

Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines

EALIXIR INC.

1395 Brickell Avenue, Suite 800
Miami, FL 33131
305 399-1130
Info@ealixir.com
SIC Code 7374

Quarterly Report

For the Nine Month Period Ending: September 30, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

60,121,536 as of September 30, 2025
60,121,536 as of June 30, 2025
60,121,536 as of March 31, 2025
60,282,036 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 Control¹ of the company has occurred over this reporting period: Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

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

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

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

The current name of the Company is "Ealixir, Inc." and the address is 1395 Brickell Avenue, Suite 800, Miami FL 33131. On May 21, 2020, the Company engaged in a reverse merger whereby Budding Times, Inc., a Nevada corporation, acquired all the issued and outstanding securities of Ealixir Privacy Services Ltd. in exchange for an aggregate of 35,376,126 shares of its Common Stock issued to the shareholders of Ealixir, pro rata to their respective ownership in Ealixir (the "Merger"). As part of the Merger, Budding Times, Inc. changed its name to Ealixir, Inc. and also engaged in a reverse stock split whereby one share of its Common Stock was issued in exchange for every 25 shares then issued and outstanding.

Current State and Date of Incorporation or Registration: Nevada, 06/07/2019.

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

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

None

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

None

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

Address of the issuer's principal executive office:
1395 Brickell Avenue, Suite 800, Miami, FL 33131

The address(es) 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: Olde Monmouth Stock Transfer, Inc. Phone: 732-872-2727

Email: transferagent@oldemonmouth.com

Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

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:	EAXR
Exact title and class of securities outstanding:	Common Stock
CUSIP:	27005B 103
Par or stated value:	\$0.001
Total shares authorized:	300,000,000 as of date: September 30, 2025
Total shares outstanding:	60,121,536 as of date: September 30, 2025
Total number of shareholders of record:	532 as of date: September 30, 2025

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
_____ as of date: _____ Total number of shareholders of record: _	

Other classes of authorized or outstanding equity securities:

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). 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:	Preferred
CUSIP (if applicable):	_____
Par or stated value:	\$0.001
Total shares authorized:	10,000,000
	as of date: September 30, 2025

Total shares outstanding (if applicable):
Total number of shareholders of record
(if applicable):

1,000,000 as of date: September 30, 2025
1 as of date: September 30, 2025

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

Security Description:

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

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

N/A

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

N/A

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

N/A

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.

N/A

3) Issuance History

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

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

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

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

No: ☐

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

Shares Outstanding as of Second Most Recent Fiscal Year End:		*Right-click the rows below and select "Insert" to add rows as needed.
	<u>Opening Balance</u>	
Date 12.31.2020	Common: 36,167,464 Preferred: 1,000,000	

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.
5/21/2020	NEW	27,257,632	Common	N/A	NO	TREVINV EST OAK CORP. (29)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	707,839	Common	N/A	NO	Allianz Investments Inc (2)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,340	Common	N/A	NO	Allianz Investments Inc (2)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	3,500,000	Common	N/A	NO	Anastasia Trust (3)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	500	Common	N/A	NO	Kelstock Investment Corp (4)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	1,181,250	Common	N/A	NO	Tripanjeet Singh Ghuman	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	130,000	Common	N/A	NO	Alberto Grua	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Mauro Marchiaro	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Francesco Mazza	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Abrahams Securities Ltd (5)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	132,655	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	18,980	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	23,860	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Caruso Private Foundation (6)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	50,000	Common	N/A	NO	Michele Collini	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Camillo Gino Puliti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Antonio Valentini	MERGER	Restricted	Sec 4/2

5/21/2020	NEW	93,966	Common	N/A	NO	Longobardalberica SL ⁽⁷⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,000	Common	N/A	NO	Longobardalberica SL ⁽⁷⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	93,963	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	30,680	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	30,000	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	80,000	Common	N/A	NO	Andrew Telsey	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	75,000	Common	N/A	NO	Marco Coletta	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	170,000	Common	N/A	NO	Marco Coletta	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	36,848	Common	N/A	NO	Attilio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,000	Common	N/A	NO	Paola Caravaggi	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	13,062	Common	N/A	NO	Donatella Molteni	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	14,681	Common	N/A	NO	Donatella Molteni	MERGER	Restricted	Sec 4/2
5/21/2020	New	33,000	Common	N/A	NO	MIGNANI S.R.L. ⁽⁸⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,161	Common	N/A	NO	Fumagalli Ingrid	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,000	Common	N/A	NO	Fumagalli Angelo	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,146	Common	N/A	NO	P AUTO SERVICE S.R.L. ⁽⁹⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	40,313	Common	N/A	NO	SIGMATRE SRL ⁽¹⁰⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	300,000	Common	N/A	NO	Sunbiz Holdings ⁽¹¹⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	50,000	Common	N/A	NO	Roberto Zagnoni	MERGER	Restricted	Sec 4/2
5/21/2020	New	100,000	Common	N/A	NO	Mario D'Aragona	MERGER	Restricted	Sec 4/2
5/21/2020	New	5,000	Common	N/A	NO	Vincenzo Paolelli	MERGER	Restricted	Sec 4/2
5/21/2020	New	40,000	Common	N/A	NO	Massimo Galli	MERGER	Restricted	Sec 4/2

5/21/2020	New	20,000	Common	N/A	NO	Claudio Mirella	MERGER	Restricted	Sec 4/2
5/21/2020	New	100,000	Common	N/A	NO	Federica MariaBoni	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,000	Common	N/A	NO	AlessandroStradi	MERGER	Restricted	Sec 4/2
5/21/2020	New	156,250	Common	N/A	NO	LEMBERT HOLDINGS ⁽¹²⁾	MERGER	Restricted	Sec 4/2
7/27/2020	New	5,000	Common	N/A	No	Atlanta Capital Partners LLC ⁽¹³⁾	Consulting Services	Restricted	Sec 4/2
08/03/2020	New	80,000	Common	\$2.50	Yes	AlessandroNicasi	Cash	Restricted	Reg S
12/16/2020	New	10,000	Common	\$2.50	yes	ACROSS FIDUCIARIA ⁽²⁰⁾	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	AUGUSTOVALLI	Cash	Restricted	Reg S
10/12/2020	New	12,000	Common	\$2.50	Yes	CARLINI GIOVANNI	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	CLEAR INVESTMENTS SA ⁽²¹⁾	Cash	Restricted	Reg S
12/1/2020	New	4,000	Common	\$2.50	Yes	DOMENICO SCANNAPIECO	Cash	Restricted	Reg S
12/22/2020	New	4,000	Common	\$2.50	Yes	FABRIZIOFURLAN	Cash	Restricted	Reg S
12/22/2020	New	4,000	Common	\$2.50	Yes	MAUROFURLAN	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	OB INVESTMENTS SA ⁽²²⁾	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	SAFE CAPITAL HOLDINGS SA ⁽²³⁾	Cash	Restricted	Reg S

