

GrocerIQ Holdings, Inc

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Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

72,951,338 as of June 30, 2025 (post reverse split) (Current Reporting Period Date or More Recent Date)

72,951,338 as of June 30, 2025 (post reverse split) (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 Control⁵ of the company has occurred during this reporting period:

Yes: No:

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

⁵ "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.

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.

GrocerIQ Holdings, Inc. is a Florida Corporation, which was originally formed as a New York corporation under the name Magic Communications Group, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. Effective November 21, 2014, the Company amended its Certificate of Incorporation to change its corporate name to World Poker Fund Holdings, Inc., as part of the acquisition of World Poker Fund, Inc., which closed in May 2015. The Company redomiciled to Florida and changed its name to WPF Holdings, Inc on September 27, 2022. In December 2024, the Company entered into an agreement to acquire GrocerIQ AI, Inc. That acquisition closed in February 2025 and the Company changed its corporate name to GrocerIQ Holdings, Inc. in March 2025 and applied to change its trading symbol to GRIQ. In March 2025, we filed a Notice of Corporate Action for the corporate name change, symbol change and a 4:1 reverse split with FINRA, which was granted effective September 3, 2025.

Current State and Date of Incorporation or Registration: Florida, January 16, 1997, redomiciled September 27, 2022
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

The Issuer had been a Delaware corporation from November 2002 until September 27, 2022, when it redomiciled to Florida. It is current and active in Florida.

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

None

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

In October 2024, we entered into a Term Sheet with a Special Purpose Acquisition Company (SPAC) to explore the potential acquisition of Vezbi, Inc. and Virtual Health Holdings, Inc. (VHHI), representing all of the current assets of WPFH, in exchange for common stock of the SPAC representing control of the SPAC. The SPAC shares would be distributed proportionately to our shareholders in a tax-free reorganization transaction, as a result of which our shareholders would hold shares in the SPAC, which were be listed for trading on Nasdaq, and also will continue to hold the shares they already held in the Issuer.

A change of control of the Issuer occurred in December 2024 with the unexpected death of Angel Orrantia, our CEO and one of two directors. A Supplemental Report was filed with OTCIQ to report this change of control. A separate change of control occurred in early 2023 with the acquisition of control by the shareholders of Vezbi, Inc., which also was disclosed in a Supplemental Report.

Vezbi, Inc and VHHI were spun off by the Issuer in December 2024 and will become wholly owned subsidiaries of the SPAC if and when that transaction closes; and WPFH continued as a separate, OTC Markets company trading as WPFH. GrocerIQ AI, Inc. was acquired in February 2025 based on an acquisition agreement executed in December 2024 and became a wholly owned subsidiary of WPFH.

In March 2025, we filed a Notice of Corporate Action for the corporate name change, symbol change and a 4:1 reverse split with FINRA, which was granted effective September 3, 2025.

Currently, the Company operates as GrocerIQ Holdings, Inc., has one operating subsidiary named GrocerIQ AI, Inc., a Florida corporation, and has common shares trading on the OTC Markets under the symbol GRIQ. There are currently 72,951,338 common shares and 1,000,000 Series A preferred shares issued and outstanding.

As a result of these corporate actions, we are now operating as GrocerIQ Holdings, Inc. with one operating subsidiary, GrocerIQ AI, Inc. and with the trading symbol GRIQ. We have no ownership of or interest in either Vezbi, Inc. or Virtual Health Holdings, Inc. In September 2025, we advised the former shareholders of VHHI that the preliminary acquisition of VHHI for 7 million shares in early 2024 had been rescinded and terminated due to the failure of VHHI to meet an express post-closing condition of the transaction. Under the acquisition agreement, VHHI agreed that it would complete and deliver a PCAOB qualified audit of its financial statements for the years ended December 31, 2024 and 2023 within 75 days after the closing in December 2024. This audit was begun, and paid for by us, but the audit firm subsequently resigned the audit engagement, and could not complete the audit, due to insurmountable adverse circumstances involving the former Chairman and CEO of VHHI.

