



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Innovative Holdings Alliance, Inc.

640 Belle Terre Road,
Building F, Suite 2
Port Jefferson, NY 11777

(888) 464-4424
info@ihabrands.com
SIC Code 8071

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

59,971,513 as of November 30, 2025

52,305,427 as of May 31, 2025

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

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

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

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

The company was incorporated as Auto Capital, Inc. on February 29, 1996 in Nevada. The Company changed its name to Wapro, Inc. in 1999, and changed its name again in 2000 to Royal Waterlily, Inc. The company changed its name to royal Acquisitions and Development, Inc. in 2002 and then in 2008 changed its name to Innovative Health Sciences, Inc. in Nevada. Innovative Holdings Alliance, Inc. ("Company") was formed on February 24, 2011 as a wholly owned subsidiary of Innovative Health Sciences, Inc. ("Innovative Health" or "predecessor") under the laws of the State of Delaware. Innovative Health was initially formed as Auto Capital on February 29, 1996 under the laws of the State of Nevada. Effective May 27, 2011, the Company, and Innovative Health and ISHN 10, Inc. effected a plan of merger and reorganized into a Holding Company structure, whereby the Predecessor (operating company) was merged into a newly formed wholly owned subsidiary ISHN 10, Inc. of the Company pursuant to Section 251(9) of Delaware General Corporation Laws. The Company is the Holding Company successor under the Plan of Reorganization and the old operating company, ISHN 10, Inc. was divested and declared bankruptcy under Chapter 7.

Current State and Date of Incorporation or Registration: Delaware

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

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

Delaware

Describe any trading suspension orders issued by the SEC 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:

None

Address of the issuer's principal executive office:

640 Belle Terre Road, Building F, Suite 2
Port Jefferson, NY 11777

Address of the issuer's principal place of business:

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

640 Belle Terre Road, Building F, Suite 2
Port Jefferson, NY 11777

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: Pacific Stock Transfer
Phone: (702) 361-3033
Email: www.pacificstocktransfer.com
Address: 6725 Via Austi Pkwy. Ste. 300
Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>IHAI</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>457672301 (Predecessor 457670206)</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>November 30, 2025</u>
Total shares outstanding:	<u>59,971,513</u> as of date: <u>November 30, 2025</u>
Total number of shareholders of record:	<u>97</u> as of date: <u>November 30, 2025</u>

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

None

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

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

Exact title and class of the security:	<u>Preferred Series A</u>
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>500,000</u> as of date: <u>November 30, 2025</u>
Total shares outstanding (if applicable):	<u>0</u> as of date: <u>November 30, 2025</u>
Total number of shareholders of record (if applicable):	<u>N/A</u> as of date: <u>November 30, 2025</u>

Exact title and class of the security:	<u>Preferred Series B</u>
CUSIP (if applicable):	<u>N/A</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized	<u>500,000</u> as of <u>November 30, 2025</u>
Total shares outstanding (if applicable)	<u>0</u> as of <u>November 30, 2025</u>
Total number of shareholders of record (if applicable)	<u>N/A</u> as of <u>November 30, 2025</u>

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

None

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.

One vote per common share.

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

The Series A Stock are entitled to no dividends and the Company has no redemptive right. The holders of the Series A Stock have the right to vote on any matter and the holders of the shares shall have the number of votes equal to that number of common shares which is not less than 60% of the vote required to approve any action.

The Series B Stock: the Company authorized 500,000 shares of \$.001 par value Series B Preferred Convertible Stock ("Series B Stock"). At the option of the holder, the shares are convertible into 100 shares of common stock for each share of Series B Stock. The holders of such Series B Stock are entitled to receive cumulative cash dividends equal to 15% of the issue price per share, payable quarterly beginning September 30, 2011 and continuing until the Series B Stock is redeemed or converted. In the event that the dividends are not paid in any period, the dividends accumulate and must be paid prior to dividends on the common stock or any other class of stock junior to the Series B Stock, except for the Series A Stock. The Company had no shares of Series B Stock issued and outstanding as of February 29, 2024 and, therefore, no dividends have been accrued. Voting is only for Series B related issues.

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

None

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.