12/30/2020	New	8,000	Common	\$2.50	Yes	ELIO EPIFANI	Cash	Restricted	Reg S
12/30/2020	New	4,000	Common	\$2.50	yes	IVALDI DANIELA	Cash	Restricted	Reg S
12/30/2020	New	4,000	Common	\$2.50	Yes	MASSIMO MIGLIORINI	Cash	Restricted	Reg S
01/02/2021	New	14,400	Common	\$2.50	Yes	GIANCARLO DEL VECCHIO	Cash	Restricted	Reg S
01/11/2021	New	4,000	Common	\$2.50	Yes	MERICI ANDREA	Cash	Restricted	Reg S
01/12/2021	New	4,000	Common	\$2.50	Yes	FABIO MONTRASIO	Cash	Restricted	Reg S
01/12/2021	New	36,000	Common	\$2.50	Yes	Gianfranco Padovani	Cash	Restricted	Reg S
01/12/2021	New	24,000	Common	\$2.50	Yes	Giuliano Ferrari	Cash	Restricted	Reg S
05/20/2021	New	250,000	Common	N/A	NO	ACQUIFIN INC (14)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	6,000	Common	N/A	NO	Roberta Adami	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,666,666	Common	N/A	NO	BRANSTAR HOLDING INC. (15)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	LEAFBRIGHT INVESTMENTS CORP (16)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	KORAKAS INVESTMENTS INC. (17)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	EMREX MARKETING CORP (18)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	3,500,000	Common	N/A	NO	KELSTOCK INVESTMENTS CORP (19)	Consulting Services	Restricted	Sec 4/2
06/14/2021	New	8,000	Common	\$2.50	Yes	BERGONZINI SERGIO	Cash	Restricted	Reg S

06/14/2021	New	6,000	Common	\$2.50	Yes	STEFANO FERRARIO	Cash	Restricted	Reg S
06/14/2021	New	8,000	Common	\$2.50	Yes	ANTONIO BRUNO PERONACE	Cash	Restricted	Reg S
06/14/2021	New	4,800	Common	\$2.50	Yes	LUCA PAOLELLI	Cash	Restricted	Reg S
11/24/2021	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
01/06/2022	New	12,423	Common	N/A	NO	OVERWEBSRL ⁽²⁵⁾	Consulting Services	Restricted	Sec 4/2
01/06/2022	New	53,000	Common	N/A	NO	DANIELAMOLTENI	Consulting Services	Restricted	Sec 4/2
04/04/2022	New	160,000	Common	N/A	NO	FORWARD TEAM SA ⁽²⁶⁾	Consulting Services	Restricted	Sec 4/2
08/01/2022	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	200,000	Common	N/A	NO	L5 CAPITALINC. ⁽²⁷⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	400,000	Common	N/A	NO	AISHARJ SERVICES INC ⁽²⁸⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	35,000	Common	N/A	NO	FORWARD TEAM SA ⁽²⁶⁾	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	5,810,283	Common	N/A	NO	CYGNA FINANCE Ltd ⁽²⁷⁾	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	6,000	Common	N/A	NO	DANIELAMOLTENI	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,000,000	Common	N/A	NO	Enea Angelo Trevisan	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,000,000	Common	N/A	NO	Danila Pisati	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	106,000	Common	N/A	NO	Longobarda Iberica SL ⁽⁷⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	150,000	Common	N/A	NO	Suneel Anan Sawant	CEO Service	Restricted	Sec 4/2
07/31/2023	New	50,000	Common	N/A	NO	Patrachari Venkatesh	BoD Member Service	Restricted	Sec 4/2

07/31/2023	New	1,500,000	Common	N/A	NO	Velia Invest LTD ⁽³⁰⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,500,000	Common	N/A	NO	Grosburg Finance LTD ⁽³¹⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	3,000,000	Common	N/A	NO	1392087 BC LTD ⁽³²⁾	Consulting Services	Restricted	Sec 4/2
10/30/2023	New	- 3,000,000	Common	N/A	NO	1392087 BC LTD ⁽³²⁾	Consulting Services	Restricted	Sec 4/2
01/02/2025	New	-160,500	Common	N/A	NO	KELSTOCK INVESTMENTS CORP ⁽¹⁹⁾	Consulting Services	Restricted	Sec 4/2
Shares Outstanding on Date of This Report:									
<u>Ending Balance Ending</u>									
<u>Balance:</u>									
Date 09/30/2025									
Common: 60,121,536									
Preferred: 1,000,000									

Example: A company with a fiscal year end of December 31st, 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, 2021 through September 30, 2025 pursuant to the tabular format above.

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

- (1) The date of the Merger was May 21, 2020.
- (2) Sham Abdullah is the principal of this company.
- (3) Suresh Balasubramanian is the principal of this company.
- (4) Peter Reinhard is the principal of this company.
- (5) V. Sundralingam is the principal of this company.
- (6) Claudio Cecchini is the principal of this company.
- (7) Samuele Conti is the principal of this company.
- (8) Giovanni Mignani is the principal of this company.
- (9) Raffaele Piazza is the principal of this company.
- (10) Marco Galbiati is the principal of this company.
- (11) Suneel Sawant is the principal of this company.
- (12) Arthur Lambert is the principal of this company.
- (13) David Kugelman is the principal of this company.
- (14) Suneel Sawant is the principal of this company.
- (15) John Branston is the principal of this company.
- (16) Henry Leaf is the principal of this company.
- (17) Alessandro Cavallera is the principal of this company.
- (18) Dan Emrex is the principal of this company.
- (19) Peter Reinhard is the principal of this company.
- (20) Rossano Vittorio Ruggeri is the principal of this company.
- (21) Augusto Valli is the principal of this company.
- (22) Leopoldo Brunacci is the principal of this company.
- (23) Augusto Valli is the principal of this company.
- (24) Todd Heinz is the principal of this company.
- (25) Gerolamo Valcamonica is the principal of this company.
- (26) Giovanni Cuzari is the principal of this company.
- (27) Marc Lustig is the principal of this company.
- (28) Cheema Amandeep is the principal of this company.
- (29) Danila Pisati is the principal of this company.
- (30) Suresh Bala is the principal of this company.
- (31) Wilhelm Bakker is the principal of this company.
- (32) Amandeep Cheema is the principal of this company.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance(\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

We are an Internet technology company specializing in online reputation management services, which we refer to as ORM. Ealixir Privacy Services Ltd, our predecessor, was founded in Ireland in 2018, harvesting the collective expertise of a number of professionals some of whom had been operating in the web reputation segment since 2010. We believe our philosophy is underpinned in law in the European Union by Directive 95/46/EC of October 24, 1995, which regulates the processing of personal data within the European Union, as well as other regulations.

We utilize our technological platform to provide ORM services and digital privacy solutions to individuals, professional organizations, and small, medium businesses, or "SMBs". By providing our clients with an ability to control, remove and edit information posted and available on the internet, individuals, professional organizations, and SMBs can choose what lawful and verified content about them that will appear on websites and search engines. Our extensive removal experience and proprietary removal technology, allows us we believe to offer one of the best services available in the content removal industry. Our objective is to provide protection for the reputation of our clients on the websites and search engines by drafting and correcting inaccurate information, filtering harmful or negative information and misinformation from social engines, and by managing the online status of individuals, brands and companies. Furthermore, we aim to enhance the image, legacy and the web-reputation of our customers by creating positive links and original tailor-made content, which is then disseminated online through a vast network of newspapers, agencies and websites with whom wework.