Address of the issuer's principal executive office:

GrocerIQ Holdings, Inc.
848 Brickell Avenue
Suite PH5-155
Miami, FL 33131

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Continental Stock Transfer & Trust
Phone: 212 845.3299
Email: saqui@continentalstock.com
Address: 1 State Street, 30th Floor
New York, NY 10004

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:	WPFHD (to be changed to GRIQ)
Exact title and class of securities outstanding:	Common
CUSIP:	98160 D309
Par or stated value:	\$0.001
Total shares authorized:	500,000,000 as of date: 6-30-25
Total shares outstanding:	72,951,338 as of date: 6-30-25
Total number of shareholders of record:	1,344 as of date: 6-30-25

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

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

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

Exact title and class of the security:	Series A Convertible Preferred Stock
Par or stated value:	\$0.001
Total shares authorized:	5,000,000 as of date: 6-30-25
Total shares outstanding:	1,000,000 as of date: 6-30-25
Total number of shareholders of record:	1 as of date: 6-30-25

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

Security Description:

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

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

Common stock has dividend rights when and if declared by the Board of Directors, votes one vote per share, and has no preemptive rights.

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

The Series A Convertible Preferred Stock carries voting power equal to 51 percent of all classes of stock entitled to vote on any matter. The preferred is convertible into 51% of the resulting common stock, in addition to the 51% of the vote. As part of the acquisition of control of WPFH by Vezbi shareholders, in January 2023 the then preferred holder agreed to amend the preferred designation, so conversion was fixed at 350,000 common shares, or about 51% of the common stock outstanding at that time. On November 15, 2023, the preferred holder elected to convert the preferred to 350,000 shares of common and the Series A Preferred was then retired. The Series A Preferred rights and preferences were then restored to the original terms in December 2024.

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

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.

The common shares of the issuer are subject to a contractual lockup provision for a period of 18 months from the date of actual issue and thereafter may be sold at the rate of 10 percent of the shares held by that shareholder for each calendar quarter thereafter.

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>6-30-23</u> Common: <u>69,001,938</u> Preferred: <u>1,000,000</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. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>9/4/2023</u>	<u>New Issue</u>	<u>2,256,396</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc.</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>New Issue</u>	<u>6,770,700</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>11/15/2023</u>	<u>Retirement</u>	<u>1,000,000</u>	<u>Preferred</u>		<u>No</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Converted to common</u>	<u>Cancelled</u>	<u>NA</u>
<u>01/31/2024</u>	<u>New Issue</u>	<u>2,639,500</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>02/28/2024</u>	<u>New Issue</u>	<u>5,069,000</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>03/07/2024</u>	<u>New Issue</u>	<u>250,000</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>NA</u>
<u>04/05/2024</u>	<u>New Issue</u>	<u>559,500</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>04/15/2024</u>	<u>Cancellation</u>	<u>(245,000)</u>	<u>Common</u>	<u>NA</u>	<u>NA</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Reversal</u>	<u>Cancelled</u>	<u>NA</u>
<u>04/15/2024</u>	<u>New Issue</u>	<u>285,000</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>NA</u>
<u>04/15/2024</u>	<u>New Issue</u>	<u>60,000</u>	<u>Common</u>	<u>NA</u>	<u>No</u>	<u>Periodic Holdings (Steven Kasper)</u>	<u>Conversion of preferred</u>	<u>Unrestricted</u>	<u>NA</u>
<u>06/03/2024</u>	<u>New Issue</u>	<u>1,772,380</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>
<u>07/24/2024</u>	<u>New Issue</u>	<u>7,000,734</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Shareholders of Trust</u>	<u>Acquisition of Virtual Health Holdings, Inc.</u>	<u>Restricted</u>	<u>4(2)</u>
<u>8/15/2024</u>	<u>New Issue</u>	<u>449,350</u>	<u>Common</u>	<u>\$20.00</u>	<u>No</u>	<u>Minority shareholders of Vezbi, Inc</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>4(2)</u>

<u>10/30/2024</u>	<u>New Issue</u>	<u>43,065</u>	<u>Common</u>		<u>No</u>	<u>Owens and Kyle</u>	<u>Debt conversion</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/4/2024</u>	<u>New Issue</u>	<u>175,000</u>	<u>Common</u>		<u>No</u>	<u>NextGenAI Holdings (Michael Woloshin)</u>	<u>Marketing services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/5/2024</u>	<u>New Issue</u>	<u>104,592</u>	<u>Common</u>		<u>No</u>	<u>Periodic Holdings, Inc. (Steven Kasper)</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>12/30/2024</u>	<u>New Issue</u>	<u>2,100,000</u>	<u>Common</u>		<u>No</u>	<u>Periodic Holdings, Inc. (Steven Kasper)</u>	<u>Services</u>	<u>Restricted</u>	<u>4(2)</u>
<u>4/11/2025</u>	<u>4:1 reverse split</u>	<u>(219,040)</u>	<u>Common</u>						

