

# HST Global, Inc.

Amendment to Quarterly Report for 03/31/2025 originally published through the OTC Disclosure & News Service on [10/17/2025](#)

## Explanatory Note:

Amended to conform to reporting standard for consolidated reporting.

*\*\*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.*



**HST GLOBAL, INC.**  
509 Old Great Neck Road Suite 105  
Virginia Beach, VA 23454  
www.HSTGlobal.com  
800-961-4750

**OTCID QUARTERLY DISCLOSURE STATEMENT**  
(Amended)

For the period ending March 31, 2025

**Outstanding Shares**

Common Stock Outstanding: 57,771,382 as of March 31, 2025

Common Stock Outstanding: 47,771,382 as of December 31, 2024

**Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):  Yes  No

Indicate by check mark whether the company's shell status has changed since the previous reporting period:  Yes  No

**Change in Control**

Indicate by check mark whether a Change in Control of the company has occurred during this reporting period:  Yes  No

**1) Name and Address of the Issuer**

Issuer Name: HST Global, Inc.

Jurisdiction: Nevada (incorporated April 11, 1984)

Principal Executive Office: 509 Old Great Neck Rd, Suite 105, Virginia Beach, VA 23454

Phone: (800) 961-4750

No bankruptcy, receivership, or similar proceedings in the last five years.

**2) Security Information**

Trading Symbol: HSTC (OTC BB)

Common Shares

CUSIP: 40432E202

Par Value: \$.01

Authorized Shares: 200,000,000 common; 10,000,000 preferred

Outstanding Shares (Common): 57,771,382 as of March 31, 2025

Outstanding Shares (Preferred): 0

Number of Shareholders of Record: 613 as of March 31, 2025

Transfer Agent: Transfer Online

### 3) Issuance History

During Q1 2025, the Company issued 10,000,000 restricted shares of common stock in connection with the acquisition of Qwyit LLC on February 17, 2025. Sellers were granted options to purchase up to 10,000,000 additional shares at defined strike prices.

#### 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 Opening Balance:			*Right-click the rows below and select "Insert" to add rows as needed.						
Date	Common:	Preferred:							
1/1/23	5,248,582	None							
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.
5/10/24	New	18,156,322	Common	.017	Yes	HP Auto Fund LLC (c/o Michael Field)	Reorganization	Restricted	144
5/10/24	New	18,156,322	Common	.017	Yes	HST Global Holdings LLC (c/o Jason Murphy)	Reorganization	Restricted	144
10/11/24	New	500,000	Common	.95	No	Doron Marketing LLC (c/o Sagie Doron)	Mow Trim Blow Acquisition	Restricted	144
10/11/24	New	100,000	Common	.95	No	Keith Michael	Mow Trim Blow Acquisition	Restricted	144
10/11/24	New	110,156	Common	.95	No	Michael	Mow Trim Blow	Restricted	144

						<u>McSherry</u>	<u>Acquisition</u>		
<u>10/11/24</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>.95</u>	<u>No</u>	<u>Tim Skeen</u>	<u>Mow Trim Blow Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>10/29/24</u>	<u>New</u>	<u>1,000,000</u>	<u>Common</u>	<u>.91</u>	<u>No</u>	<u>Michael Patrick Fortkort Living Trust</u>	<u>Amnion Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>10/31/24</u>	<u>New</u>	<u>2,250,000</u>	<u>Common</u>	<u>.91</u>	<u>No</u>	<u>Edward Vaughan</u>	<u>Amnion Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>10/31/24</u>	<u>New</u>	<u>500,000</u>	<u>Common</u>	<u>.91</u>	<u>No</u>	<u>Erik Melling</u>	<u>Amnion Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>10/31/24</u>	<u>New</u>	<u>1,250,000</u>	<u>Common</u>	<u>.91</u>	<u>No</u>	<u>Michael Patrick Fortkort Living Trust</u>	<u>Amnion Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/13/25</u>	<u>New</u>	<u>3,293,664</u>	<u>Common</u>	<u>.68</u>	<u>No</u>	<u>Michael P Fortkort Living Trust</u>	<u>Qwyit Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/13/25</u>	<u>New</u>	<u>285,256</u>	<u>Common</u>	<u>.68</u>	<u>No</u>	<u>Edward Vaughn</u>	<u>Qwyit Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/13/25</u>	<u>New</u>	<u>114,103</u>	<u>Common</u>	<u>.68</u>	<u>No</u>	<u>Gurcharan Kaur</u>	<u>Qwyit Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/13/25</u>	<u>New</u>	<u>190,171</u>	<u>Common</u>	<u>.68</u>	<u>No</u>	<u>Michael Dawson</u>	<u>Qwyit Acquisition</u>	<u>Restricted</u>	<u>144</u>
<u>3/13/25</u>	<u>New</u>	<u>6,116,806</u>	<u>Common</u>	<u>.68</u>	<u>No</u>	<u>The R. Paul McGough Trust</u>	<u>Qwyit Acquisition</u>	<u>Restricted</u>	<u>144</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date 3/31/25	Common: <u>57,771,382</u>								
Preferred: <u>None</u>									