Our objective as a company is to advocate our philosophy of the "right to be forgotten" in order to help individuals, SMBs and others fight back against outdated negative information and harmful spurious content online, and we strive at being subject matter professionals at what we do.

The internet and its various platforms have become in our opinion the new media battlefield which can be used to destroy brand and reputation. Our purpose as a company is to provide protection against these unwarranted and often spurious attacks, while offering a possible risk free, technical approach to permanent content removal. We have witnessed the repercussions that negative online content can bring to both businesses and individuals and fight to give our clients back control over their online presence.

We have developed, and aim to continuously improve, proprietary technological tools to enhance the effectiveness of our services, including an algorithm capable of analyzing 90 million pieces of information in a tenth of a second in order to quickly monitor all sources of news related to the inquiries requested.

We aim to achieve this goal by providing seven distinct but synergic services: WebID, Ealixir Removal, Ealixir Story, NewsDelete, Ealixir Analytics, Ealixir Event Launch, and ReputScore:

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

Following is a list of the Company's subsidiary companies:
Ealixir Hispania S.L.

C. Describe the issuers' principal products or services.

WebID is a detailed report of all online content relating to individuals, brands and companies. Based on such report, the client receives an immediate and accurate portrait of the dominant "sentiment" which is associated with the specific content — whether positive, neutral or negative. We uncover harmful information; we geo-localize online conversations related to the subject and analyze their demographic composition. At the end of this, we then prepare a report which summarizes the strengths and weaknesses, which is delivered to the customer's home or headquarters.

- **Ealixir Removal** – Leveraging and enforcing the public's rights under privacy laws, this service aims to protect the online reputation of clients (individuals or corporations) utilizing the Company's innovative technological platform to achieve the removal, de-indexation or the anonymization of negative or unwanted information.

Ealixir Story – Through this service, we aim to assist our clients in developing and spreading on the internet a new or revived story about themselves. Frequently following the completion of our Ealixir Removal work, it becomes apparent the need to replace the content which was removed with new and positive content. We thus offer our customers a customized editorial plan, with the aim of developing a new "story" through a number of articles and features to be published by several online news outlets.

NewsDelete – The service caters to customers concerned about their reputation in financial affairs, as it is portrayed by privately-managed lists, such as the main international Black-Lists, or government lists, such as the OFAC sanction list. Except in the case of politically exposed persons (PEPs), we are normally able to procure the removal of the client's name from the Black-List or at least a modification of the information on such client contained therein..

- **Ealixir Analytics** collects real-time big data about states, institutions, political parties, candidates and personalities working in these structures. Through the web listening platform, we are able to monitor millions of online sources and, with the use of algorithms in-house developed, we are able to cross words and sentences in order to identify trends in audience reading in order to propose contents and information of interest. Through a detailed analysis of sentiment related to specific targets, we identify strategic and business opportunities in target countries and propose communication plans of effectiveness.
- **Ealixir Event Launch** gives companies the unique opportunity to promote their event on an international scale, providing visibility in online periodicals in multiple countries around the world. It works with accredited journalists and PR experts who will develop the most effective editorial plan to promote an event (e.g., the launch of a new product, an important anniversary or the grand opening of a new office) and draft articles and press releases for distribution in the target countries in authoritative periodicals.
- **ReputScore** is our latest offering currently under development. This service is designed to offer an immediate and broad overview of a person's or company's web reputation. We scan the internet to analyze the sentiment which is mostly associated with the client, and we then assign a score from 1 to 100 (where a higher number denotes a more positive sentiment).
- **Monitoring** is offered as a subscription service, where we provide continuous monitoring of the client's online presence for a duration of one year. The primary objective is to identify and address potential threats to personal and professional reputation. This service is available in bundles, which also include the removal of certain negative links detected during the subscription period, with the extent of removal based on the package size chosen by the client.

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.

Our principal place of business is located at 1395 Brickell Avenue, Suite 800, Miami FL 33131.

Since April 25, 2018, our principal office in Europe is located at Plaza Universidad 3, 08007, Barcelona, Spain.. In addition, we currently utilize services of representative offices throughout Europe and the US. The rent and other expenses for these representative offices are paid by our sales contractors and are not a Company obligation, because these local representatives are independent contractors.

6) Officers, Directors, and Control Persons

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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title / Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Trevinvest Oak Corp.	Owner of more than 5%	Santo Domingo, Dominican Republic	29,257,632	Common	48.66%	
Eleonora Ramondetti	Chief Executive Officer and Company Secretary	Florida, USA	1,000,000	Series Z Preferred ⁽¹⁾	100%	
Venkatesh Patrachari *	Director	New Jersey, USA	50,000	N/A	0	
Nirav Rashmikant Metha	Director	Maharashtra, India	0	N/A	0	
Virag Desai	Director	Maryland, USA	0	N/A	0	
Mark Corrao	Chief Financial Officer	New York, USA	0	N/A	0	
Anastasia Trust	Owner of more than 5%	Egham, UK	3,500,000	Common	5.82%	
Gerlach & Co. FBO Enkrateia Holding Ltd.	Owner of more than 5%	New York, USA	4,750,000	Common	7.90%	
BC Ltd.	Owner of more than 5%	Surrey BC, Canada	3,481,250	Common	5.79%	

- (1) Each share of our Series Z Preferred Stock, not convertible, entitles the holder thereof to 900 votes per share. Accordingly, Ms. Ramondetti has rights to 900 million votes in respect of his ownership of the Series Z Preferred Stock.

* Less than 1%

7) Legal/Disciplinary History

- A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:
1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);
None
 2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;
None
 3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state

securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated

None

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

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Richard I. Anslow
Firm:	Ellenoff Grossman & Schole LLP
Address:	1345 Avenue of the Americans New York, 10105
Phone:	(212) 370-1300
Email:	ranslow@egsllp.com

Accountant or Auditor

Name:	Joseph Himy, CPA
Firm:	The CFO Squad LLC
Address 1:	1345 6 th Avenue, 33 rd Floor, New York, NY 10105
Phone:	845.613.3081
Email:	jhimy@cfofsquad.com

Independent Auditor

Name:	Manny Tzagarakis
Firm:	RBSM LLP
Address:	805 3 rd Avenue, Suite 143C, New York, NY 10022
Phone:	(212) 838-5100
Email:	mtzagarakis@rbsmllp.com

Investor Relations

None

All other means of Investor Communication

None

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: Mark Corrao
Title: Chief Financial Officer
Relationship to Issuer: Independent 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)²:

Name: Mark Corrao
Title: CFO
Relationship to Issuer: Independent Consultant

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

Provide the following financial statements for the most recent fiscal year or quarter.

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

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the Chief Executive Officer and Chief Financial Officer of the issuer (or any other person with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

I, Eleonora Ramondetti certify that:

1. I have reviewed this Annual Disclosure Statement of Ealixir, Inc for the period ended September 30, 2025; and
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.