Shares Outstanding on Date of This Report:

Ending Balance:

Date 9-30-25 Common 72,951,338
Preferred: 1,000,000

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:

All of the offerings were private offerings under Section 4 or 5 of the '34 Act and were made without registration with the SEC or any state regulatory authority. The shares were issued as consideration for acquisitions from unrelated parties

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 Conversion⁶	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

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

N/A

4) Issuer's Business, Products and Services

⁶ 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 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")

GrocerIQ Holdings, Inc. develops and applies advanced artificial intelligence technologies to the grocery and retail industry. Through its wholly owned subsidiary, GrocerIQ AI, Inc., the Company is building a next generation platform that transforms the way groceries are organized, purchased, and delivered across both digital and physical environments.

At its core, GrocerIQ's technology harnesses advanced data analytics, machine learning, and what it calls **Physical AI**, the application of intelligence directly into real world retail operations. By combining AI software with in-store sensors, smart devices, and automated feedback systems, GrocerIQ enables its technology to not only analyze data but also act on it in real time. This fusion of digital and physical intelligence optimizes everything from product placement and shelf replenishment to dynamic pricing and fulfillment speed.

The platform integrates consumer facing features with retailer focused tools, creating a dual value proposition:

- **For Consumers:**
GrocerIQ delivers a personalized, app-based shopping experience that recommends products based on lifestyle, preferences, and purchase history. By integrating promotions, loyalty rewards, and curated product suggestions, the platform makes grocery shopping faster, easier, and more relevant both in store and online.
- **For Retailers and Brands:**
GrocerIQ provides real time insights into inventory, demand trends, and consumer behavior. Its predictive analytics reduce waste, optimize shelf stocking, and improve operational efficiency while also offering targeted marketing opportunities that deepen customer engagement. Through its Physical AI layer, retailers can transform static stores into intelligent environments that continuously learn and adapt to local behavior.
- **For Fulfillment and Delivery:**
The Company is pioneering logistics algorithms designed to shorten last mile delivery times, with pilot programs targeting fulfillment within 30 minutes or less. Combined with in-store AI coordination, these innovations set a new benchmark for speed and reliability in the grocery delivery market.

GrocerIQ's mission extends beyond efficiency into sustainability and innovation. By reducing spoilage, optimizing supply chains, and encouraging eco friendly practices, the platform addresses both economic and environmental challenges in grocery retail.

What truly differentiates GrocerIQ's AI from conventional models is its **proprietary data ecosystem**. Unlike standard generative or retail AI systems that rely on public or generic data, GrocerIQ's algorithms are trained on exclusive, real world datasets gathered from live grocery operations through its network of partners and pilot programs. This includes transactional, behavioral, and environmental data that no other AI platform can access. As a result, GrocerIQ's models do not just predict, they learn from operational feedback loops, continuously refining product recommendations, pricing, and fulfillment strategies across locations.

This closed loop data advantage allows GrocerIQ's AI to make context aware decisions, such as understanding regional product preferences, shelf life dynamics, and even micro climate effects on perishable goods. It transforms AI from a passive analytics tool into an active decision making engine what the company calls **Operational Intelligence**, turning data into measurable business outcomes in real time.

Commercial Traction and Ecosystem Integration

As of early 2025, GrocerIQ AI has secured key contracts demonstrating strong commercial traction. These include an agreement with FreshGrab Markets Holdings, Inc. to deploy its Physical AI technology across FreshGrab's grocery

operations within mixed use properties, and a partnership with Vezbi, Inc. to integrate FreshGrab's AI driven shopping experience directly into the Vezbi Super App. This integration brings virtual shopping assistance, personalized product recommendations, and a seamless end to end grocery experience to Vezbi users, connecting the digital and physical shopping worlds.

The Power of Super App Integration

Integration into a Super App ecosystem gives GrocerIQ an unparalleled strategic advantage. Rather than operating as a standalone application, GrocerIQ becomes part of a unified digital environment where commerce, communication, and community coexist. This allows the Company to instantly tap into an existing, high engagement user base while leveraging shared infrastructure such as payments, logistics, and identity verification.

Within the Vezbi Super App, GrocerIQ's AI gains continuous access to live behavioral and transactional data across multiple verticals, from food ordering and events to retail and delivery. This interconnected data stream exponentially enhances the precision of GrocerIQ's predictive and Physical AI models, creating a feedback loop that most isolated systems could never achieve.

