to Sedition Films, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was originally incorporated in the State of Nevada on May 17, 2011. The Company is currently active with the State of Nevada.

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

Yes: No: X

2) Security Information

Transfer Agent

Name: Globex Transfer, LLC
Phone: (813) 344-4490
Email: mt@globextransfer.com

Is the Transfer Agent registered under the Exchange Act?² Yes: X No:

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>BQST</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>09076H102</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>4.30.25</u>
Total shares outstanding:	<u>29,895,230</u>	as of date: <u>4.30.25</u>
Number of shares in the Public Float ³ :	<u>1,960,550</u>	as of date: <u>4.30.25</u>
Total number of shareholders of record:	<u>254</u>	as of date: <u>4.30.25</u>

Additional class of securities (if any):

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

³ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Series A Preferred Stock 85,000 shares issued and outstanding, convertible into 1,000 shares of common stock.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None.

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

Effective April 30, 2025 the company acquired 100% of the common stock of Botmakers, Inc. in exchange for 18,000,000 Shares of common stock, 85,000 shares of Series Preferred Stock convertible into 1,000 common shares per share.

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.

None

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

Series A Preferred Shares

Voting Rights: None

Dividend Rights: None

Conversion Rights: Yes, subject to a limitation of 4.99% of the common shares

Liquidation Rights: In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, the Holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Company to the Holders of the Junior Stock by reason of their ownership of such stock.

Redemption Rights: None

Reverse Split Protection: The conversion rate into common would change in accordance with the split amount.

Mandatory Conversion: None

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

None

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

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of <u>May 1, 2023</u>	Opening Balance:										
	Common: <u>11,485,230</u> (after reverse split)										
		Preferred: <u>-0-</u>									
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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?		
8/30/2024	New Issuance	150,000	Common Stock	0.75	NO	Richard Pisano	Consulting Contract	Restricted	4(a)2		
8/30/2024	New Issuance	50,000	Common Stock	0.75	NO	Vera Group Wayne Coleson	Consulting Contract	Restricted	4(a)2		
3/12/2025	New Issuance	100,000	Common Stock	1.00	NO	Alpine Securities Corporation James Hurry	Consulting Contract	Restricted	Rule 144 exemption		
3/20/2025	New Issuance	110,000	Common Stock	1.00	NO	Howard Daniel III	Consulting Contract	Unrestricted	Reg A exemption		
4/30/2025	New Issuance	1,000,000	Common Stock	1.00	NO	Bradley D Melton	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Carol Litchhult	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	2,115,000	Common Stock	1.00	NO	Corinda J Melton	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Cory E Stiles	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	100,000	Common Stock	1.00	NO	David Noyes	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	1,000,000	Common Stock	1.00	NO	Dessiah Daniel	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Detra Hemingway	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	350,000	Common Stock	1.00	NO	Diana Crawford	Acquisition Shares	Restricted	Rule 144 exemption		
4/30/2025	New Issuance	250,000	Common Stock	1.00	NO	Donna K Harvey	Acquisition Shares	Restricted	Rule 144 exemption		

4/30/2025	New Issuance	1,000,000	Common Stock	1.00	NO	Elizabeth D Melton	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	750,000	Common Stock	1.00	NO	Fulford Partners 2000 LTD Andrew Coldicutt	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	George Jay Ramirez	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Grand Sky Holdings, LLC Jason Mandel	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Jennifer Ramirez	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	25,000	Common Stock	1.00	NO	Jerrell G Clay Sr	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	100,000	Common Stock	1.00	NO	Jetta Mcintyre	Acquisition Shares	Restricted	Rule 144 exemption
4/3/2025	New Issuance	1,000,000	Common Stock	1.00	NO	Kiira Daniel	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	250,000	Common Stock	1.00	NO	LA Myrle H Ituah	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	100,000	Common Stock	1.00	NO	Mandel Innovation Fund Jason Mandel	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	350,000	Common Stock	1er.00	NO	Matthew Banister	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Michael & Jacqueline Emmers	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	250,000	Common Stock	1.00	NO	Michael Benoit	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	250,000	Common Stock	1.00	NO	Michele Reppond	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	170,000	Common Stock	1.00	NO	Robert Orbach	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	1,000,000	Common Stock	1.00	NO	Rosamon Daniel	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Russel D & Jennifer E Fuchs	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	1,000,000	Common Stock	1.00	NO	Sella Hall	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	50,000	Common Stock	1.00	NO	Sharon Lynn	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	1,000,000	Common Stock	1.00	NO	Sydney Daniel	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	100,000	Common Stock	1.00	NO	Tavares L Davis	Acquisition Shares	Restricted	Rule 144 exemption