## 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.

#### **4) Business, Products, and Services**

HST Global, Inc. ("HSTC") is a public holding company focused on investments in:

- Healthcare: biotechnology and health ventures (via Amnion LLC acquisition 2024)
- Software: secure communications (via Qwyit LLC acquisition, 2025)
- Transportation: luxury fractional travel (via Fractional.Travel LLC, 2024)

Subsidiaries include:

- Amnion LLC (acquired October 2024)
- Fractional.Travel LLC (formed April 2024)
- Qwyit LLC (acquired February 2025)

#### **5) Issuer's Facilities**

Virginia Beach, VA headquarters at 509 Old Great Neck Road Suite 105 Virginia Beach, VA 23454 utilized at no cost through September 2025. Wholly owned subsidiary, Amnion LLC, leases 2,500 sq. ft. at 14 Pidgeon Hill Dr., Sterling, VA under a 7-year lease.

#### **6) Officers, Directors, and Control Persons**

Mike Field – President, Interim CFO, Director

Jason Murphy – VP, Interim CEO, Interim Secretary, Director

Control Persons:

HP Auto Fund LLC, Mike Field, Manager of HP Events LLC which is the manager of HP Auto Fund LLC – 34.26% (19,791,060 shares)

HST Global Holdings LLC, Jason Murphy, Manager – 34.26% (19,791,060 shares)

The R. Paul McGough Trust, Paul McGough, Trustee – 10.59% (6,116,806 shares)

Michael Patrick Fortkort Living Trust, Michael Fortkort, Trustee – 9.59% (5,543,664 shares)

#### **7) Legal/Disciplinary History**

No officer, director, or control person has been subject to criminal, regulatory, or disciplinary orders in the last 10 years.

#### **8) Third Party Service Providers**

Auditor: Turner, Stone & Company LLP, 12700 Park Central Drive, Suite 1400 Dallas, TX 75251 (2024 Audited Financials)

Securities Counsel: Cutler Law Group, 6575 West Loop South, Suite 500 Bellaire, TX

Investor Relations: None

## **9) Disclosure & Financial Information**

Disclosure prepared by: Michael Field, President and Interim CFO

Financial statements prepared under U.S. GAAP by accountants for the company and reviewed by Michael Field, Jason Murphy and Michael Fortkort

See note to financial statements in the company's most recent annual report.

Qualifications: Experience in preparing, processing, monitoring accounting ledgers, auditing and financial reporting.

## **10) Certifications**

I, Mike Field, certify that:

1. I have reviewed this Disclosure Statement for March 31, 2025 of HST Global, Inc.
2. Based on my knowledge, this statement does not contain any untrue statement of material fact or omit material facts necessary to make it not misleading.
3. Based on my knowledge, the financial statements fairly present in all material respects the financial condition and results of operations of the issuer.