By embedding within a Super App, GrocerIQ evolves into an ecosystem level intelligence layer, learning from, supporting, and optimizing every transaction that flows through the network. This positions GrocerIQ as a critical AI engine within one of the fastest growing digital ecosystems, driving scalability, defensibility, and real world impact.

Looking Ahead

GrocerIQ Holdings plans to scale its technology across a range of grocery formats, from FreshGrab's AI powered micro markets to large national retail chains, while pursuing strategic partnerships with consumer brands, logistics networks, and retail technology platforms. By merging AI driven personalization, operational intelligence, and Physical AI automation, GrocerIQ is redefining how the world shops for food, positioning itself at the forefront of the digital and physical transformation of grocery.

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

- GrocerIQ AI, Inc. was acquired effective February 1, 2025 and is now a wholly owned subsidiary of the Company.
- The Company formally changed its corporate name to GrocerIQ Holdings, Inc. to align with its new business focus.

C. Describe the issuers' principal products or services.

GrocerIQ AI, Inc. develops and delivers AI-powered grocery and retail solutions. Its core offerings include:

1. **AI-Guided Grocery Management** – Tools and predictive analytics to improve inventory management, reduce spoilage, and enhance in-store organization.
2. **Personalized Consumer Shopping** – Recommendation and loyalty systems that tailor promotions and product suggestions to individual customer behavior and preferences.
3. **Fulfillment and Delivery Optimization** – AI-powered logistics designed to improve last-mile delivery efficiency, with a long-term goal of enabling sub-30-minute delivery windows.

Current Contracts of Note

- In December 2024, GrocerIQ AI executed a contract with FreshGrab Markets Holdings, Inc. to develop AI software for grocery operations in mixed-use properties.
- GrocerIQ AI also entered into a contract with Vezbi, Inc. to design a grocery redemption program for integration into the Vezbi Super App ecosystem.

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 Issuer has no owned properties or facilities. The Company now operates from leased virtual office space in Miami, Florida. All of the Company operations are on a virtual, remote telecommuting basis.

6) All Officers, Directors, and 5% Beneficial Owners 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% beneficial owner)	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)
Chad Gordon	Director	Los Angeles, CA	500	common	0.00077%
James Ponce ¹	President and Director	Denver, CO	250,000	common	0.34%
Indian River Financial Services, Inc.	Secretary	Melbourne, FL	--	--	--
Job Right Consulting, Inc.	Treasurer, Controller	Lynnbrook, NY	--	--	--
Vezebi Family Trust	Shareholder	Los Angeles, CA	55,909,153 1,000,000	Common Preferred	76.6% 100%

¹ James Ponce became a Director and President on December 16, 2024 as a result of the unexpected death of Angel Orrantia, who was President and a Director.

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: Donald Richards, Esq
Address 1: 333 S. Grande Ave-Suite 3590
Address 2: Los Angeles, CA 90071
Phone: 714 860-2232
Email: lawlogic@yahoo.com

Accountant or Auditor

Name: Victor Mokuolu, CPA
Firm: Victor Mokuolu, CPA PLLC
Address 1: 8990 Kirby Dr., Suite 220
Address 2: Houston, TX 77054
Phone: 713 588-6622
Email: ask@VMCPAFirm.com

Investor Relations

None

All other means of Investor Communication:

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

Other Service Providers

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

None

9) Disclosure & Financial Information

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

Name: Robert Hipple
Title: Consultant
Relationship to Issuer: Contract Consultant

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

- IFRS
- U.S. GAAP

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

Name: Joseph Rolston, CPA
Title: CPA, Consultant

Relationship to Issuer: Consultant

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

Joseph Rolston is a CPA and principal of Job Right Consulting, Inc. He has many years of experience in public company audits and preparation of financial statements.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

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, James Ponce certify that:

1. I have reviewed this Disclosure Statement for GrocerIQ Holdings, 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.

10/14/2025 [Date]

/s/ James Ponce [CEO's Signature]

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

Principal Financial Officer:

I, Joseph Rolston, Controller certify that:

1. I have reviewed this Disclosure Statement for GrocerIQ Holdings, 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.

10/14/2025 [Date]

/S/ Joseph Rolston [Controller's Signature]

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

GROCER IQ HOLDINGS, INC.