4/30/2025	New Issuance	500,000	Common Stock	1.00	NO	Trent T Daniel	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	1,080,000	Common Stock	1.00	NO	Vera Group Wayne Coleson	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	100,000	Common Stock	1.00	NO	William Jack Heuer	Acquisition Shares	Restricted	Rule 144 exemption
4/30/25	New Issuance	110,000	Common Stock	1.00	NO	Howard Daniel III	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	23,600	Preferred Stock	1.00	NO	Charles F Potter	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	1,000	Preferred Stock	1.00	NO	Corinda J Melton	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	1,000	Preferred Stock	1.00	NO	John Weldon Chitwood	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	1,000	Preferred Stock	1.00	NO	Sella Hall	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	2,000	Preferred Stock	1.00	NO	Shagra Levin	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	40,900	Preferred Stock	1.00	NO	Trent T Daniel	Acquisition Shares	Restricted	Rule 144 exemption
4/30/2025	New Issuance	15,500	Preferred Stock	1.00	NO	Wayne Coleson	Acquisition Shares	Restricted	Rule 144 exemption
Shares Outstanding on April 30, 2025	<u>Ending Balance:</u> Common: <u>29,895,230</u> Preferred: <u>85,000</u>								

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

None

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (%)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>1/30/20</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>10%</u>	<u>9/30/22</u>	<u>One share at \$1.00 of Note Amount</u>	<u>Eddleman Oak Lock Ranch, LLC; Dan Edelman</u>	<u>Loan</u>
<u>1/30/20</u>	<u>\$10,000</u>	<u>\$10,000</u>	<u>10%</u>	<u>9/30/22</u>	<u>One share at \$1.00 of Note Amount</u>	<u>Williams Family Trust; Ron Williamson Trustee</u>	<u>Loan</u>
<u>1/31/20</u>	<u>\$15,000</u>	<u>\$15,000</u>	<u>10%</u>	<u>9/30/22</u>	<u>One share at \$1.00 of Note Amount</u> <u>15,000 Shares to be Issued upon execution of Note</u>	<u>Stuart Ledsam</u>	<u>Loan</u>
<u>2/11/2020</u>	<u>\$5,000</u>	<u>\$5,000</u>	<u>10%</u>	<u>9/30/22</u>	<u>One share at \$1.00 of Note Amount</u>	<u>Eddleman Oak Lock Ranch, LLC; Dan Edelman</u>	<u>Loan</u>
<u>9/30/2020</u>	<u>\$27,500</u>	<u>\$27,500</u>	<u>24%</u>	<u>9/30/21</u>	<u>Convertible at 40% Discount to Market</u>	<u>Fourth Man, LLC Edward Deese</u>	<u>Loan</u>
<u>11/02/2020</u>	<u>\$30,800</u>	<u>\$30,800</u>	<u>24%</u>	<u>2/02/22</u>	<u>Convertible at 60% Discount to Market</u>	<u>Fourth Man, LLC Edward Deese</u>	<u>Loan</u>
<u>3/15/2022</u>	<u>\$85,000</u>	<u>\$85,000</u>	<u>8%</u>	<u>3/15/23</u>	<u>Convertible into 85,000 shares of Common Stock</u>	<u>Stewart Silver</u>	<u>Loan</u>
<u>4/16/2024</u>	<u>\$30,000</u>	<u>\$30,000</u>	<u>12%</u>	<u>4/18/23</u>	<u>Convertible into 30,000 shares of common stock at \$1.00 per share</u>	<u>Donald Cleary</u>	<u>Loan</u>
<u>9/20/2024</u>	<u>\$100,000</u>	<u>\$100,000</u>	<u>14%</u>	<u>9/30/25</u>	<u>Convertible into 100,000 shares common stock at \$1.00 per share</u>	<u>Michael Benoit</u>	<u>Loan</u>
<u>10/7/2024</u>	<u>\$38,000</u>	<u>\$38,000</u>	<u>14%</u>	<u>10/7/25</u>	<u>Convertible into 38,000 shares common stock at \$1.00 per share</u>	<u>Michael Benoit</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