November 14, 2025

/s/Eleonora Ramondetti

Principal Financial Officer:

I, Mark Corrao certify that:

1. I have reviewed this Quarterly Disclosure Statement of Ealixir, Inc for the period ended September 30, 2025; and
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.

November 14, 2025

/s/Mark Corrao

FINANCIAL STATEMENTS
EALIXIR INC. AND SUBSIDIARIES
FOR THE NINE MONTH PERIOD
ENDED SEPTEMBER 30, 2025
UNAUDITED

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Page
Ealixir, Inc. and Subsidiaries for the periods ended September 30, 2025 and December 31, 2024	
Consolidated Financial Statements	
Unaudited Condensed Consolidated Balance Sheets as of September 30, 2025 (Unaudited) and December 31, 2024	16
Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss for the Three and Nine Months Ended September 30, 2025 and 2024	17
Unaudited Condensed Consolidated Statements of Changes in Stockholders' Deficit for the Three and Nine Months Ended September 30, 2025 and 2024	18
Unaudited Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2025 and 2024	19
Notes to Unaudited Condensed Consolidated Financial Statements	20

Ealixir, Inc. and Subsidiaries
Unaudited Condensed Consolidated Balance Sheet

	September 30, 2025 Unaudited	December 31, 2024
Assets		
Current assets		
Cash	\$ 27,610	\$ 101,970
Accounts receivable, net	1,236,894	560,947
Prepaid expenses and other current assets	339,926	345,945
Total current assets	1,604,430	1,008,862
Property & equipment, net	12,910	30,848
Right-of-use asset	-	36,816
Total assets	<u>\$ 1,617,340</u>	<u>\$ 1,076,526</u>
Liabilities		
Current liabilities		
Accounts payable	\$ 642,873	\$ 382,920
Accounts payable - related parties	167,436	122,558
Stockholder loans payable - current	145,155	-
Notes payable	110,690	89,648
Accrued expenses	490,901	439,018
Deferred revenue	363,409	516,548
Other current liabilities	14,066	36,290
Operating lease liability, current portion	-	43,765
Taxes payable	14,354	19,466
Total current liabilities	1,948,884	1,650,213
Stockholder loans payable - non current	200,000	-
Total liabilities	2,148,884	1,650,213
Stockholders' deficit:		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, Series Z Preferred Stock, par value \$0.001 per share, 1,000,000 shares issued and outstanding as of September 30, 2025 and December 31, 2024, respectively	1,000	1,000
Common stock, \$0.001 par value, 300,000,000 shares authorized, 60,121,536 and 60,282,036 shares issued and outstanding as of June 30, 2025 and December 31, 2024, respectively	60,121	60,281
Additional paid in capital	57,684,040	57,683,879
Accumulated deficit	(58,210,821)	(58,245,370)
Accumulated other comprehensive income (loss)	(65,884)	(73,477)
Total stockholders' deficit	(531,544)	(573,687)
Total liabilities and deficit	<u>\$ 1,617,340</u>	<u>\$ 1,076,526</u>

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

Ealixir, Inc. and Subsidiaries
Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue				
Removal services	\$ 938,782	\$ 626,482	\$ 2,150,957	\$ 1,851,355
Ancillary services	7,763	49,043	162,695	611,807
Total revenue	946,545	675,525	2,313,652	2,463,162
Cost of sales	176,292	28,976	542,205	797,167
Total cost of sales	176,292	28,976	542,205	797,167
Gross profit	770,253	646,549	1,771,447	1,665,995
Operating expenses				
General and administrative expenses	572,128	547,419	1,663,593	2,059,589
Advertising and marketing expenses	269	-	6,535	19,774
Total operating expenses	572,397	547,419	1,670,128	2,079,363
Operating profit/(loss)	197,856	99,130	101,319	(413,368)
Other income (expenses)				
Gain (loss) on disposition - subsidiary	-	9,954	-	9,954
Gain (loss) on foreign exchange	1,026	(2,578)	(75,031)	18,940
Gain on forgiveness of debt	26,651	107,024	26,651	107,024
Interest expense	(7,244)	(6,614)	(17,467)	(18,513)
Total other income/(expense)	20,433	107,786	(65,847)	117,405
Income (Loss) before income tax	218,289	206,916	35,472	(295,963)
Provision for income taxes	(103)	(14,037)	(923)	(16,975)
Net income/(loss)	<u>\$ 218,186</u>	<u>\$ 192,879</u>	<u>\$ 34,549</u>	<u>\$ (312,938)</u>
Other comprehensive income (loss), net of tax				
Foreign exchange gain (loss)	5,024	(37,808)	7,593	(38,937)
Comprehensive income/(loss)	<u>223,210</u>	<u>155,071</u>	<u>42,142</u>	<u>(351,875)</u>
Net income/(loss) per common share				
Basic and diluted net income/(loss) per common share	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ (0.01)</u>
Basic and diluted weighted average number of common shares outstanding	<u>60,121,536</u>	<u>60,282,036</u>	<u>60,121,536</u>	<u>60,282,036</u>

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

Ealixir, Inc. and Subsidiaries
Unaudited Condensed Consolidated Statement of Stockholders' Deficit

	Common Stock		Preferred Stock		Additional Paid-in	Accumulated	Other Comprehensive	Total
	Shares	Amount	Shares	Amount	Capital	Deficit	Income (Loss)	
Balance, December 31, 2023	<u>60,282,036</u>	<u>\$ 60,281</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>\$ 57,280,988</u>	<u>\$ (57,980,555)</u>	<u>\$ (76,007)</u>	<u>\$ (714,293)</u>
Imputed interest on stockholder loans	-	-	-	-	1,537	-	-	1,537
Net income/(loss)	-	-	-	-	-	284,825	-	284,825
Other comprehensive income (loss)	-	-	-	-	-	-	13,388	13,388
Balance, March 31, 2024	<u>60,282,036</u>	<u>60,281</u>	<u>1,000,000</u>	<u>1,000</u>	<u>57,282,525</u>	<u>(57,695,730)</u>	<u>(62,619)</u>	<u>(414,543)</u>
Imputed interest on stockholder loans	-	-	-	-	1,485	-	-	1,485
Net loss	-	-	-	-	-	(790,642)	-	(790,642)
Other comprehensive income (loss)	-	-	-	-	-	-	(14,517)	(14,517)
Balance, June 30, 2024	<u>60,282,036</u>	<u>60,281</u>	<u>1,000,000</u>	<u>1,000</u>	<u>57,284,010</u>	<u>(58,486,372)</u>	<u>(77,136)</u>	<u>(1,218,217)</u>
Imputed interest on stockholder loans	-	-	-	-	1,375	-	-	1,375
Forgiveness of related party debt	-	-	-	-	398,649	-	-	398,649
Net income/(loss)	-	-	-	-	-	192,879	-	192,879
Other comprehensive income (loss)	-	-	-	-	-	-	(37,808)	(37,808)
Balance, September 30, 2024	<u>60,282,036</u>	<u>\$ 60,281</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>\$ 57,684,034</u>	<u>\$ (58,293,493)</u>	<u>\$ (114,944)</u>	<u>\$ (663,122)</u>
Balance, December 31, 2024	<u>60,282,036</u>	<u>\$ 60,281</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>\$ 57,683,879</u>	<u>\$ (58,245,370)</u>	<u>\$ (73,477)</u>	<u>\$ (573,687)</u>
Common shares retired	(160,500)	(161)	-	-	161	-	-	1
Net income	-	-	-	-	-	48,091	-	48,091
Other comprehensive income (loss)	-	-	-	-	-	-	9,826	9,826
Balance, March 31, 2025	<u>60,121,536</u>	<u>60,121</u>	<u>1,000,000</u>	<u>1,000</u>	<u>57,684,040</u>	<u>(58,197,279)</u>	<u>(63,651)</u>	<u>(515,769)</u>
Net loss	-	-	-	-	-	(231,728)	-	(231,728)
Other comprehensive income (loss)	-	-	-	-	-	-	(7,257)	(7,257)
Balance, June 30, 2025	<u>60,121,536</u>	<u>60,121</u>	<u>1,000,000</u>	<u>1,000</u>	<u>57,684,040</u>	<u>(58,429,007)</u>	<u>(70,908)</u>	<u>(754,754)</u>
Net income	-	-	-	-	-	218,186	-	218,186
Other comprehensive income (loss)	-	-	-	-	-	-	5,024	5,024
Balance, September 30, 2025	<u>60,121,536</u>	<u>\$ 60,121</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>\$ 57,684,040</u>	<u>\$ (58,210,821)</u>	<u>\$ (65,884)</u>	<u>\$ (531,544)</u>