Condensed Consolidated Balance Sheets

Unaudited

	June 30, 2025	June 30, 2024
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 53,955	\$ -
Other current assets		
Notes receivable	200,000	-
Loans receivable	1,312,903	394,156
	1,512,903	394,156
Total other current assets	1,566,858	394,156
Other assets		
Investment in subsidiaries	-	-
	\$ 1,566,858	\$ 394,156
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable	\$ 23,159	\$ 23,159
Accrued interest	138,203	104,662
Notes payable - related party	127,139	79,139
Notes payable	1,294,501	206,428
Convertible notes payable	135,000	-
Settlement of judgement	40,000	90,000
	1,758,003	503,389
Long-term Liabilities		
Accrued interest-long term	81,480	58,461
Notes payable	444,411	444,411
	2,283,893	1,006,260
Shareholders' deficit		
Preferred stock \$0.001 par value, 5,000,000 shares	1,000	-
Common stock \$0.001 par value, 500,000,000 shares	292,053	279,904
Common stock issuable	-	914,319
Additional paid-in capital	16,887,069	15,989,418
Accumulated deficit	(17,897,157)	(17,795,745)
Total Shareholders' deficit	(717,036)	(612,104)
	\$ 1,566,858	\$ 394,156

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

GROCER IQ HOLDINGS, INC.
Condensed Consolidated Statements of Operations
For the years ended June 30,
(Unaudited)

	2025	2024
Revenues	\$ -	\$ -
Cost of revenues	-	-
Gross Profit	-	-
 Operating Expenses		
General and administrative	71,370	-
Total Operating Expenses	71,370	-
 Income/(Loss) from Operations	(71,370)	-
 Other Income/(Expense)		
Loss on discontinued operations	-	(2,250,000)
Interest income	16,517	-
Interest expense	(46,560)	(46,821)
Total Other Expense	(30,043)	(2,296,821)
 Net Income (Loss)	\$ (101,413)	\$ (2,296,821)

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

GROCER IQ HOLDINGS, INC.
Condensed Consolidated Statements of Stockholders' Equity/(Deficit)
For the year ended June 30, 2025
(Unaudited)

	Preferred Stock		Common Stock		Common Stock Issuable	Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance Jun	-	\$ -	279,904,112	\$ 279,904	\$ 914,319	\$ 15,989,418	\$ (17,795,745)	(612,104)
Issuance of sl	-	-	147,650	148	-	134,852	-	135,000
Issuance of sl	1,000,000	1,000	7,450,000	7,450	(914,319)	767,350	-	(138,519)
Issuance of sl	-	-	4,551,050	4,551	-	(4,551)	-	-
Net loss	-	-	-	-	-	-	(101,413)	(101,413)
Balance Jun	1,000,000	\$ 1,000	292,052,812	\$ 292,053	\$ -	\$ 16,887,069	\$ (17,897,158)	(717,036)

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

GROCER IQ HOLDINGS, INC.
Condensed Consolidated Statements of Stockholders' Equity/(Deficit)
For the year ended June 30, 2024
(Unaudited)

	Preferred Stock		Common Stock		Common Stock Issuable	Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance Jun	-	\$ -	232,046,000	\$ 232,046	\$ 962,177	\$ 15,989,418	\$ (15,498,924)	1,684,717
Issuance of sl	-	-	45,376,500	45,377	(45,377)	-	-	-
			2,481,612	2,481	(2,481)			
Net loss	-	-	-	-	-	-	(2,296,821)	(2,296,821)
Balance Jun	-	\$ -	279,904,112	\$ 279,904	\$ 914,319	\$ 15,989,418	\$ (17,795,745)	(612,104)

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

GROCER IQ HOLDINGS, INC.
Condensed Statements of Cash Flows
For the years ended June 30,
(Unaudited)