None

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>May 31, 2024</u> Common: 39,955,427 Preferred: 0									
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.
February 25, 2025	<u>Issuance</u>	350,000	Common	\$63,000 (\$0.18 per share)	<u>YES</u>	Liquidax Capital LLC Daniel Drolet	Consulting related to intellectual property valuation	<u>Restricted</u>	Section 4(a)(2)
February 28, 2025	<u>Issuance</u>	5,000,000	Common	\$29,000 (\$.0006 per share)	<u>YES</u>	William Hayde	Officer compensation	<u>Restricted</u>	Section 4(a)(2)
February 28, 2025	<u>Issuance</u>	3,500,000	Common	\$31,750 (\$.0091 per share)	<u>YES</u>	Richard Botts	Officer compensation	<u>Restricted</u>	Section 4(a)(2)
February 28, 2025	<u>Issuance</u>	3,500,000	Common	\$53,750 (\$.0154 per share)	<u>YES</u>	Robert DelVecchio	Consulting compensation	<u>Restricted</u>	Section 4(a)(2)
July 19, 2025	<u>Issuance</u>	3,123,246	Common	\$31,232 (\$.001 per share)	<u>YES</u>	EROP Enterprises LLC. Vince Sbarra, Pres.	Debt conversion	<u>Unrestricted</u>	Section 4(a)(2)
July 19, 2025	<u>Issuance</u>	4,542,840	Common	\$45,428 (\$.001 per share)	<u>YES</u>	NY Farms Group, Inc. Stephen Apolant, Pres.	Debt conversion	<u>Unrestricted</u>	Section 4(a)(2)

Shares Outstanding on Date of This Report:

Ending Balance:

Date November 30, 2025

Common: 59,971,513 Preferred: 0

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

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)

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

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.)
<u>3.23.21</u>	<u>30,000</u>	<u>30,000</u>	<u>14,079</u>	<u>3.23.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>NY Farms Group, Inc. Stephen Apolant, Pres. 136 Wheatly Road Brookville, NY 11545</u>	<u>Working Capital</u>
<u>8.27.21</u>	<u>40,000</u>	<u>40,000</u>	<u>17,052</u>	<u>2.28.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804</u>	<u>Working Capital</u>
<u>10.28.21</u>	<u>25,000</u>	<u>25,000</u>	<u>10,233</u>	<u>2.28.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804</u>	<u>Working Capital</u>
<u>3.30.22</u>	<u>25,000</u>	<u>25,000</u>	<u>9,185</u>	<u>3.30.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804</u>	<u>Working Capital</u>
<u>7.14.22</u>	<u>35,000</u>	<u>35,000</u>	<u>11,842</u>	<u>7.14.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Equity Markets Adv LLC Stephen Apolant, Pres. 136 Wheatly Road Brookville, NY 11545</u>	<u>Working Capital</u>

<u>11.15.22</u>	<u>35,000</u>	<u>35,000</u>	<u>10,653</u>	<u>5.15.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Sky Direct LLC Stephen Apolant, Pres. 98 Cuttermill Rd. Ste. 441 S Great Neck, NY 11021</u>	<u>Working Capital</u>
<u>3.14.23</u>	<u>50,000</u>	<u>50,000</u>	<u>13,589</u>	<u>3.14.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Sky Direct LLC Stephen Apolant, Pres. 98 Cuttermill Rd. Ste. 441 S Great Neck, NY 11021</u>	<u>Working Capital</u>
<u>4.28.23</u>	<u>20,000</u>	<u>20,000</u>	<u>5,189</u>	<u>4.28.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Seacor Capital Inc. Lisa Ficarra, Pres. 90 Sunnyside Ave. New Rochelle, NY 10804</u>	<u>Working Capital</u>
<u>8.31.23</u>	<u>25,000</u>	<u>25,000</u>	<u>6,756</u>	<u>2.28.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>DRB Consulting Inc. David Behanna, Pres. 187 Symphony Drive Lake Grove, NY 11755</u>	<u>Working Capital</u>
<u>1.11.24</u>	<u>100,000</u>	<u>100,000</u>	<u>18,877</u>	<u>7.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Sky Direct LLC Stephen Apolant, Pres. 98 Cuttermill Rd. Ste. 441 S Great Neck, NY 11021</u>	<u>Working Capital</u>
<u>1.11.24</u>	<u>25,576</u>	<u>25,576</u>	<u>3,380</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Mallory Atkinson</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>2,000</u>	<u>2,000</u>	<u>264</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Richard Botts</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>44,500</u>	<u>44,500</u>	<u>5,880</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Lanier Davenport</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>2,340</u>	<u>2,340</u>	<u>309</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Blake Fabiani</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>188,000</u>	<u>188,000</u>	<u>24,842</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Robert Harbin</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>1.11.24</u>	<u>10,000</u>	<u>10,000</u>	<u>1,321</u>	<u>1.11.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share</u>	<u>Larry C Williams 484 Ivy Park Lane Atlanta, GA 30342</u>	<u>Pursuant to the Premergy Inc. Acquisition</u>
<u>2.20.24</u>	<u>30,000</u>	<u>30,000</u>	<u>4,267</u>	<u>2.20.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Mohsen Khorassani 6 Marwood Rd. Port Washington, NY 11050</u>	<u>Working Capital</u>