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

Ealixir, Inc. and Subsidiaries
Unaudited Condensed Consolidated Statements of Cash Flows

	For the Nine Months Ended	
	September 30,	September 30,
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 34,549	\$ (312,938)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Gain on disposition - subsidiary	-	9,954
Depreciation	4,124	6,962
Amortization of operating right of use assets	6,241	55,540
Bad debt expense	32,359	189,526
Imputed interest on stockholder loans	-	4,397
Disposal of assets	15,446	-
Gain on termination of lease	(13,190)	-
Gain on forgiveness of debt	-	398,649
Changes in operating assets and liabilities:		
Accounts receivable	(708,306)	626,427
Prepaid expenses and other current assets	6,019	26,176
Other assets	-	3,000
Accounts payable and accrued expenses	311,837	(323,179)
Accounts payable - related parties	44,878	-
Deferred revenue	(153,139)	(198,694)
Other current liabilities	(22,224)	(38,210)
Taxes payable	(5,112)	(6,743)
Lease liability	-	(56,172)
Net Cash provided by (used in) Operating Activities	(446,518)	384,695
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(1,632)	(29,060)
Net Cash used in Investing Activities	(1,632)	(29,060)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	21,042	-
Stockholder loans payable	345,155	(299,673)
Net Cash provided by (used in) Financing Activities	366,197	(299,673)
Effects of currency translation on cash and cash equivalents	7,593	(38,937)
Net change in cash	(74,360)	17,025
Cash, beginning of period	101,970	53,408
Cash, end of period	\$ 27,610	\$ 70,433
Supplemental cash flow information		
Cash paid for interest	\$ 17,467	\$ 18,513
Cash paid for taxes	\$ -	\$ -
Non-cash Investing and Financing transactions:		
Due to stockholders reclassified to additional paid in capital	-	(398,649)

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

Note 1 – Nature of the Organization and Business and Significant Accounting Policies

Ealixir, Inc. (the “Company”) was incorporated in the State of Nevada on June 7, 2019 under the name Bull Run Capital Holdings, Inc. On January 8, 2020, the Company changed its name from “Bull Run Capital Holdings, Inc.” to “Budding Times Inc.” On May 21, 2020, the Company engaged in the 2020 Merger with Ealixir Privacy Services, Ltd, Dublin, Ireland, and as part of the 2020 Merger changed its name to Ealixir, Inc.

The Company is an Internet technology company specializing in the management and protection of digital identity and computertechnology rights. The Company utilizes their technological platform to provide online reputation management and digital privacy solutions for individuals and businesses.

Liquidity and Capital Resources

The Company has evaluated whether there are any conditions and events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year beyond the issuance date of these consolidated financial statements. Based on such evaluation and the Company’s current plans, which are subject to change, and the Company’s existing liquidity, there is substantial doubt regarding the Company’s ability to continue as a going concern for the next twelve months from the date these consolidated financial statements were issued. For the nine months ending September 30, 2025, the Company reported net income of \$34,549 and had an accumulated deficit of \$58,210,821 at September 30, 2025.

During these nine months the Company has completed its efforts in reducing the operational costs in order to become profitable also with a lower turnover. After the first three months that showed a significant decrease, revenues are showing a good growth both in the second quarter and in the third quarter.

The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business, and do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from uncertainty related to its ability to continue as a going concern.

The Company remains optimistic about its ability to address these uncertainties. We have several strategic initiatives underway, including the intended public filing and aggressive marketing of our products, which we believe will significantly improve our financial position. Additionally, we are exploring multiple avenues for obtaining necessary funding, including various financing activities and operational efficiencies.

The Company is committed to achieving profitable operations through the commercialization of our products and is actively seeking additional financing opportunities. Our management team is dedicated to ensuring that we maintain sufficient financial resources to support our business, financial condition, and operational goals. While there can be no absolute assurance that we will secure the required financing on acceptable terms or at all, we are confident in our strategic plan and our ability to navigate these challenges successfully.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Rule 8-03 of Regulation S-X. Accordingly, they do not include all the information and notes for complete financial statements. In the opinion of management, all adjustments (consistent of normal recurring accruals and adjustments) considered necessary for a fair presentation of the consolidated financial statements have been included. Results for the interim periods should not be considered indicative of results to be expected for a full year. Reference should be made to the consolidated financial statements and related notes thereto contained in our financial statements for the year ended December 31, 2024.

Disposal of Subsidiaries

During 2024, the Company disposed of certain subsidiaries by selling the subsidiaries to third parties in exchange for the assumption of the liabilities of the disposed subsidiaries. On September 17, 2024, the Company sold the Spanish subsidiary, Elab Hispania SL., which resulted in a gain on the sale of the subsidiary in the amount of \$2,406. This gain is included in other income (expense) on the consolidated statement of operations and comprehensive loss. The Company does not have continuing interest in this entity and the entity is no longer considered a related party following the disposition. The sale of Elab Hispania SL. had no major effect on the Company's operations and did not meet the requirements to be classified as discontinued operations.

Use of Estimates

Preparing financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made by management include, but are not limited to, assumptions used to calculate stock-based compensation, common stock issued for services, net realizable value of accounts receivables, the useful lives on property and equipment and intangible assets, the estimate of the fair value of the lease liability and related right of use assets, the recognition of revenue and the estimates of the valuation allowance on deferred tax assets and corporate income taxes.