		<u>2025</u>		<u>2024</u>
Cash flow used in operations:				
Net loss	\$	(101,413)	\$	(2,296,821)
Non cash items				
Discontinued operations		-		2,250,000
Stock compensation		4,551		-
(Increase)/decrease:				
Other current assets		(1,118,747)		-
Increase/(decrease):				
Accrued interest		48,490		46,821
Settlement of judgement		(50,000)		-
		<u>(1,217,118)</u>		<u>0</u>
Investing activities				
Cash acquired		-		-
		<u>-</u>		<u>-</u>
Financing activities				
Proceeds from notes payable - related party		48,000		-
Proceeds from notes payable		1,088,073		-
Proceeds from convertible notes payable		135,000		-
		<u>1,271,073</u>		<u>-</u>
Increase/(decrease) in cash		53,955		0
Cash balance at beginning		<u>-</u>		<u>-</u>
Cash balance at end	\$	<u><u>53,955</u></u>	\$	<u><u>0</u></u>
Supplemental disclosure of cash flow information				
Cash paid for interest	\$	<u><u>-</u></u>	\$	<u><u>-</u></u>
Supplemental disclosure of non-cash financing activities				
Conversion of convertible debt into common s	\$	<u><u>135,000</u></u>	\$	<u><u>-</u></u>
Common stock issued for services	\$	<u><u>4,551</u></u>	\$	<u><u>-</u></u>
Preferred stock issued for acquisition	\$	<u><u>1,000</u></u>	\$	<u><u>-</u></u>

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

GrocerIQ Holdings, Inc. and Subsidiary
Notes to Consolidated Financial Statements
Year ended June 30, 2025 and 2024
(Unaudited)

Note 1. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

The consolidated financial statements filed with this Report include the results of operations of the Company, and its wholly owned subsidiary, GrocerIQ AI, Inc.

At December 2024, it was agreed that ownership of Vezbi would be transferred to the WPFH Interim Trust, to be held for the benefit of the shareholders as a part of a planned acquisition of Vezbi by a SPAC; in the meantime, the issuer then acquired GrocerIQ AI, Inc., as a wholly owned subsidiary, terminated its ownership interest in Vezbi and has entered the new business utilizing artificial intelligence. There is no longer any connection between GrocerIQ Holdings, Inc. and Vezbi, Inc., which now operates as an independent, unrelated company.

ORGANIZATION AND NATURE OF BUSINESS

WPF Holdings, Inc. prior to the reverse merger with Vezbi, Inc., was originally formed as a New York corporation under the name MagicCommunications, Inc. on January 16, 1997, and was then reincorporated in Delaware in November 2002. On September 24, 2007, the corporate name was changed to American Post Tension, Inc. as the result of an acquisition. On December 31, 2011, the Company acquired Crown City Pictures, Inc., a Florida corporation and changed its corporate name to Crown City Pictures, Inc. on that date as part of the acquisition. The Company operated under that name through January 2015, when the corporate name was changed to World Poker Fund Holdings, Inc. On October 10, 2014, the Company and the shareholders of World Poker Fund, Inc. agreed to exchange their shares in that company for stock of the Company. Under the Exchange Agreement, the outstanding preferred stock of the Company remained issued and outstanding, the current issued and outstanding common stock of the Company, after giving effect to conversions of convertible securities then outstanding, was reduced on a 1 for 150 basis, the authorized stock of the Company was set at 250 million shares of common stock and 5 million shares of preferred stock. and 1,000,000 Series A Preferred Stock remained outstanding, as of December 31, 2015. In January 2016, World Casinos & Resorts, Inc. acquired the Series A Preferred Stock and became the controlling owner of the Company. Periodic Holdings, Inc., a Delaware corporation in which the former Chairman and CEO of the Company is a principal, acquired the controlling interest in World Casinos & Resorts, Inc. during 2017.

In October 2024, the Company entered into a letter of intent with a Special Purpose Acquisition Company (SPAC) to explore the potential acquisition of Vezbi, Inc., in exchange for common stock of the SPAC representing control of the SPAC. The SPAC shares would be distributed proportionately to our shareholders in a tax-free reorganization transaction, as a result of which our shareholders would hold shares in the SPAC, which will be listed for trading on Nasdaq, and will continue to hold the shares they now hold in the Company. Vezbi, Inc., would become a wholly-owned subsidiary of the SPAC; the Company would continue as a separate, OTC Markets company and expects to acquire or start a new business operation, and the SPAC will have raised sufficient working capital for expansion and operation of Vezbi, Inc. Due diligence was started but ultimately, the letter of intent expired and the SPAC deal was abandoned.

GrocerIQ AI, Inc. was acquired in February 2025 based on an acquisition agreement executed in December 2024 and became a wholly owned subsidiary of WPFH. In March 2025, we filed a Notice of Corporate Action for the corporate name change, symbol change and a 4:1 reverse split with FINRA, which was granted effective September 3, 2025.