<u>6.10.24</u>	<u>20,000</u>	<u>20,000</u>	<u>2,358</u>	<u>6.10.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Justin Boyle P.O. Box 10246 Blacksburg, VA 24062</u>	<u>Working Capital</u>
<u>6.20.24</u>	<u>25,000</u>	<u>25,000</u>	<u>2,893</u>	<u>6.20.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Jack Brooks 20314 Hunters Point Drive Georgetown, TX 78633</u>	<u>Working Capital</u>
<u>7.9.24</u>	<u>25,000</u>	<u>25,000</u>	<u>2,789</u>	<u>7.9.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Gordon Holmes 295 Palmas Inn Way Ste 104 PMB115 Humacao, PR 00791</u>	<u>Working Capital</u>
<u>9.30.24</u>	<u>25,000</u>	<u>25,000</u>	<u>2,334</u>	<u>6.30.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Clearthink Capital Partners, LLC Steven Hart 10 Times Square, 5th New York, NY 10018</u>	<u>Working Capital</u>
<u>12.2.24</u>	<u>10,000</u>	<u>10,000</u>	<u>796</u>	<u>6.30.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Mohsen Khorassani 6 Marwood Rd. Port Washington, NY 11050</u>	<u>Working Capital</u>
<u>1.9.25</u>	<u>25,000</u>	<u>25,000</u>	<u>1,781</u>	<u>7.9.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Ionix Inc. Violet Lin, Pres. 1338 Storm Pkwy., Ste. D Torrance, CA 90501</u>	<u>Working Capital</u>
<u>1.21.25</u>	<u>20,000</u>	<u>20,000</u>	<u>2,058</u>	<u>7.21.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>DRB Consulting Inc. David Behanna, Pres. 187 Symphony Drive Lake Grove, NY 11755</u>	<u>Working Capital</u>
<u>3.25.25</u>	<u>10,000</u>	<u>10,000</u>	<u>822</u>	<u>3.25.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>DRB Consulting Inc. David Behanna, Pres. 187 Symphony Drive Lake Grove, NY 11755</u>	<u>Working Capital</u>
<u>4.23.25</u>	<u>12,000</u>	<u>12,000</u>	<u>581</u>	<u>4.23.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Sky Direct LLC Stephen Apolant, Pres. 98 Cuttermill Rd. Ste. 441 S Great Neck, NY 11021</u>	<u>Working Capital</u>
<u>4.30.25</u>	<u>10,000</u>	<u>10,000</u>	<u>469</u>	<u>4.30.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Ionix Inc. Violet Lin, Pres. 1338 Storm Pkwy., Ste. D Torrance, CA 90501</u>	<u>Working Capital</u>
<u>6.27.25</u>	<u>10,500</u>	<u>10,500</u>	<u>359</u>	<u>6.27.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Ionix Inc. Violet Lin, Pres. 1338 Storm Pkwy., Ste. D Torrance, CA 90501</u>	<u>Working Capital</u>
<u>7.10.25</u>	<u>30,000</u>	<u>30,000</u>	<u>940</u>	<u>7.10.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Clearthink Capital Partners, LLC Steven Hart 10 Times Square, 5th New York, NY 10018</u>	<u>Working Capital</u>

<u>8.6.25</u>	<u>15.000</u>	<u>15.000</u>	<u>381</u>	<u>8.6.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Ionix Inc. Violet Lin, Pres. 1338 Storm Pkwy., Ste. D Torrance, CA 90501</u>	<u>Working Capital</u>
<u>10.14.25</u>	<u>50.000</u>	<u>50.000</u>	<u>515</u>	<u>10.14.26</u>	<u>Convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share</u>	<u>Equity Markets Adv LLC Stephen Apolant, Pres. 136 Wheatly Road Brookville, NY 11545</u>	<u>Working Capital</u>

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

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

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.

Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com).

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

On March 14, 2023, IHAI Brands, Inc. a newly formed, Delaware corporation and wholly owned subsidiary of Innovative Holdings Alliance, Inc., (the "Company") entered into a Brand License Agreement with M2Bio Sciences Food and Beverage (Pty) Ltd., ("M2Bio" or the "Licensor"). M2Bio has a range of nutritional food and beverage products that are stocked by more than 100 stores in South Africa. M2Bio also conducts research into sustainable products using primarily hemp and mycelium and is developing various cosmetics and complementary medicines using plant-based active ingredients. The Brand License gives the Company the right to be the first in the United States to market the following lines of products (the "Licensed Products"), by selling direct to consumers via its own ecommerce websites, via wholesale channels to other ecommerce and retail brick-and-mortar stores, via affiliates and influencers.

On December 30, 2023, the Company acquired all the operational assets of Premergy, Inc. ("Premergy") related to Premergy's intellectual properties ("IP") for dual/multi-chemistry battery system, adaptive energy regeneration and battery control system algorithms. These IP's s provide the end user with;

1. Increased vehicle range and battery efficiency in excess of 20%.
2. Improved thermal management and reduced battery stress resulting in improved vehicle performance and extended battery useful life.
3. Total charging costs ("TCO") reduced with the range improvement and adaptive energy regeneration technology.
4. Reduced voltage variability provides a more constant voltage out and greater efficiency.
5. Competitive "sticker" pricing. Reduced thermal management components lowers associated manufacturing cost.

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

IHABrands, Inc.

C. Describe the issuers' principal products or services.

Food and Beverage retail products.

Licensing Premergy's IP technologies

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company does not own any real property. Operational office space is being provided by the CEO in Port Jefferson, NY on an as needed basis at no cost to the Company.

Effective July 1, 2024, the Company entered into a lease for virtual office space in Alpharetta GA through December 31, 2024 with an initial base rent of \$59 per month. This lease automatically renews at the end of each calendar year with a base rent of \$70 per month and may be cancelled at any time upon 30 days advance written notice after the initial lease term.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

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
William Hayde	<u>CEO</u>	Port Jefferson, NY	<u>5,250,000</u>	<u>Common</u>	<u>10.04%</u>	
Richard Botts	<u>CTO</u>	Alpharetta, GA	<u>7,707,800</u> <u>Beneficially</u> <u>owned as a</u> <u>shareholder</u> <u>of Premergy</u>	<u>Common</u>	<u>14.74%</u>	
Richard Botts Shareholder Voting Trust	<u>Owners of</u> <u>more than 5%</u>	Alpharetta, GA	<u>15,936,000</u> <u>Beneficially</u> <u>owned as</u> <u>shareholders</u> <u>of Premergy</u>	<u>Common</u>	<u>30.47%</u>	Richard Botts
Premergy, Inc.	<u>Owner of</u> <u>more than 5%</u>	Alpharetta, GA	<u>30,000,000</u>	<u>Common</u>	<u>57.36%</u>	Richard Botts

GoLanier.Com, Inc. and Denson Street Technologies, Inc.	<u>Owners of more than 5%</u>	Alpharetta, GA	<u>3,046,075 Beneficially owned as shareholders of Premergy</u>	<u>Common</u>	<u>5.82%</u>	Lanier Davenport
Robert DelVecchio	<u>Owners of more than 5%</u>	Shoreham, NY	<u>4,500,000</u>	<u>Common</u>	<u>8.60%</u>	Robert DelVecchio

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

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

None

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

None

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

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) **Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Michael A. Littman, Esq.
Address 1: 7609 Ralston Rd.
Address 2: Arvada, CO 80002
Phone: (720) 530-6184
Email: malatty@aol.com