/s/ Mike Field

Interim Chief Financial Officer

Date: November 11, 2025

**HST GLOBAL, INC.**  
Condensed Balance Sheets  
(Unaudited)

	At March 31, 2025	At December 31, 2024
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 2,096	\$ 28,800
Inventories	\$ 31,841	\$ -
Accounts Receivable	<u>\$ 3,239</u>	<u>\$ -</u>
<b>Total Current Assets</b>	<b>\$ 37,176</b>	<b>\$ 28,800</b>
<b>Other Assets</b>		
Fixed Assets, net	\$ 125,793	\$ 130,278
Operating lease right-of-use-asset	\$ 302,081	\$ 311,081
Intangible Assets	\$ 10,103,999	\$ 3,437,332
Goodwill	<u>\$ 2,280,469</u>	<u>\$ 2,280,469</u>
<b>Total Assets</b>	<b><u>\$ 12,849,517</u></b>	<b><u>\$ 6,187,960</u></b>
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 67,432	\$ -
Accounts payable and accrued expenses - related parties	\$ -	\$ 1,684
Credit Cards	\$ 85,181	\$ 45,839
Loans or advances from related party	\$ 456,148	\$ 252,377
Operating lease liabilities, current	\$ 40,765	\$ 40,765
Accrued related party interest	<u>\$ -</u>	<u>\$ -</u>
<b>Total Current Liabilities</b>	<b>\$ 649,527</b>	<b>\$ 340,665</b>
 Operating lease liabilities, net of current portion	 <u>\$ 261,316</u>	 <u>\$ 270,316</u>
<b>Total Liabilities</b>	<b><u>\$ 910,843</u></b>	<b><u>\$ 610,981</u></b>
 <b>Stockholders' Equity (Deficit)</b>		
Preferred stock; 10,000,000 shares authorized at .001 par value	\$ -	\$ -
Common stock; 200,000,000 shares authorized at .001 par value	\$ 57,770	\$ 47,770
Additional paid-in capital	\$ 18,446,384	\$ 11,756,384
Accumulated deficit	<u>\$ (6,565,480)</u>	<u>\$ (6,227,175)</u>
<b>Total Stockholders' Equity (Deficit)</b>	<b><u>\$ 11,938,674</u></b>	<b><u>\$ 5,576,979</u></b>
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b><u>\$ 12,849,517</u></b>	<b><u>\$ 6,187,960</u></b>

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

**HST Global, Inc.**  
Consolidated Statement of Operations  
(Unaudited)

	For the Three Months Ended March 31, 2025	For the Three Months Ended March 31, 2024
<b>REVENUES</b>	\$ 50,732	\$ -
<b>OPERATING EXPENSES</b>		
Consulting, related party	\$ -	\$ 30,000
Depreciation	\$ 6,750	\$ -
Amortization	\$ 33,333	\$ -
General and administrative	<u>\$ 334,432</u>	<u>\$ 2,688</u>
Total Operating Expenses	\$ 374,515	\$ 32,688
 <b>Loss from Operations</b>	 <u>\$ (323,783)</u>	 <u>\$ (32,688)</u>
<b>OTHER INCOME (EXPENSE)</b>		
Interest expense	<u>\$ (14,522)</u>	<u>\$ (1,489)</u>
<b>Total Other Expense</b>	<u>\$ (14,522)</u>	<u>\$ (1,489)</u>
 Net Loss Before Income Taxes	 \$ (338,305)	 \$ (34,177)
Provision for Income Taxes	\$ -	\$ -
<b>NET LOSS</b>	<u>\$ (338,305)</u>	<u>\$ (34,177)</u>
 <b>Basic and Diluted Loss Per Share</b>	 <u>\$ (0.01)</u>	 <u>\$ (0.01)</u>

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

**HST GLOBAL, INC.**  
Condensed Statements of Stockholders' Equity (Deficit)  
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholder's
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity (Deficit)
Balance, December 31, 2023	-	\$ -	5,248,582	\$ 5,248	\$ 5,417,236	\$ (6,014,551)	\$ (592,067)
Net Loss	-	-	-	-	-	(212,624)	(212,624)
Balance, December 31, 2024	-	\$ -	47,771,382	\$ 47,770	\$11,756,384	\$ (6,227,175)	\$ 5,576,979
Shares issued for acquisition of intangible assets	-	-	10,000,000	\$ 10,000	\$ 6,690,000	-	\$ 6,700,000
Shares issued for private placement	-	-	-	\$ -	\$ -	\$ -	\$ -
Net Loss	-	-	-	\$ -	\$ -	\$ (338,305)	\$ (338,305)
Balance, March 31, 2025	-	\$ -	57,771,382	\$ 57,770	\$18,446,384	\$ (6,565,480)	\$ 11,938,674