GrocerIQ Holdings, Inc. is an AI-driven technology company transforming the grocery and retail industries through its subsidiary, GrocerIQ AI, Inc. The company's next-generation platform leverages advanced machine learning and data analytics to reimagine how groceries are organized, purchased, and

delivered. By uniting consumer-facing tools with retailer intelligence systems, GrocerIQ creates a seamless experience that personalizes shopping for users while providing retailers with real-time insights to optimize operations, reduce waste, and enhance customer engagement.

For consumers, GrocerIQ's app delivers tailored recommendations, loyalty rewards, and curated product suggestions that make shopping faster and more intuitive. For retailers and brands, its predictive analytics engine offers actionable insights into inventory management, demand forecasting, and targeted marketing. On the logistics side, GrocerIQ is developing proprietary fulfillment algorithms aimed at cutting delivery times to under 30 minutes—setting a new industry benchmark for convenience and reliability.

What sets GrocerIQ apart is its proprietary closed-loop data ecosystem. Unlike generic retail AI models, GrocerIQ's algorithms are trained on exclusive datasets derived from live grocery operations and partner networks. This enables the platform to make highly contextual, self-improving decisions that adapt to local preferences, environmental conditions, and supply dynamics—an evolution the company calls "Operational Intelligence." By turning real-world data into immediate business outcomes, GrocerIQ positions itself at the forefront of AI innovation in retail.

As of early 2025, GrocerIQ AI has secured major partnerships that validate its commercial potential, including agreements with FreshGrab Markets Holdings, Inc. to deploy its AI across mixed-use grocery environments, and with Vezbi, Inc. to integrate its intelligence platform into the Vezbi Super App ecosystem.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements of the Company as of June 30, 2025, include the financial statements of WPFH, renamed as GrocerIQ Holdings, Inc., and its wholly owned subsidiary, GrocerIQ AI, Inc. In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make the Company's financial statements not misleading have been included. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All significant inter-company balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash includes all cash and highly liquid investments with original maturities of three months or less. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses on these accounts.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to seven year estimated useful lives of the assets.

Impairment of Long-Lived Assets

The Company reviews our long-lived assets for impairment when events or changes in circumstances indicate that the book value of an asset may not be recoverable. The Company evaluates, at each balance sheet date, whether events and circumstances have occurred which indicate possible impairment. The Company uses an estimate of future undiscounted net cash flows of the related asset or group of assets over the estimated remaining life in measuring whether the assets are recoverable. If it is determined that an impairment loss has occurred based on expected cash flows, such loss is recognized in the statement of operations.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to our customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements' assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded as income when received.

Income Taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC Topic 740-10. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the quarters in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly. Due to the uncertainty whether the accumulated losses will be available to offset future revenues, no deferred tax asset has been reported.

The Company follows the provisions of FASB ASC 740-10-50 and has performed a comprehensive review of our uncertain tax positions in accordance with recognition and measurement standards established by the codification. In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a filed tax return, or expected to be taken in a tax return, that has not been reflected in measuring income tax expense for financial reporting purposes. The Company does not expect any reasonably possible material changes to the estimated amount of liability associated with an uncertain tax position. The Company's continuing policy is to recognize accrued interest and penalties related to income tax matters in income tax expense.

Related Parties

For the purposes of these financial statements, parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the other party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities. As a result of the acquisition of Vezbi and the resulting change of control, the Vezbi Family Trust acquired the majority of the common stock and is considered a related party.

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 926-605 on revenue recognition for entertainment films. Revenue from the sale of film and television programming rights and license arrangements will be recognized only when persuasive evidence of a sale or arrangement with a customer exists, the project is complete, the contractual delivery arrangements have been satisfied, the license period has commenced if applicable, the arrangement fee is fixed or determinable, collection of the arrangement fee is reasonably assured, and other conditions as specified in the respective agreements have been met.

Revenue from production services for third parties is recognized when the production is completed and delivered. All associated production costs are deferred and charged against income when the film is delivered, and the related revenue is recognized.

Fees for other services provided to third parties are recognized as revenues when the services are performed and there is reasonable assurance over the collection of the fees. Cash received in advance of meeting the revenue recognition criteria described above is recorded as deferred revenue.

Basic and Diluted Earnings/ (Loss) Per Share

Net earnings and loss per share is computed in accordance with FASB ASC 260-10 and requires the presentation of both basic and diluted earnings per share. Basic net earnings and loss per common share is computed using the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur through the potential effect of common shares issuable upon the exercise of stock options, warrants and convertible securities. The calculation assumes: (i) the exercise of stock options and warrants based on the treasury stock method; and (ii) the conversion of convertible preferred stock only if an entity records earnings from continuing operations, as such adjustments would otherwise be anti-dilutive to earnings per share from continuing operations.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from those estimates and those differences could be material.