Accountant or Auditor

Name: DiPiazza LaRocca Heeter & Co., LLC
Firm: DiPiazza LaRocca Heeter & Co., LLC
Address 1: 510 Office Park Dr., Suite 100
Address 2: Birmingham, AL 35223
Phone: (205) 875-9973
Email: mstewart@dlhcpa.com

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

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

Other Service Providers

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

Name: David R. Behanna, CPA
Firm: DRB Consulting Inc.
Nature of Services: Accounting and Consulting
Address 1: 187 Symphony Dr
Address 2: Lake Grove, NY 11755
Phone: (631) 482-1725
Email: dave@drbcpapc.com

9) Disclosure & Financial Information

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

Name: David R Behanna, CPA
Title: Accountant
Relationship to Issuer: Consultant

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

- IFRS
 U.S. GAAP

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

Name: David R Behanna, CPA
Title: Accountant
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ CPA

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

⁵ 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.

The certifications shall follow the format below:

I, William Hayde certify that:

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

January 26 2025 [Date]

/s/ William Hayde [CEO's Signature]

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

Principal Financial Officer:

I, William Hayde certify that:

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

January 26, 2025 [Date]

/s/ William Hayde [CFO's Signature]

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

Innovative Holdings Alliance, Inc.
Consolidated Financial Statements
November 30, 2025
(Unaudited)

Innovative Holdings Alliance, Inc.
Index to Consolidated Financial Statements
November 30, 2025

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INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	November 30, 2025	May 31, 2025
ASSETS		
CURRENT ASSETS		
Cash	\$ 691	\$ 357
Prepaid expenses	3,125	6,875
Deposit	10,501	10,501
TOTAL CURRENT ASSETS	14,317	17,733
FIXED ASSETS		
Property and equipment, net	52,283	60,203
TOTAL FIXED ASSETS	52,283	60,203
OTHER ASSETS		
Intangible assets, net of accumulated amortization	5,570,944	5,815,725
TOTAL OTHER ASSETS	5,570,944	5,815,725
TOTAL ASSETS	\$ 5,637,544	\$ 5,893,661
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 394,973	\$ 404,138
Convertible notes payable	974,916	919,416
TOTAL CURRENT LIABILITIES	1,369,889	1,323,554
Commitments (Note 9)		
STOCKHOLDERS' (DEFICIT)		
Series A Preferred shares, \$.001 par value, 500,000 shares authorized; 0 shares issued and outstanding	-	-
Series B Convertible shares, \$.001 par value, 500,000 shares authorized; 0 shares issued and outstanding	-	-
Common shares, \$.001 par value, 500,000,000 shares authorized, 59,971,513 and 52,305,427 shares issued and outstanding at November 30, 2025 and May 31, 2025, respectively	59,971	52,305
Additional paid-in-capital	9,180,498	9,111,503
Accumulated (deficit)	(4,972,814)	(4,593,701)
TOTAL STOCKHOLDERS' (DEFICIT)	4,267,655	4,570,107
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	\$ 5,637,544	\$ 5,893,661

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended November 30,		For the six months ended November 30,	
	2025	2024	2025	2024
REVENUE	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES	49,448	122,625	87,591	241,395
(LOSS) FROM OPERATIONS	(49,448)	(122,625)	(87,591)	(241,395)
OTHER (EXPENSES)				
Loss on impairment of intellectual property	(120,969)	(152,486)	(244,781)	(308,149)
Interest Expense	(20,627)	(18,053)	(46,741)	(35,599)
(LOSS) BEFORE PROVISION FOR INCOME TAXES	(191,044)	(293,164)	(379,113)	(585,143)
Provision For Income Taxes	-	-	-	-
NET (LOSS)	<u>\$ (191,044)</u>	<u>\$ (293,164)</u>	<u>\$ (379,113)</u>	<u>\$ (585,143)</u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES:				
Basic	<u>59,971,513</u>	<u>39,955,427</u>	<u>57,874,806</u>	<u>39,955,427</u>
Fully Diluted	<u>120,216,345</u>	<u>86,455,427</u>	<u>118,119,638</u>	<u>86,455,427</u>

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT)
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2025