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

**HST GLOBAL, INC.**  
Condensed Statement of Cash Flows  
(Unaudited)

	For the Three Months Ended March 31, 2025	For the Three Months Ended March 31, 2024
<b>Operating Activities</b>		
Net loss	\$ (338,305)	\$ (34,177)
Adjustments to reconcile net loss to net cash used in operating activities:		
Expenses paid directly by related party formalized as LOC	\$ -	\$ -
Changes in operating assets and liabilities:		
Accounts Receivable	\$ (3,239)	
Fixed Assets	\$ (2,265)	\$ -
Inventories	\$ (31,841)	\$ -
Accounts payable and accrued expenses	\$ 150,929	\$ -
Accrued related party interest	<u>\$ (5,755)</u>	<u>\$ 1,489</u>
Net Cash Used in Operating Activities	\$ (230,475)	\$ (32,688)
<b>Financing Activities</b>		
Proceeds from Private Placements	\$ -	\$ -
Proceeds from loans or advances from related party	<u>\$ 203,771</u>	<u>\$ 32,000</u>
Net Cash Provided by Financing Activities	\$ 203,771	\$ 32,000
<b>Net Change in Cash and Cash Equivalents</b>	<b>\$ (26,704)</b>	<b>\$ (688)</b>
<b>Cash and Cash Equivalents at Beginning of Period</b>	<b><u>\$ 28,800</u></b>	<b><u>\$ 1,526</u></b>
<b>Cash and Cash Equivalents at End of Period</b>	<b><u>\$ 2,096</u></b>	<b><u>\$ 838</u></b>
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -

**Non Cash Activities:**

Shares Issued for Acquisition of Assets	\$ 6,700,000	\$ -
Reorganization of Capital Structure	\$ -	\$ -

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

## **HST Global, Inc.**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2025 and 2024 and for the three months then ended

#### **NOTE 1 - ORGANIZATION AND PRINCIPAL ACTIVITIES**

HST Global, Inc. (“HSTC”) was incorporated on April 11, 1984, under the laws of the State of Delaware under the name of NT Holding Corporation. HSTC has made several acquisitions and disposals of various business entities and activities. On May 9, 2008, HSTC entered into a Merger and share exchange agreement with Health Source Technologies, Inc. This business acquisition has been accounted for as a reverse merger or recapitalization of Health Source Technologies, Inc (“Health Source”). At the time of the merger NT Holding Corporation had disposed of its assets and liabilities and had minimal operations. Immediately after the acquisition HSTC changed its name to HST Global, Inc. Health Source Technologies, Inc. was incorporated under the laws of the State of Nevada on August 6, 2007. HSTC was headquartered in Hampton, Virginia and relocated to Virginia Beach, VA in April of 2024.

On April 24, 2024, HST Global, Inc., a Nevada Corporation (the “Company”) entered into a Reorganization and Stock Purchase Agreement (the “Reorganization Agreement”) by and among HP Auto Fund LLP (“HPAF”), HST Global Holdings, LLC (“HGHI”), Ron Howell (“Howell”) and The Health Network, Inc. (“Health Network”). Howell and Health Network were the principal shareholders of the Company. Effective April 26, 2024, the parties closed the Reorganization Agreement. As part of the transaction, Howell and Health Network, the then majority shareholders of the Company delivered 1,634,738 shares of common stock of the Company to each of HPAF and HGHI. In addition, the Company issued to each of HPAF and HGHI 18,156,322 shares of newly-issued common stock, which, together with the transferred shares, represented approximately 95% of the outstanding equity of the Company. Further, as part of the transaction, Howell agreed to cancel \$625,005 in debt obligations previously owed to Howell. As a consequence, immediately subsequent to the close of the Reorganization Agreement, the Company has 41,561,226 shares of common stock outstanding. Also, as part of the reorganization, the Company had anticipated undertaking a 1 for 10 reverse stock split of its outstanding shares effective upon approval by FINRA but the Company has subsequently elected to not pursue the reverse stock split.

#### **NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

##### **Basis of Presentation**

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

##### **Principles of Consolidation**

The consolidated financial statements include our wholly-owned subsidiary, Amnion LLC. Intercompany balances and transactions have been eliminated.

## **Accounting Method**

HSTC's financial statements are prepared using the accrual method of accounting. HSTC has elected a December 31 year end.