Going Concern

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has suffered an operating loss, has operating cash outflows, and negative working capital and positive stockholders' equity. Our ability to continue as a going concern is dependent upon achieving profitable operations and generating positive cash flows. The previous level of operations may not sustain the Company's expenses and it may have to borrow additional funds to meet cash needs. These factors, among others, could affect our ability to continue as a going concern; however, pending acquisitions and business growth are expected to provide sufficient capital to meet our working capital needs for more than the next 12 months.

There can be no assurances that the Company will be able to achieve profitable operations or obtain additional funding. These factors create substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty.

Other Comprehensive Income

The Company has no components of other comprehensive income and, accordingly, no Statement of Comprehensive Income has been included in the accompanying consolidated financial statements.

Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on our financial condition or the results of our operations.

Note 2. FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States define 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 at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

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

Level 2 — Observable inputs other than quoted prices included in Level 1. We value assets and liabilities included in this level using dealer and broker quotations, bid prices, quoted prices for similar assets and

liabilities in active markets, or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Initial valuations of recent acquisitions have been valued based on the trading price of the stock consideration given by the Company plus any related cash consideration.

Recurring Fair Value Measurements

In accordance with accounting principles generally accepted in the United States, certain assets and liabilities are required to be recorded at fair value on a recurring basis. During the fiscal period ended June 30, 2025, no adjustments were required.

Note 3. INCOME TAXES

The Company accounts for income taxes in accordance with accounting standards for Accounting for Income Taxes which require the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards. Additionally, the standards require the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The following is a reconciliation of income taxes computed using the statutory Federal rate to the income tax expense reflected in the financial statements at June 30, 2025 and 2024.

Income tax provision at the federal statutory rate	34%
Income tax provision at the state statutory rate	4%
Effect of operating losses	(38%)

Under Sections 382 and 269 (the 'shell corporation' rule) of the Code following an 'ownership change,' special limitations ('Section 382 Limitations') apply to the use by a corporation of its net operating loss, or NOL, carryforwards arising before the ownership change and various other carryforwards of tax attributes (referred to collectively as the 'Applicable Tax Attributes'). It is anticipated that these Attributes will apply to the Company as a result of the acquisition of control of the Company by the Vezbi shareholders.

Note 4. OPERATING LEASES

At June 30, 2025, the Company occupied leased virtual office space in Melbourne, Florida as its principal and sole offices. That lease has not been capitalized as it is on a year to year basis and may be terminated at any time.

Note 5. CONVERTIBLE DEBT

Note 6. SUBSEQUENT EVENTS

In September, 2025, after consulting with its audit firm, the Company determined that the acquisition of Virtual Health Holdings, Inc. by the Company for 7 million common shares of the Company plus additional shares, representing rounding up, should be rescinded for failure to meet an express condition subsequent. The acquisition agreement closed with an outstanding obligation of VHHI to complete and deliver a PCAOB qualified audit of VHHI and its subsidiaries for the years 2023 and 2024, within 6 months of closing. Although this audit was started and a PCAOB audit firm was engaged to conduct the audit (at the Company's expense), the Company was then advised in early 2025 that it was forced to abandon the audit engagement due to previously unreported misconduct of the Chairman and CEO of VHHI. The nature of the misconduct was such that the firm, and no other PCAOB qualified firm, would undertake the audit. The Company accordingly has severed its relationship with VHHI, which continues to operate as an

independent, unrelated company. The Company is reviewing its options to recover the 7,000,000 shares (subsequently reduced to 1,750,000 shares by the Company's reverse split of 4 for 1, which was completed in September 2025).

In March 2025, the Company filed a Notice of Corporate Action with FINRA, advising of the corporate name change to GrocerIQ Holdings, Inc. and symbol change to GRIQ. In April 2025, that Notice of Corporate Action was filed was amended to include a 4 for 1 reverse split of the Company's common stock. Effective September 3, 2025, that Notice of Corporate Action, as amended, was cleared by FINRA. The Company is now named GrocerIQ Holdings, Inc., its trading symbol will be GRIQ, and the reverse split results in 72,951,338 common shares issued and outstanding as of September 3, 2025. The financial statements included with this Report have been restated to give effect to the reverse split.