None

Financial statement information is considered current until the due date for the subsequent report (as set forth in the

qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

The Company acquired Botmakers, Inc. effective April 30, 2025 which is a full stack conversational AI automation company.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Botmakers is an 100% owned subsidiary of Bioquest Corp.

- C. Describe the issuers' principal products or services, and their markets

We employ AI Agents for lead engagement, qualification and sales, CRM automation, and voice interaction systems, and Ai solutions for clinical communications. Botmakers is currently expanding its AL platform its offerings into biotech, healthcare and B2B sectors. Botmakers serves mission critical sectors where high-volume engagement meets limited human capital. We currently serve:

Non-profits for grant eligibility, donor engagement, campaign follow-up;

Financial services for customers onboarding, appointment setting and renewal alerts;

Agencies and ministries for donor activation, program outreach and benefit access;

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company's mailing address is 6725 S. Fry Rd. Ste 700-321, Katy, TX 77494

6) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Trent Daniel</u>	<u>Chief Executive Officer, Director</u>	Katy, TX	500,000 42,900	<u>Common Stock</u> <u>Series A Preferred</u>	<u>1.65%</u> <u>51%</u>	
<u>David P. Noyes</u>	<u>Chief Financial Officer, Director</u>	<u>Dana Point, CA</u>	1,301,223	<u>Common Stock</u>	4.29%	
Corinda J Melton	<u>Secretary, Chairman >5% Shareholder</u>	<u>Katy, TX</u>	2,115,000	<u>Common Stock</u>	6.96%	
Thomas Hemingway (Deceased)	<u>Former CEO, Chairman >5% Shareholder</u>	<u>Lakeside, MT</u>	3,639,981	<u>Common Stock</u>	11.99%	
Ed Preble	<u>CTO</u>	<u>Katy, TX</u>	0	<u>N/A</u>	N/A	
Wayne Colson	<u>>5% Preferred Shareholder</u>	<u>Cumming, GA</u>	15,500	<u>Series A Preferred</u>	18%	
Charles Potter	<u>>5% Preferred Shareholder</u>	<u>Houston, TX</u>	23,600	<u>Series A Preferred</u>	28%	

7) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. 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, or banking activities;

None.

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

None.

3. The entry 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.

4.
None

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

None

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

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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

8) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Chris Dieterich
Firm: Dieterich & Associates
Address 1: 815 Moraga Drive, Suite 207
Address 2: Los Angeles, CA 90049
Phone: 310 312 6888
Email: venturelaw@gmail.com

Accountant or Auditor

Name: *None*

Firm:
Address 1:
Address 2:
Phone:
Email:

Investor Relations Consultant

None

Name:

Firm:
Address 1:
Address 2:
Phone:
Email:

Other Service Providers

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

None

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

9) Disclosure & Financial Information

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

Name: David P. Noyes
Title: Chief Financial Officer (Principal Financial Officer)
Relationship to Issuer: Chief Financial Officer (Principal Officer)

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

U.S. GAAP: X
IFRS

C. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: David P. Noyes
Title: Chief Financial Officer (Principal Financial Officer)
Relationship to Issuer: Chief Financial Officer (Principal Financial Officer)

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

Provide the following qualifying financial statements:

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

f. Financial Notes

Financial Statement Requirements:

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

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).