## **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### *Estimation Uncertainty and Its Impact*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosure of contingent assets and liabilities as of the balance sheet date, as well as the reported amounts of revenues and expenses during the reporting period. Areas where significant estimates were applied include the valuation of intangible assets and goodwill from recent acquisitions, fair value measurements, assessment of impairment indicators, and the determination of deferred tax assets and associated valuation allowances. These estimates could materially impact the Company's financial position and results of operations if actual results differ significantly from those assumptions.

### *Reasons for the Uncertainty*

The uncertainty in estimates arises primarily from the early-stage nature of several of the Company's acquisitions (e.g., Amnion LLC and the portfolio of tradenames and trademarks), the absence of historical operating revenue, and the dependence on future strategic execution to generate cash flows. Additionally, macroeconomic factors, such as interest rates, market volatility, and regulatory conditions, increase the uncertainty in fair value assumptions. For intangible assets with indefinite lives, such as trademarks and URLs, estimates rely heavily on forecasted future use and brand development, both of which are inherently uncertain due to the Company's current development stage.

### *Changes in Estimates or Assumptions Over Time*

For the period ended March 31, 2025, there were no material changes in accounting estimates. However, the Company continues to evaluate impairment indicators and asset valuations in light of business developments. Future changes in assumptions, such as forecasted revenue, discount rates, or useful lives, could result in future adjustments to asset carrying amounts, particularly for goodwill and indefinite-lived intangibles.

### *Sensitivity of Reported Amounts to Assumptions*

The reported carrying values of goodwill and intangible assets are particularly sensitive to changes in assumptions regarding projected revenues, discount rates, and competitive market dynamics. For example, a 10% reduction in expected future cash flows, or a 100-basis-point increase in the discount rate, could materially reduce the fair value of these assets and potentially result in impairment charges. Similarly, the realization of deferred tax assets

is highly sensitive to projections of future taxable income, which remain uncertain given the Company's lack of operating revenue to date.

### **Revenue Recognition**

The Company follows ASC 606, *Revenue from Contracts with Customers*, which outlines a five-step model for recognizing revenue when control of promised goods or services is transferred to customers in an amount that reflects the consideration expected to be received in exchange.

Although the Company did not generate revenue for the years ended December 31, 2024 and 2023, it has adopted the following revenue recognition policy in anticipation of future operations:

Revenue will be recognized when all of the following criteria are met:

1. Identification of the contract with a customer;
2. Identification of the performance obligations in the contract;
3. Determination of the transaction price;
4. Allocation of the transaction price to the performance obligations;
5. Recognition of revenue when (or as) the entity satisfies a performance obligation.

As of March 31, 2025, the Company has entered into contracts that gives rise to revenue under ASC 606.

### **Cash and Cash Equivalents**

We maintain cash balances in non-interest-bearing accounts, which do not currently exceed federally insured limits. For the purpose of the consolidated statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

### **Income Taxes**

HSTC accounts for income taxes in accordance with accounting guidance now codified as FASB ASC 740, "*Income Taxes*," which requires that HSTC recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

HSTC applies the provisions of ASC 740, "*Accounting for Uncertainty in Income Taxes*". The ASC clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The ASC prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The ASC provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. HSTC did not identify any material uncertain tax positions on returns that have been filed or that will be filed. HSTC did not recognize any interest or penalties for unrecognized tax benefits during the years ended December 31, 2024 and 2023, nor were any interest or penalties accrued as of December 31, 2024 and 2023.

## **Basic and Diluted Loss Per Share**

The computations of basic loss per share of common stock are based on the weighted average number of shares outstanding at the date of the consolidated financial statements. HSTC computes net income (loss) per share in accordance with ASC 260. ASC 260 requires presentation of both basic and diluted earnings per share (“EPS”) on the face of the consolidated statement of operations. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is antidilutive. HSTC had no common stock equivalents outstanding as of March 31, 2025 and 2024.

## **Stock-Based Compensation**

HSTC adopted ASC 718, “*Stock Compensation*,” effective on January 1, 2019. Under ASC 718, all share-based payments to employees, including grants of employee stock options, are to be recognized in the consolidated statements of operations based on their fair values. As of March 31, 2025, HSTC has not issued any employer stock options.

## **Fair Value of Financial Instruments**

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under this standard certain assets and liabilities must be measured at fair value, and disclosures are required for items measured at fair value.