Allowance for Uncollectible Accounts Receivable

The Company follows Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments — Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments* (known as the "current expected credit loss model" or "CECL") that is based on expected losses rather than incurred losses. We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that contractual payments due will not be collected in accordance with the terms of the agreement. The allowance for uncollectible accounts receivable was \$143,482 and \$109,575 as of September 30, 2025 and December 31, 2024, respectively.

Revenue Recognition

The Company follows the guidance in Accounting Standards Codification ("ASC") Topic 606 *Revenue From Contracts With Customers* ("ASC 606"). The core principle of ASC 606 is to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. Accordingly, the Company recognized revenue for ORM services in accordance with the following five steps outlined in ASC 606 as follows:

1. Identification of the contract, or contracts, with a customer,
2. Identification of the performance obligations in the contract, including whether they are distinct within the context of the contract
3. Determination of the transaction price, including the constraint on variable consideration
4. Allocation of the transaction price to the performance obligations in the contract
5. Recognition of revenue when, or as, performance obligations are satisfied

As reported in the consolidated Statements of Operations and Comprehensive Loss the Company reports revenue in two categories: 1) its core removal service and 2) other ancillary services. The Company's contracts with its customers are fee for service contracts under which the Company charges its customers an agreed upfront fee for the service rendered. While the Company does offer a refund if the customer is not satisfied with the service to date, the Company has never issued such a refund and therefore does not have access to information to estimate such refunds for its contracts with customers; accordingly, the Company has not recorded a provision for refunds. The Company's payment terms are 50% upon execution of the contact, 25% thirty days after execution and the final 25% sixty days after execution.

The Company recognizes the consideration due under the contracts with its customers as accounts receivable at the time it enters into the contract because the Company has an unconditional right to the consideration. The Company has identified completion of the agreed upon service as its performance obligation under its contracts with its customers. Accordingly, the Company recognizes revenue at the point in time it completes the agreed upon service. For example, the removal of negative or spurious content. The Company's billings are made in advance of completion of the performance obligation. The Company has recorded deferred revenue of \$363,409 and \$516,548 at September 30, 2025 and December 31, 2024,³⁰

respectively, in the consolidated balance sheets.

Determination of the transaction price: the transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring goods or services to the customer.

Allocation of the transaction price to the performance obligations in the contract: if the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis.

For its removal services, the Company identified the analysis and identification of the negative and spurious content to be removed as one of the performance obligations in the removal services contract. The Company completes this analysis prior to contracting with its customers for the actual removal of content. The Company allocates 50% of the total contract price to the preliminary analysis and a price for the removal of each link or deindexation performed based on the stand-alone price for the service. The Company recognizes revenue for the analysis portion of the contract upon completion of the analysis as a customer has received standalone value for the identification of the negative or spurious content. The Company recognizes revenue upon the removal of the link or completion of deindexation.

Cost of Sales

Cost of sales consist primarily of wages and related expenses for personnel directly involved in the delivery of services, sales commissions, and journalists' fees. All commissions become due and are recorded as the relevant sales invoices are collected. The aggregate cost of sales is \$542,205 and \$797,167 for the nine months ended September 30, 2025 and 2024, respectively. The aggregate cost of sales is \$176,292 and \$28,976 for the three months ended September 30, 2025 and 2024, respectively.

General and Administrative Expenses

General and administrative expenses are charged to the statement of operations and comprehensive loss as incurred. General and administrative expenses include such items as stock-based compensation, legal cost, office supplies, non-income taxes, insurance, office rental and allowance for credit losses.

Stock-Based Compensation

The Company accounts for stock awards to consultants by measuring the cost of services received in exchange for the award of equity instruments based upon the fair value of the award on the date of grant. The fair value of that award is then ratably recognized as expense over the period during which the recipient is required to provide services in exchange for that award. Stock Based compensation expense for the nine months ended September 30, 2025 and 2024 was \$0 for both periods.

Advertising and Marketing Expense

Advertising expenditures are expensed when incurred and are included in advertising and marketing expenses in the period incurred. Advertising and marketing expenses were \$6,535 and \$19,774 for the nine months ended September 30, 2025 and 2024, respectively.

Property and Equipment

Property and equipment are stated at historical value or cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The cost of maintenance and repairs is expensed as incurred. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation and amortization are removed from their respective accounts, and any gain or loss on such sale or disposal is reflected in income from operations. Estimated useful lives are as follows:

Equipment	3 - 5 years
Furniture and fixtures	7 - 10 years

Income Taxes

We account for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses and research and development credits carryforwards. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

Significant judgment is required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, we consider all available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust our valuation allowance with a corresponding impact to the provision for income taxes in the period in which such determination is made.

We apply the authoritative accounting guidance prescribing a threshold and measurement attribute for the financial recognition and measurement of a tax position taken or expected to be taken in a tax return. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more likely than not to be realized upon ultimate settlement.

Foreign Currency

The Company uses U.S. dollars ("US\$") as its reporting currency. Generally, the functional currency of the Company's international subsidiaries is the local currency. The financial statements of the Company's subsidiaries using functional currency other than US\$ are translated into U.S. dollars using month-end rates of exchange for assets and liabilities, and average rates of exchange for revenue, costs, and expenses. Translation adjustments arising from these are reported as foreign currency translation adjustments and are shown as accumulated other comprehensive income (loss) on the consolidated financial statements.

Transactions denominated in other than the functional currencies are re-measured into the functional currency of the entity at the exchange rates prevailing on the transaction dates. Financial assets and liabilities denominated in other than the functional currency are re-measured at the balance sheet date exchange rate. The resulting exchange differences are recorded in the consolidated statements of comprehensive income (loss) as foreign exchange related gain or loss.

Cash and Cash Equivalents

For the purpose of the consolidated statements of cash flows, the Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. There were no cash equivalents at September 30, 2025 and December 31, 2024. The Company held an aggregate cash balance of \$27,610 and \$101,970 as of September 30, 2025 and December 31, 2024, respectively.

Basic and Diluted Earnings/Loss per Common Share

Basic and diluted earnings or loss per share ("EPS") amounts in the consolidated financial statements are computed in accordance with Accounting Standards Codification ("ASC") 260-10, *Earnings per Share*, which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. Potentially dilutive securities are excluded from the calculation of diluted loss per share, if their effect would be anti-dilutive. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

Fair Value Measurement

ASC Topic 820, *Fair Value Measurement*, requires that certain financial instruments be recognized at their fair values at the consolidated balance sheet dates. However, other financial instruments, such as debt obligations, are not required to

be recognized at their fair values, but GAAP provides an option to elect fair value accounting for these instruments. GAAP requires the disclosure of the fair values of all financial instruments, regardless of whether they are recognized at their fair values or carrying amounts in the balance sheets. For financial instruments recognized at fair value, GAAP requires the disclosure of their fair values by type of instrument, along with other information, including changes in the fair values of certain financial instruments recognized in income or other comprehensive income. For financial instruments not recognized at fair value, the disclosure of their fair values is provided below under “Financial Instruments.”