The certifications shall follow the format below:

I, Trent Daniel, certify that:

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

September 2, 2025

/s/ Trent Daniel [CEO's Signature]

Principal Financial Officer:

I, David P. Noyes, certify that:

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

September 2, 2025

/s/ David P. Noyes [CFO's Signature]



BIOQUEST CORP.

TABLE OF CONTENTS

FOR THE YEARS ENDED April 30, 2025 and 2024 Unaudited

Consolidated Condensed Balance Sheets as of April 30, 2025 and 2024	13
Consolidated Condensed Statements of Operations for the Years Ended April 30, 2025 and 2024	14
Consolidated Condensed Statements of Changes in Stockholder's Equity (Deficit) Deficit for the Years Ended April 30, 2025 and 2024	15
Consolidated Condensed Statements of Cash Flows for the Ended April 30, 2025 and 2024	16
Notes to the Consolidated Condensed Financial Statements	17

Bioquest Corp
Consolidated Condensed Balance Sheet

	Unaudited April 30, 2025	Unaudited April 30, 2024
Assets		
Current Assets		
Cash	\$ 2,079	\$ 5,914
Prepaid Expenses	110,000	
Total Current Assets	112,079	5,914
Total Assets	\$ 112,079	\$ 5,914
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts Payable and Accrued Liabilities	\$ 183,666	\$ 124,513
Advance Deposit	62,503	35,000
Due to Officers Shareholders		61,371
Accrued Interest	163,052	115,673
Notes Payable	388,102	183,300
Derivative Liability	113,039	113,039
Total Current Liabilities	910,361	632,896
Total Liabilities	910,361	632,896
Commitments and Contingencies		
	-	-
Stockholders' Deficit		
Series A Preferred Stock, \$.001 Par Value 85,000 i=Issued and Outstanding	85	
Common Stock, \$.001 Par Value 500,000,000 Authorized; 29,895,230 and 11,485,320 and Issued and Outstanding at April 30, 2024 and 2023 respectively	29,895	11,485
Stock Payable	-	162,450
Additional-Paid-in-Capital	10,882,022	10,127,967
Accumulated Deficit	(11,710,284)	(10,928,884)
Total Stockholders' Equity (Deficit)	(798,282)	(626,982)
Total Liabilities and Stockholders' (Deficit)	\$ 112,079	\$ 5,914

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

Bioquest Corp.
Consolidated Condensed Statement of Operations

	Unaudited For the Year Ended April 30, 2025	Unaudited For the Year Ended April 30, 2024
Revenues		
Revenues	\$ 144,376	\$ -
Cost of Sales	18,452	-
Gross Profit	125,924	-
Operating Expenses		
Compensation	84,000	
Stock Compensation Expense	100,000	50,000
Professional Fees	162,832	22,329
Consulting	258,019	
Product Development And Design	103,797	
General and Administrative Expenses	246,055	17,427
Total Operating Expenses	954,703	89,756
Operating Loss	(828,779)	(89,756)
Interest Expense	47,379	(33,572)
Net Loss	\$ (781,400)	\$ (123,328)
Basic and Fully Dilutive Loss per Share		
	\$ (0.07)	\$ (0.01)
Weighted Average Common Shares - Basic and Fully Diluted		
	11,674,384	11,485,230

The accompanying notes are an integral part of these unaudited financial statements

Bioquest Corp.
Consolidated
Statement of Changes in Stockholders' Equity (Deficit)
For the Years Ended April 30, 2024 and 2025
Unaudited