HSTC currently does not have non-financial assets or non-financial liabilities that are required to be measured at fair value on a recurring basis. HSTC’s financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that HSTC has the ability to access at the measurement date. The fair value of HSTC’s cash is based on quoted prices and therefore classified as Level 1.

Level 2 - Inputs include quoted prices for similar assets and 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, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

## Goodwill, Intangible Assets and Other Long-Lived Assets

Goodwill is the excess of cost of an acquired entity over the fair value of amounts assigned to assets acquired and liabilities assumed in a business combination. Goodwill is subject to impairment testing at least annually and will be tested for impairment between annual tests if an event occurs or circumstances change that would indicate the carrying amount may be impaired. An entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after completing the assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, the Company will proceed to a quantitative test. The Company may also elect to perform a quantitative test instead of a qualitative test for any or all of our reporting units. The test compares the fair value of an entity's reporting units to the carrying value of those reporting units. This quantitative test requires various judgments and estimates. The Company estimates the fair value of the reporting unit using a market approach in combination with a discounted operating cash flow approach. Impairment of goodwill is measured as the excess of the carrying amount of goodwill over the fair values of recognized and unrecognized assets and liabilities of the reporting unit.

## Property and Equipment

Property and equipment are recorded at cost, less accumulated depreciation and amortization. Depreciation is provided on a straight-line basis over the estimated useful lives of 30 to 40 years for building and improvements, three to ten years for equipment, the lesser of the estimated useful life or the initial lease term for leasehold improvements and five years for computer software. Land is not depreciated and construction in progress is not depreciated until ready for service. Expenditures for maintenance and repairs are charged to expense as incurred.

Property and equipment as of March 31, 2025 and 2024 consisted of the following:

	<u>March 31, 2025</u>	<u>March 31, 2024</u>
Office equipment and furniture	\$ 137,265	\$ -
Buildings	-	-
Vehicles	-	-
Leasehold improvements	-	-
Total fixed assets	137,265	-
Less accumulated depreciation	(11,472)	-
Total fixed assets, net	<u>\$ 125,793</u>	<u>\$ -</u>

## Leases

In accordance with ASC 842, the Company elects not to recognize a right-of-use asset or lease liability for leases with a term of 12 months or less and which do not include a purchase option that is reasonably certain to be exercised. For these short-term leases, lease payments are recognized on a straight-line basis over the lease term as lease expense. Short-term leases primarily include rentals of specialized equipment used for project-based operations or seasonal use.

During the period ended March 31, 2025, the Company had not incurred any short-term lease expenses.

The Company uses the right-of-use ("ROU") model to account for leases where the Company is the lessee, which requires an entity to recognize a lease liability and ROU asset on the lease commencement date. A lease liability is measured equal to the present value of the remaining lease payments over the lease term and is discounted

using the incremental borrowing rate, as the rate implicit in the Company's leases is not readily determinable. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow, on a collateralized basis over a similar term, an amount equal to the lease payments in a similar economic environment. Lease payments include payments made before the commencement date and any residual value guarantees, if applicable. When determining the lease term, the Company includes option periods that it is reasonably certain to exercise as failure to renew the lease would impose a significant economic detriment.

For operating leases, minimum lease payments or receipts, including minimum scheduled rent increases, are recognized as rent expense where the Company is a lessee on a straight-line basis ("Straight-Line Rent") over the applicable lease terms. The excess of the Straight-Line Rent over the minimum rents paid is included in the ROU asset where the Company is a lessee. Short-term lease cost for operating leases includes rental expense for leases with a term of less than 12 months.

The Company has elected to account for lease and non-lease components in lease agreements as a single lease component in determining lease assets and liabilities. In addition, the Company elected not to recognize the right-of-use assets and liabilities for leases with lease terms of one year or less.

### **Business Combinations**

The Company allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed, and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer lists, acquired technology, and trade names from a market participant perspective, useful lives and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a

result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

### **Recently Issued Accounting Pronouncements**

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2023-07 (ASU 2023-07), Segment Reporting (Topic 280) *Improvements to Reportable Segment Disclosures*. The amendments in this update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. Adoption did not have a material impact on the Company's disclosures. See Note 10 for the Company's segment disclosures.