Nonfinancial assets, such as property, plant and equipment, and nonfinancial liabilities are recognized at their carrying amounts in the Company’s balance sheets. GAAP does not permit nonfinancial assets and liabilities to be remeasured at their fair values. However, GAAP requires the remeasurement of such assets and liabilities to their fair values upon the occurrence of certain events, such as the impairment of property, plant and equipment. In addition, if such an event occurs, GAAP requires the disclosure of the fair value of the asset or liability along with other information, including the gain or loss recognized in income in the period the remeasurement occurred.

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 inputs: Based on unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs: Based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 inputs: Based on unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities, and typically reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability.

The Company did not have any Level 2 or Level 3 assets and liabilities as of September 30, 2025 and December 31, 2024.

Fair Value of Financial Instruments

The Company’s financial instruments consist of cash, accounts receivable, accounts payable, notes payable and accrued expenses. The carrying amounts of these financial instruments approximate fair value due to the short-term maturity of these instruments.

Concentration of Credit Risk

The Company maintains cash balances at financial institutions with accounts that are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. As of September 30, 2025, and December 31, 2024, the Company’s cash balance did not exceed FDIC coverage. The Company has not experienced any losses in such accounts and periodically evaluates the credit worthiness of the financial institutions and has determined the credit exposure to be negligible.

Commitments and Contingencies

Certain conditions may exist as of the date the condensed consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company’s management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company’s legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is

probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

Segment Reporting

In November 2023, the FASB issued Accounting Standards Update 2023-07 – Segment Reporting (Topic ASC 280) Improvements to Reportable Segment Disclosures. The ASU improves reportable segment disclosure requirements, primarily through enhanced disclosure about significant segment expenses. The enhancements under this update require disclosure of significant segment expenses that are regularly provided to the Chief Operating Decision Maker (“CODM”) and included within each reported measure of segment profit or loss, require disclosure of *other segment items* by reportable segment and a description of the composition of *other segment items*, require annual disclosures under ASC 280 to be provided in interim periods, clarify use of more than one measure of segment profit or loss by the CODM, require that the title of the CODM be disclosed with an explanation of how the CODM uses the reported measures of segment profit or loss to make decisions, and require that entities with a single reportable segment provide all disclosures required by this update and required under ASC 280. The Company adopted ASU 2023-07 for the annual period ending December 31, 2024.

ASC 280, *Segment Reporting*, establishes standards for companies to report in their financial statements information about operating segments products, services, geographic areas, and major customers. Operating segments are defined as components of an enterprise engaging in businesses activities for which separate financial information is available that is regularly evaluated by the Group’s chief operating decision makers in deciding how to allocate resources and assess performance. The Group’s chief operating decision maker (“CODM”) has been identified as the Chief Executive Officer, who reviews consolidated results including revenue, gross profit and operating profit at a consolidated level only. The Company does not distinguish between markets for the purpose of making decisions about resources allocation and performance assessment. Therefore, the Company has only one operating segment and one reportable segment.

Recently Issued Accounting Standards

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures (ASU 2023-09),” which improves the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the effective tax rate reconciliation and income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures. This guidance will be effective for the annual periods beginning after December 31, 2024. Early adoption is permitted. Upon adoption, the guidance can be applied prospectively or retrospectively. The Company is currently evaluating the guidance to determine its impact on our financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-03 “*Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)*” which requires disclosure each reporting period, in the notes to the financial statements, of specified information about certain costs and expenses. For public business entities, the new requirements will be effective for annual periods beginning after December 15, 2026. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating the effect of adopting this ASU.

Note 2 – Accounts Receivable

Accounts receivable, net consisted of the following as of September 30, 2025 and December 31, 2024:

	September 30, 2025	December 31, 2024
Accounts receivable	\$ 1,380,376	\$ 670,522
Allowance for doubtful accounts	(143,482)	(109,575)
Total accounts receivable	\$ 1,236,894	\$ 560,947

Bad debt expense totaled \$32,359 and \$189,526 for the periods ending on September 30, 2025 and 2024, respectively.

Note 3 – Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets were \$339,926 and \$345,945 for the periods ended September 30, 2025 and December 31, 2024. Prepaid expenses consist of upfront payments on supplier invoices and vendor contracts, tax refunds receivable on goods and services, tax paid throughout the fiscal year in certain regions that we operate in, deferred costs associated with various efforts expended by the Company while attempting to become publicly listed, security deposits on leases, and consulting expenses associated with third-party assistance in the Company's anticipated public listing.

Prepaid expenses and other current assets are as follows:

	September 30, 2025	December 31, 2024
Upfront payments	\$ 2,228	\$ 3,560
Goods and services tax receivable	99,224	92,542
Deferred offering costs	228,900	222,109
Deferred costs	7,113	10,056
Deposits	2,461	17,678
Total prepaid expenses and other current assets	\$ 339,926	\$ 345,945

Note 4 – Property and Equipment, net

A summary of property and equipment is as follows as of:

	September 30, 2025	December 31, 2024
Computer Equipment	\$ 18,862	\$ 16,817
Office Equipment	4,910	2,923
Furniture & Fixtures	-	32,273
Property and Equipment	23,772	52,013
Accumulated depreciation	(10,862)	(21,165)
Property and Equipment, net	\$ 12,910	\$ 30,848

Depreciation expense totaled \$4,124 and \$6,962 for periods ended as of September 30, 2025 and 2024, respectively.

Note 5 – Accrued Expenses

A summary of accrued expenses consists of the following for the periods ended September 30, 2025 and December 31, 2024, respectively:

	September 30, 2025	December 31, 2024
Accrued credit cards	\$ 29,683	\$ 11,107
Accrued payroll	115,856	107,902
Accrued invoices	43,326	144,541
Accrued payroll and sales taxes	302,036	175,468
Total accrued expenses	\$ 490,901	\$ 439,018

Note 6 – Operating lease

The Company had an operating lease agreement to rent office space for a four-year term. The Company's weighted average lease remaining term relating to its operating lease was 0.5 years as of December 31, 2024, with a weighted-average discount rate of 6.8%. The Company incurred \$87,972 of lease expense for its operating lease for the year ended December 31, 2024.

In January 2025 the Company terminated the lease and recognized a gain on termination of \$13,190.

Note 7 – Related Party Transactions

Stockholder Loans Payable

On May 20, 2025, the Company entered into a note payable with Mrs. Danila Pisati for a principal amount of \$200,000. The note matures in three years and bears interest at an annual rate of 4.33%. As of September 30, 2025 the balance is \$200,000 in stockholder loans payable on the balance sheet. Additionally, the interest accrued related to the stockholder loans payable has a balance of \$3,156 as of September 30, 2025, presented in accounts payable – related parties on the balance sheet.

During the third quarter, the Company received 5 loans from Mrs. Danila Pisati for a total amount of \$128,000 with an interest rate of 4.33%. These loans mature between January and September 2026. Given that Mrs. Pisati is a related party, these loans are presented in stockholder loans payable – current on the balance sheet; the accrued interest has a balance of \$553 and is presented in accounts payable – related parties on the balance sheet.