	Common Shares	Par Value	Preferred Shares	Par Value	Stock Payable	Additional Paid-In Capital	Accumulated Deficit	Stockholders' Deficit
Balance April 2023	11,485,230	\$ 11,485			\$ 112,450	\$ 10,127,967	\$ (10,805,556)	\$ (553,654)
Stock Compensation					50,000			50,000
Net Loss for the Year Ended April 30, 2024							(123,328)	(123,328)
Balance April 30, 2024	11,485,230	11,485			162,450	10,127,967	(10,928,884)	(626,982)
Balance of Common Stock								
Stock Compensation	100,000	100				99,900		100,000
Stock Issued for Acquisition	18,000,000	18,000	85,000	85		1,915		1,915
Botmakers Capital Contribution						381,150		381,150
Botmaker Capital Adjustment								18,395
Net Loss for the Year Ended April 30, 2025							(781,400)	(781,400)
Balance April 30, 2025	29,895,230	\$ 29,895	85,000	\$ 85	-	\$ 10,882,022	\$ (11,710,284)	\$ (798,282)

The accompanying notes are an integral part of these unaudited financial statements

Bioquest Corp.
Consolidated Condensed Statement of Cash Flows

	Unaudited For The Year Ended April 30, 2025	Unaudited For The Year Ended April 30, 2024
Cash Flows from Operating Activities		
Net Loss	\$ (781,400)	\$ (123,328)
Adjustments to reconcile net loss to net cash used in operating activities.		
Stock Based Compensation	100,000	50,000
Changes in Operating Assets and Liabilities		
Prepaid Expenses	(110,000)	
Increase (Decrease) in Accounts Payable and Accrued Liabilities	59,153	(7,642)
Decrease in amounts Due To Officers	(61,371)	18,281
Accrued Interest	47,379	33,572
Derivative (Gain) Expense		-
Net Cash Used from Operating Activities	\$ (746,239)	(29,117)
Cash Flows From Investing Activities		
		-
Botmakers Capital Contribution	400,100	
Issuance of Common Stock	110,000	
Net Cash Provided in Financing Activities	742,405	35,000
Net Increase (Decrease) in Cash	(3,835)	5,883
Beginning Cash	5,914	31
Ending Cash	\$ 2,079	\$ 5,914
Supplemental Information		
Cash Paid for Interest	\$ -	\$ -
Cash Paid for Income Taxes	\$ -	\$ -
Non-Cash Items:		
Non-Cash Interest	\$ (43,379)	\$ 33,572

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

BIOQUEST CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the Years Ended April 30, 2025 and 2024
Unaudited

NOTE 1 - ORGANIZATION AND OPERATIONS

Bioquest Corp. (the "Company") was originally incorporated in the State of Nevada on May 17, 2011, as Renaissance Films Inc. On September 26, 2011, the Company changed its name to Sedition Films Inc. and on May 1, 2014, the Company changed its name to Select-TV Solutions, Inc. The Company was organized for the purpose of producing documentary films. On October 10, 2019, there was a change in control of the Company with the purchase of 270,000,000 of the Company's Common stock and on that date the Company changed its name to Bioquest Corp. On October 12, 2019, the Company elected a new Board of Directors and approved a 2,000 to 1 Reverse Stock Split resulting in the reduction of the outstanding shares of the Company's Common Stock from 454,254,585 shares to 237,233 shares of Common Stock. All common shares and per common share data in these financial statements and related notes hereto have been retroactively adjusted to account for the effect of the reverse stock split for all periods presented. The total number of authorized common shares and the par value thereof were not changed by the reverse stock split.