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2023-09 ("ASU 2023-09"), *Income Taxes*, which enhances the transparency of income tax disclosures by expanding annual disclosure requirements related to the rate reconciliation and income taxes paid. The amendments are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments should be applied on a prospective basis. Retrospective application is permitted. Adoption is not expected to have a material impact on the Company's disclosures.

Management has considered all recent accounting pronouncements issued since the last audit of our consolidated financial statements. HSTC’s management believes that these recent pronouncements will not have a material effect on HSTC’s consolidated financial statements.

**NOTE 3 – GOING CONCERN**

HSTC’s consolidated financial statements are prepared using U.S. GAAP applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business within one year after the date these consolidated financial statements were issued. HSTC has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. There is substantial doubt that HSTC can continue as a going concern for a period of one year from the issuance of these consolidated financial statements. The ability of HSTC to continue as a going concern is dependent on HSTC obtaining adequate capital to fund operating losses until it becomes profitable. If HSTC is unable to obtain adequate capital, it could be forced to cease operations.

Management’s plan to support HSTC in its operations and to maintain its business strategy is to raise funds through public offerings and to rely on officers and directors to perform essential functions with minimal compensation. If HSTC does not raise all of the money it needs from public offerings, it will have to find alternative sources, such as a second public offering, a private placement of securities, or loans from its officers, directors or others. If HSTC requires additional cash and is unable to raise it, it will either have to suspend operations until the cash is raised or cease business entirely.

The ability of HSTC to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if HSTC is unable to continue as a going concern.

**NOTE 4 – RELATED PARTY TRANSACTIONS**

Related party transactions consist of the following as of March 31, 2025:

	<b>2025</b>	<b>2024</b>
HPAF to HST Global Inc.	41,774	21,038
HGHI to HST Global Inc.	56,592	21,038
Michael Fortkort to Amnion LLC	57,340	-
HPAF to Amnion LLC	201,442	100,000
Gurcharan Kaur to Amnion LLC	100,000	-
<b>Total</b>	<b>\$ 457,148</b>	<b>\$ 142,076</b>

*Executive Offices*

HSTC's executive offices were located at 150 Research Dr., Hampton VA. These offices were leased by The Health Network, Inc. ("THN"), of which Ron Howell is President. THN allowed HSTC to use the office space without a formal sublease or rental agreement. On April 26, 2024 HSTC relocated to its current office space

located at 509 Old Great Neck Road Suite 105 Virginia Beach, VA 23454. HSTC is utilizing this space on a temporary basis at no cost and without a formal sublease or rental agreement through September of 2025.

## NOTE 5 - ACQUISITIONS

### *Acquisition of Qwyit LLC*

On February 17, 2025, HST Global, Inc. (“HSTC”), a Nevada Corporation, entered into an Acquisition Agreement (the “Agreement”) with Michael P. Fortkort and R. Paul McGough (collectively “Sellers”) pursuant to which HSTC acquired Qwyit LLC. Qwyit LLC holds the rights to the intellectual property necessary for its products QFone, a secured video calls application available for download on the Google Play Store, and OpenVPN, with embedded Qwyit encryption. The purchase price for the acquisition consisted of 10,000,000 shares of HSTC common stock issued to Sellers and an option to purchase an additional 5,000,000 shares of HSTC common stock at a price equal to the greater of the closing price of the HSTC shares on the closing date or \$0.73 per share. Furthermore, in consideration for 400 hours of consulting services over 18 months Sellers were granted an option to purchase an additional 5,000,000 shares of common stock at a price equal to the greater of the closing price of the HSTC shares on the closing date or \$0.73 per share.

The transaction closed on March 13, 2025.

HSTC acquired the Assets in consideration for 10,000,000 shares of restricted common stock or \$6,700,000.

<u>Intangible Assets</u>	<u>Amount</u>	<u>Useful Life</u>
Intellectual Property, Patents, Software	\$6,700,000	Indefinite

## NOTE 6 – COMMON STOCK

There were 47,771,382 common shares issued and outstanding as of December 31, 2024. During 2025, there were 10,000,000 common shares issued for the acquisition of Qwyit LLC.

## NOTE 7 – INCOME TAXES

HSTC follows ASC 740, under which deferred income taxes reflect the net effect of (a) temporary difference between carrying amounts of assets and liabilities for financial purposes and the amounts used for income tax reporting purposes, and (b) net operating loss carry-forwards. No net provision for refundable Federal income tax has been made in the accompanying consolidated statement of operations because no recoverable taxes were paid previously. Similarly, no deferred tax asset attributable to the net operating loss carry-forward has been recognized, as it is not deemed likely to be realized.