During the third quarter, the subsidiary Ealixir Hispania SL received from Mrs. Danila Pisati Euro 14,620 (\$17,155). This amount represents a financial advance, is presented in stockholder loans payable – current and does not bear any interest.

As a consequence, the balance of the Stockholder loans payable – current is \$ 145,155.

Accrued Compensation

Ealixir has several agreements in place with Mr. Enea Trevisan, the founder and former CEO of Ealixir, Inc. The first is a commercial agreement aimed at procuring new clients for the Company, effective from June 1, 2019 to December 2024, with the goal of procuring new clients for the Company. Under this agreement, Mr. Trevisan was entitled to 20% of the gross amount for each new contract signed. This agreement has been amended in 2024 and the commissions were reduced to 0% for October 2024 and 10% for November and December 2024. A new agreement has been signed in January 2025. Under this new agreement Mr. Trevisan is entitled to receive a 15% commission based on the gross amount of each new contract signed. The agreement spans twelve months and automatically renews on an annual basis. As of September 30, 2025 and December 31, 2024, amounts under these agreements due to Mr. Trevisan were \$54,952 and \$4,185, respectively, and are reflected on the balance sheet in accounts payable – related parties.

On February 1, 2024, the Company entered into an employment agreement with Mr. Trevisan to serve as a Sales Manager of Ealixir Hispania. As of September 30, 2025 and December 31, 2024, amounts under this agreement due to Mr. Trevisan were \$9,387 and \$4,185, respectively, and are reflected on the balance sheet in accounts payable – related parties.

On October 1, 2018, Ealixir entered into an employment agreement with Mrs. Danila Pisati, the founder's wife, to serve as the Managing Director of the subsidiary Ealixir Hispania. The Company disbursed \$60,619 and \$210,180 for the period ended September 30, 2025 and December 31, 2024, respectively. As of September 30, 2025 and December 31, 2024, amounts under this agreement due to Mrs. Pisati were \$9,387 and \$23,812. Mrs. Pisati previously held the position of Director at Ealixir Inc. until April 2022, during which time her salary remained unpaid resulting in accrued compensation reflected in accounts payable – related parties on the balance sheet. As of September 30, 2025 and December 31, 2024, the balance was \$90,000.

Note 8 – Gain on Forgiveness of Debt

In September 2025 and 2024, the Company recognized a total gain on forgiveness of debt in the amount of \$26,651 and \$107,024. This amount consisted of outstanding accounts payable forgiven by various suppliers. These amounts were forgiven

without any repayment obligation and have been recognized as a gain on the statement of operations and comprehensive loss in accordance with U.S. GAAP.

Note 9 – Commitments and Contingencies

Legal Matter

In the opinion of management, as of September 30, 2025 and December 31, 2024, there was not at least a reasonable possibility that the Company had incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies.

Note 10 – Stockholders’ Deficit

Common Stock

The Company is authorized to issue 300,000,000 shares of common stock with a \$0.001 par value, of which 60,121,536 and 60,282,036 shares were outstanding as of September 30, 2025 and December 31, 2024, respectively.

On January 2, 2025, the Company retired 160,500 shares of its common stock that had previously been issued to an investor. The retirement permanently reduced the number of issued and outstanding shares but did not impact total equity.

Series Z Preferred Stock

The Company is authorized to issue 10,000,000 shares of Series Z Preferred Stock, with a \$0.001 par value. 1,000,000 and 1,000,000 shares of Series Z Preferred Stock were outstanding as of September 30, 2025 and December 31, 2024, respectively.

Upon the occurrence of a liquidation event, whether voluntary or involuntary, the holders of Series Z Preferred Stock are entitled to receive net assets on a pro rata basis. Each holder of Series Z Preferred Stock is entitled to receive ratably any dividends declared by the board, if any, out of funds legally available for the payment of dividends. As used herein, liquidation event means (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Company, (ii) the purchase or redemption by the Company of shares of any class of stock or the merger or consolidation of the Company with or into any other corporation or corporations, unless (a) the holders of the Series Z Preferred Stock receive securities of the surviving corporation having substantially similar rights as the Series Z Preferred Stock and the stockholders of the Company immediately prior to such transaction are holders of at least a majority of the voting securities of the successor corporation immediately thereafter, unless the holders of the shares of Series Z Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Company’s assets, unless the holders of Series Z Preferred Stock elect otherwise. Holders of shares of Series Z Preferred Stock shall have no right to convert those shares into Common Stock or any other class of securities of the Corporation. Each one share of the Series Z Preferred Stock shall have voting rights equal to nine hundred (900) votes of Common Stock.

Note 11 – Notes Payable

In 2023, the Company held two notes with a combined original principal amount of \$97,939. In 2024, the Company entered into an additional note with a principal amount of \$51,765. The notes mature between 12 and 36 months from their respective issuance dates and bear interest at rates ranging from 3% to 6%. The aggregate outstanding balances of the notes payable were \$110,690 and \$89,648 as of September 30, 2025 and December 31, 2024, respectively.

Note 12 – Geographical Information

The following table provides details of revenue by client geography:

	Nine Months Ended September 30,	
	2025	2024
USA, Canada and Mexico	\$ 160,512	\$ 2,500
Other Americas	118,886	450,117
Europe/Middle East/Africa	1,684,901	2,010,545
Asia-Pacific	349,353	-
Total	\$ 2,313,652	\$ 2,463,162

The Company attributes revenue by country based on its customer's location at the time of delivery of service. Substantially all the Company's long-lived assets are located in Europe.

Note 13 – Segment Information

Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker ("CODM") in deciding how to allocate resources and in assessing performance. The Company's CODM is the Chief Executive Officer. The Company views its operations and manages its business as one operating segment, which includes all activities related to its clinical development programs. The determination of a single reportable segment is consistent with the financial information provided to the CODM. The CODM views and manages the Company's clinical development programs as a single reportable segment for which all operations are centralized and does not evaluate any other discrete financial information. The accounting policies of the Company's single reportable segment are the same as those for the financial statements.

Segment loss is measured as the Company's net loss as reported on the statement of operations, which includes segment expenses such as research and development and general and administrative expenses and other segment items such as interest expense. As the Company does not currently generate revenues or profit, the CODM evaluates performance, makes decisions, allocates resources, and plans future activities through analysis of segment expense information. The CODM also monitors the Company's cash and cash equivalents and net cash used in operations as reported on the balance sheet and the statement of cash flows, respectively. The measure of total segment assets is reported on the balance sheet as total assets.

Note 14 – Subsequent Events

The Company has completed an evaluation of all subsequent events after the balance sheet date of September 30, 2025 through the date the condensed consolidated financial statements were issued, to ensure that these condensed consolidated financial statements include appropriate disclosure of events both recognized in the condensed consolidated financial statements as of September 30, 2025 and events which have occurred subsequently but were not recognized in the condensed consolidated financial statements. The Company has not identified any events for which subsequent disclosure would be required, except as disclosed below.

In October and November 2025, the Company received three 12-month loans from Mrs. Danila Pisati for a total amount of \$160,000 with an interest rate of 4.33%. Given that Mrs. Pisati is a related party, these loans will be presented as stockholder loans payable on the balance sheet.