The Company acquired 100% of stock of Botmakers, Inc. ("BotMakers+") effective April 30, 2025 which is a full stack conversational AI automation company. The Company issued 18,000,000 common shares and 85,000 Series A Preferred Shares which are convertible into 1,000 common shares each. The legal acquirer under ASC 805 was Bioquest Corp and the accounting acquired was Botmakers. The consolidated financial statements include Botmakers financial information from May 1, 2024

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and Estimates

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Those estimates include the fair value of our common shares. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified, and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of “Basic” and “Diluted” earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities including stock options and stock payable have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future. As of April 30, 2025, and 2023 the Company had 485,00 and 575,350 shares of common stock issuable upon the conversion of convertible notes payable and accrued interest, and in stock recorded in stock payable not included in earnings per share as they would be antidilutive. In addition as of April 30, 2025, there were 85,000 shares of Series A Preferred Stock which are convertible into 85,000,000 shares of common stock and warrants to purchase 100,000 shares common stock are not included since these shares would be antidilutive.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At April 30, 2025, and 2024, cash equivalents amounted to \$2079 and \$5,914.

Revenue Recognition

Fair Value of Financial Instruments

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 “Fair Value Measurements and Disclosures” (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) a reporting entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable. Our company estimates the fair value of financial instruments using the available market information and valuation methods. Considerable judgment is required in estimating fair value. Accordingly, the estimates of fair value may not be indicative of the amounts our company could realize in the current market exchange. As of April 30, 2023, and 2022, the carrying value of accounts payable and loans that are required to be measured at fair value, approximated fair value due to the short-term nature and maturity of these instruments.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had a Stockholders' equity at April 30, 2025, of \$201,718 but its current liabilities exceed its current liabilities by \$798,552. These factors among others raise substantial doubt about the Company's ability to continue as a going concern. The Company acquired Botmakers effective April 30, 2025 and feels its entry conversional AI space will have the technological resources will allow us to raise adequate funds through a combination of equity and/or debt financing for the further development of its AI technology business. The success of these plans will depend upon the ability of the Company to generate cash flows from operations and equity and/or debt financing. These conditions raise material uncertainties which may cast significant doubt on the Company's ability to continue as a going concern.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – RELATED PARTY TRANSACTIONS.

The company paid \$61,371 due to officers shareholders. Upon the completion of the Botmakers acquisition, the Board of Directors resigned, and a new Board was selected.

NOTE 5 – CONVERTIBLE NOTES PAYABLE

The Company issued multiple convertible notes payable in January and February 2020 in the amount of \$40,000 due in two years from the date of issuance, with interest at 6% and convertible into common shares at \$1.00 per share adjustable in certain circumstances, as defined in the debt agreements. These notes were in technical default as of April 30, 2022. On July 14, 2022, the Company extended the due dates of these notes to September 30, 2022, in consideration for the issuance of 40,000 shares of unregistered shares of common stock and now are in default with interest at 10%

These notes contain contingent conversion features. The first feature triggers in the event that the Company has a qualified equity offering, as defined, in agreement. If triggered, this allows the holder to convert the principal and any unpaid and accrued interest at a price per share equal to the Discount Rate (as defined in the note agreement) multiplied by the price per share paid by the investors in the qualified financing. The second feature triggers in the event that the Company has an equity financing that does not qualify as a qualified financing. If triggered, this allows the holder to convert the principal and any unpaid and accrued interest into the equity financing security at a rate at the lower of the Discount Rate (as defined in the note agreement) multiplied by the price per share paid by the investors in the equity financing. The third feature triggers in the event that a Sale Event (as defined in the note agreements) occurs. If triggered, this allows the note holders to convert their outstanding principle and any unpaid and accrued interest into common stock of the Company at the Discount Rate (as defined in the note agreement) multiplied by proceeds per share payable in the Sales Event.

Upon maturity, the holders of the notes may elect to convert their unpaid principal and accrued interest into that number of common shares determined by multiplying the Discount Rate (as defined in the note agreement) by the 5-trading day average closing price of the Company's common stock.