The cumulative tax effect at the expected rate of 21 percent of significant items comprising our income tax expense (benefit) is as follows:

	<u>Year ended December 31,</u>	
	<u>2024</u>	<u>2023</u>
Tax at federal statutory rate	\$ (44,651)	\$ (30,704)
Change in valuation allowance	44,651	30,704

\$	-	\$	-
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Deferred income tax assets and liabilities consisted of the following:

	As of December 31,	
	2024	2023
Net operating loss carryforwards		\$ (1,284,447)
	\$ (1,322,098)	
Common stock issued for services	113,692	113,692
Valuation allowance	1,208,406	1,170,755
Net deferred tax asset		\$ -
	\$ -	

HSTC's zero percent effective tax rate for each year, as compared to the 21 percent statutory rate, results from non-deductible stock-based compensation and the change in valuation allowance.

At December 31, 2024, HSTC had an unused net operating loss carry-forward of approximately \$5,608,106 that is available to offset future taxable income; the loss carry-forward will begin to expire in 2027.

## NOTE 8 – COMMITMENTS AND CONTINGENCIES

### Operating Lease Commitments

On August 1, 2024, the Company's wholly-owned subsidiary, Amnion LLC, entered into a 7-year non-cancelable lease agreement for approximately 2,500 square feet of office space located at 14 Pidgeon Hill Drive, Suite 110, Sterling, Virginia. The lease commenced on August 1, 2024 and provides for annual base rent beginning at \$36,000 with scheduled annual increases, reaching \$72,000 in the final year. The lease includes a \$9,000 security deposit and is guaranteed by a related party.

Future minimum lease payments under this operating lease as of December 31, 2024 are as follows:

2025	\$	39,600
2026		43,200
2027		46,800
2028		50,400
2029		54,000
Thereafter		118,800
Total lease payments	\$	352,800
Less imputed interest		(41,719)
Total lease obligations	\$	311,081
Less current obligations		(40,765)

Long-term lease obligations

\$ 270,316

## NOTE 9 – SUBSEQUENT EVENTS

### *Executive Leadership Changes*

In accordance with ASC 855, *Subsequent Events*, Company management reviewed all material events and transactions through the date of this report and determined that there are no material subsequent events or transactions requiring an adjustment to or disclosure in the accompanying consolidated financial statements.

## NOTE 10 – SEGMENT DISCLOSURES

The Company has one reportable segment managed on a consolidated basis: Amnion graft sales. The Company derives revenue primarily in North America and manages all business activities on a consolidated basis. The services offered are deployed to customers in a similar manner. The Company does not have intra-entity sales or transfers.

The Company's chief operating decision maker (CODM) is the Interim Chief Financial Officer, who reviews financial information presented on a consolidated basis to allocate resources, evaluate financial performance and make overall operating decisions. The measure of segment profit or loss that is most consistent with the consolidated financial statements is net loss. The accounting policies of our single reportable segment are the same as those for the consolidated financial statements. The level of disaggregation and amounts of significant segment expenses that are regularly provided to the CODM are the same as those presented in the consolidated statements of operations. Likewise, the measure of segment assets is reported on the consolidated balance sheets as total assets.

## NOTE 11 – INTANGIBLE ASSETS ACTIVITY TABLE

Additions during the year ended December 31, 2024, resulted from the Company's business combination with Amnion LLC and the tradenames, trademarks and URLs acquired from Mow-Trim-Blow. Additions during 2025 were \$6,700,000 for the acquisition of the Qwyit assets and certain investments towards the Qfone applications. Amortization for the period ended March 31, 2025 was \$33,333.

	<b>Amnion</b>	<b>MTB</b>	<b>Qwyit</b>	<b>Total</b>
Balances at December 31, 2024	\$2,167,000	\$1,270,332	-	\$3,437,332
Additions	-	-	\$6,700,000	\$6,700,000
Less: Amortization	(\$33,333)	-	-	(\$33,333)
Balance March 31, 2025	\$2,133,667	\$1,270,332	\$6,700,000	\$10,103,999