	Series A Preferred Shares		Series B Preferred Shares		Common Shares		Additional	Accumulated	Total
	\$.001 Par Value		\$.001 Par Value		\$.001 Par Value		Paid In	(Deficit)	Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	(Deficit)	(Deficit)
BALANCES, May 31, 2025	-	\$ -	-	\$ -	52,305,427	\$ 52,305	\$ 9,111,503	\$ (4,593,701)	\$ 4,570,107
Common shares issued									
from the conversion of									
convertible notes payable	-	-	-	-	7,666,086	7,666	68,995	-	76,661
Net (loss)	-	-	-	-	-	-	-	(188,069)	(188,069)
BALANCES, August 31, 2025	-	\$ -	-	\$ -	59,971,513	\$ 59,971	\$ 9,180,498	\$ (4,781,770)	\$ 4,458,699
Net (loss)	-	-	-	-	-	-	-	(191,044)	(191,044)
BALANCES, November 30, 2025	-	\$ -	-	\$ -	59,971,513	\$ 59,971	\$ 9,180,498	\$ (4,972,814)	\$ 4,267,655

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT)
FOR THE SIX MONTHS ENDED NOVEMBER 30, 2024

	Series A Preferred Shares		Series B Preferred Shares		Common Shares		Additional	Accumulated	Total
	\$.001 Par Value		\$.001 Par Value		\$.001 Par Value		Paid In	(Deficit)	Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital		(Deficit)
BALANCES, May 31, 2024	-	\$ -	-	\$ -	39,955,427	\$ 39,955	\$ 8,946,353	\$ (1,906,404)	\$ 7,079,904
Net (loss)	-	-	-	-	-	-	-	(291,980)	(291,980)
BALANCES, August 31, 2024	-	\$ -	-	\$ -	39,955,427	\$ 39,955	\$ 8,946,353	\$ (2,198,384)	\$ 6,787,924
Net (loss)	-	-	-	-	-	-	-	(293,163)	(293,163)
BALANCES, November 30, 2024	-	\$ -	-	\$ -	39,955,427	\$ 39,955	\$ 8,946,353	\$ (2,491,547)	\$ 6,494,761

(See independent accountant's audit report and
accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the six months ended November 30,	
	2025	2024
Cash flows from operating activities:		
Net (loss)	\$ (379,113)	\$ (585,143)
Amortization of intangible asset	-	18,750
Depreciation	7,920	7,920
Adjustments to reconcile net (loss) to net cash flows used in operating activities;		
Decrease in prepaid expenses	3,750	2,970
Loss on impairment of intellectual property	244,781	308,149
Increase in accounts payable and accrued expenses	17,496	161,726
Net cash (used) in operating activities	(105,166)	(85,628)
Cash flows from investing activities:		
Addition to intellectual property	-	(11,051)
Net cash (used) in financing activities	-	(11,051)
Cash flows from financing activities:		
Proceeds from convertible notes payable	105,500	95,000
Net cash provided by financing activities	105,500	95,000
Net increase (decrease) in cash	334	(1,679)
Cash at beginning of the period	357	2,674
Cash at end of the period	\$ 691	\$ 995
Supplemental Disclosures:		
Non-cash investing activities:		
Common shares issued from the conversion of convertible notes payable	\$ 76,661	\$ -

(See accompanying notes to consolidated financial statements)

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
November 30, 2025

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Operations

Innovative Holdings Alliance, Inc. (“IHAI” or “the Company”) was organized on February 24, 2011 under the laws of the State of Delaware. The Company has had no operations since April 2017.

IHAI Brands, Inc. (“IHAIB”) was organized on March 13, 2023 under the laws of the State of Delaware as a wholly-owned subsidiary of IHAI for the sole purpose of entering into the brand licensing agreement as more fully described in NOTE 3.

Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount 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 reported period. Estimates include the valuation on deferred tax assets and valuation of stock issued for services. Actual results could differ from those estimates.

Cash and Cash Equivalents

IHAI considers all highly liquid cash investments with an original maturity of twelve months or less to be cash equivalents.

Property and Equipment

Property and equipment is stated at cost. Maintenance and repairs are expensed as incurred. Upon sale or disposition of assets, any gain or loss is included in the consolidated financial statements of operations. The cost of property and equipment is depreciated using the straight line method over the estimated useful lived of the assets when placed in service, which range from five to ten years.