In March 2022, the Company received gross proceeds of \$85,000 and issued a convertible promissory note in the amount of \$85,000, which matures 12 months from issuance. The convertible note bears interest at the rate of 8% per annum. The conversion rate of the note is \$0.50 with standard antidilution provisions. The Company may prepay the convertible note at any time without penalty. At issuance, the Company determined that the beneficial conversion feature was immaterial. The note is unpaid as of April 30, 2024.

The Company issued a convertible note payable in September 2020 due in one year in the amount of \$27,500 including interest at 10% per annum. The note is convertible at a 40% discount to the 20-day volume weighted average trading price of the Company's common stock, after 90 days from issuance. In the event of default, the conversion discount increases to 50% of the 20-day volume weighted average trading price. In November 2020, the Company issued an additional note payable to the same investor due in one year in the amount of \$30,800 with interest at 10% per annum. The note is convertible at a 60% discount to the 20-day volume weighted average trading price of the Company's common stock. The

Company extended the due date to February 2, 2022 and issued 10,000 shares (postponement shares) for this extension in the year ended April 30, 2021. In the year ended April 30, 2022, the Company has recorded a penalty payable and default interest at 24% at non-payment upon maturity for the two notes above \$58,300 which is included in interest payable as of April 30, 2024. As of April 30, 2024, these notes were in default and the default interest rate was 24%

For the April 30, 2021 convertible notes, the Company has determined that the conversion features require bifurcation as derivatives. The Company has calculated the value of the derivative; a level 3 liability as follows:

The expected volatility rate was estimated based on comparison to the volatility of a peer group of companies in similar industries. The term for the conversion of the notes is based upon the remaining term of the notes. The risk-free interest rate for periods within the contractual life is based on the yield derived from auctions of comparable periods of constant maturity U.S. Treasury securities. Circumstances may change, and additional data may become available over time, which could result in changes to these assumptions and methodologies, and thereby materially impact our fair value determination. In the year ended April 30, 2022, the Company amortized the remaining debt discount from its 2-year maturity 2020 notes of \$24,098. In the year ended April 30, 2023, the Company recorded a derivative expense of \$50,000. The derivative liability recorded as of April 30, 2024 was \$113,059.

The following table for the derivative liability summarizes the inputs used for the Black-Scholes pricing model on the nine months ended April 30, 2024.

	Note 1	Note 2
Exercise price	\$ 0.60	\$0.42
Risk free interest rate	0.107 %	0.107%
Volatility	87.96%	93.45%
Expected term years	.001	.001
Dividend yield	None	None

During the year ended April 30, 2025 Botmakers issued \$168,000 notes payable convertible in 168,000 shares of common stock at \$1.00 per share

NOTE 6 – STOCKHOLDERS’ DEFICIT

Capital Stock Issued

During the year ended April, 30, 2025, the Company issued 200,000 of common stock for payment stock payable. The Company issued 110,000 shares of common stock and 110,000 two-year warrants to purchase 110,000 common shares at \$1.00 per share under its Reg A offering. In March 2025, the Company issued 100,000 shares to an investment advisor with \$100,000 charged to stock compensation expense.

Effective April 30, 2025 the company issued 18,000,000 shares of common stock and 85,000 shares of Series a Preferred Stock for the acquisition of Botmakers. Each Series A Preferred Stock is convertible in 1,000 shares of common stock.

Authorized Capital Stock Common Stock

The Company is authorized to issue 500,000,000 shares of common stock with a par value of \$0.001 per share. As of April 30, 2025 there were 28,851,230 shares of common stock issued and outstanding. The Company issued 85,000 shares of

Series A Preferred Stock which are convertible into 85,000,000 shares of common stock. April 30, 2023, there were 11,485,230 shares issued and outstanding.

NOTE 7– LETTER OF INTENT

April 2024 which is recorded as an Advance Deposit on the financial statements.

NOTE 7– SUBSEQUENT EVENTS

Management has reviewed and evaluated subsequent events after the balance sheet date of April 30, 2025 through September 2, 2025 and determined there new no significant subsequent events for these financial statements.