Intellectual Property

The Company’s intangible assets consist of patents on its technology, recorded at cost. Cost is based on third party expenditures for patent acquisitions and applications. IHAI will begin amortizing the intangibles over their estimated remaining useful life when it begins revenue-producing activities. IHAI will determine the useful lives of its intangible assets after considering the specific facts and circumstances related to each intangible asset. Factors that will be considered when determining useful lives include the contractual term of any agreement related to the asset, the historical performance of the asset, the long-term strategy for using the asset, any laws or other local regulations could impact the useful life of the asset, and other economic factors, including competition and specific market conditions.

Impairment of Long-lived Assets

Potential impairments of long-lived assets are reviewed when events or changes in circumstances indicate a potential impairment may exist. In accordance with ASC 360-10, “Property, Plant and Equipment – Overall”, impairment is determined when estimated future undiscounted cash flows associated with an asset are less than the asset’s carrying value. The reserve for impairment for obsolescence as of November 30, 2025 and May 31, 2025 was \$970,469 and \$725,688, respectively.

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
November 30, 2025

Stock Based Compensation Expense

The Company records stock-based compensation in accordance with the provisions of FASB ASC 718, “Accounting for Stock Compensation,” which establishes accounting standards for transactions in which an entity exchanges its equity instruments for goods or services. In accordance with guidance provided under ASC Topic 718, the Company recognizes an expense for the fair value of its stock awards at the time of grant and the fair value of its outstanding stock options as they vest, whether held by employees or others. As of November 30, 2025 and May 31, 2025, there were no stock awards or options outstanding.

Convertible Debentures

The Company adopted the guidance in Accounting Standards Updated (“ASU”) 2020-06, “Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity” on January 1, 2022. ASU 2020-06 simplifies an issuer’s accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features. The Company adopted ASU 2020-06 utilizing the modified retrospective method, which resulted in an immaterial impact to the Company.

Income Taxes

The Company has adopted Financial Accounting Standards Board (“FASB”) Account Standards Codification (“ASC”) 740-10, “Accounting for Income Taxes”, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. The Company’s federal tax return and any state tax returns are not currently under examination.

Going Concern

As of November 30, 2025, the Company has minimal assets, accumulated operating losses of \$4,972,814 since its inception in February of 2011 and no revenues between April 2017 and August 2025, all of which raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. However, the Company is currently addressing its liquidity issues by continually seeking investment capital through private placement of common stock and debt. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will be able to complete any additional sales of our equity securities or that we will be able to arrange for other financing to fund our planned business activities.

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
November 30, 2025

NOTE 2 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at:

	<u>November 30, 2025</u>	<u>May 31, 2025</u>
Equipment	\$ 9,681	\$ 9,681
Vehicle	<u>72,303</u>	<u>72,303</u>
	81,984	81,984
Less: Accumulated Depreciation	<u>(29,701)</u>	<u>(21,781)</u>
	<u>\$ 52,283</u>	<u>\$ 60,203</u>

Depreciation expense for the three months ended November 30, 2025 and 2024 was \$7,920.

NOTE 3 – INTANGIBLE ASSET

On March 14, 2023, IHAIB (“Licensee”) entered into a licensing agreement with M2Bio Sciences Food and Beverage, Ltd, a South African company, (“the Licensor”) to market products in the United States on a non-exclusive basis under the Dr. AnnaRx, Medspresso and Liviana trademarked brands (“Licensed Products”) for \$75,000. This agreement has an initial term of two years and will automatically renew for successive one year terms unless extended by mutual agreement or terminated in writing, by either party, at least sixty (60) days prior to the end of the current term. In addition, IHAIB was required to start marketing the Licensed Products on March 31, 2023 through Licensor approved sales channels at wholesale and retail pricing agreed upon by the parties on a quarterly basis. The \$75,000 license fee was paid for by IHAI issuing 375,000 shares of restricted common stock valued at \$.20 per share. This fee was amortized on a straight-line basis over the initial two year term of the agreement. The amortization expense was \$0 and \$18,750 for the six months ended November 30, 2025 and 2024, respectively, and is included in operating expenses.

Intellectual property at November 30, 2025 and May 31, 2025 in the amounts of \$5,570,944 and \$5,815,725 are presented net of impairment reserves of \$970,469 and \$725,688, respectively. The intellectual property includes patents of systems, methods and apparatus for various generator chargers, as well as technology for battery charging and power management, adaptive regeneration systems for electric vehicles, dynamic control of configuration of electrical systems, control schemes and intelligent battery selection for electric vehicles, electric vehicles, intelligent circuit control for solar panel systems, and battery systems for electric vehicles, that were acquired on January 11, 2024 as part of the asset acquisition from Premergy, plus legal fees subsequently incurred directly related to these patents and additional patent applications. The Company recognized impairment of value of the patents of \$244,781 and \$308,149 for the six months ended November 30, 2025 and 2024, respectively.

NOTE 4 – CAPITAL STOCK

Preferred Shares

The authorized preferred stock of the Company consists of 20,000,000 shares, \$.001 par value. The preferred stock may be issued in separate series from time to time as the Board of Directors of the Company may determine by resolution, unless the nature of a particular

INNOVATIVE HOLDINGS ALLIANCE, INC. and SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
November 30, 2025

transaction and applicable statutes require shareholder approval. The rights, preferences and limitations of each series of preferred stock may differ, including without limitation, the rate of dividends, method and nature of payment of dividends, terms of redemption, amounts payable on liquidation, sinking fund provisions (if any) conversion rights (if any) and voting rights.

Series A Preferred Stock

In connection with an amendment to the articles of incorporation of the Company, the Company authorized 500,000 shares of \$.001 par value Series A Preferred Stock (“Series A Stock”). The Series A Stock are entitled to no dividends and the Company has no redemptive right. The holders of the Series A Stock have the right to vote on any matter and the holders of the shares shall have the number of votes equal to that number of common shares which is not less than 60% of the vote required to approve any action. The Company had no shares of Series A Stock issued and outstanding as of November 30, 2025.

Series B Preferred Convertible Stock

In connection with an amendment to the articles of incorporation of the Company, the Company authorized 500,000 shares of \$.001 par value Series B Preferred Convertible Stock (“Series B Stock”). At the option of the holder, the shares are convertible into 100 shares of common stock for each share of Series B Stock. The holders of such Series B Stock are entitled to receive cumulative cash dividends equal to 15% of the issue price per share, payable quarterly beginning September 30, 2011 and continuing until the Series B Stock is redeemed or converted. In the event that the dividends are not paid in any period, the dividends accumulate and must be paid prior to dividends on the common stock or any other class of stock junior to the Series B Stock, except for the Series A Stock. The Company had no shares of Series B Stock issued and outstanding as of November 30, 2025 and, therefore, no dividends have been accrued.

Common Stock

IHAI is authorized to issue 500,000,000 shares of \$.001 voting common stock. The Company had 59,971,513 and 52,305,427 shares of common stock issued and outstanding as of November 30, 2025 and May 31, 2025, respectively.

On July 19, 2025, the holder of a convertible note dated March 23, 2021 with a face value \$20,000 elected to convert the entire note, plus accrued interest of \$11,232.46, at the conversion price of \$.01 per share into 3,123,246 shares of restricted common stock.

On July 22, 2025, the holder of a convertible note dated June 7, 2021 with a face value \$30,000 elected to convert the entire note, plus accrued interest of \$15,428.40, at the conversion price of \$.01 per share into 4,542,840 shares of restricted common stock.

NOTE 5 – CONVERTIBLE NOTES PAYABLE

On March 23, 2021, the Company issued a convertible note to an unrelated party for \$30,000 with a maturity date of September 30, 2021. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,504 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$14,079. As of November 30, 2025, this note has an extended maturity date through March 23, 2026.

On August 27, 2021, the Company issued a convertible note to an unrelated party for \$40,000 with a maturity date of August 27, 2022. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$2,005 for the six months ended November 30, 2025.

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The total accrued interest on this note as of November 30, 2025 was \$17,052. As of November 30, 2025, this note has an extended maturity date through February 28, 2026.

On October 28, 2021, the Company issued a convertible note to an unrelated party for \$25,000 with a maturity date of October 28, 2022. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,253 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$10,233. As of November 30, 2025, this note has an extended maturity date through February 28, 2026.

On March 30, 2022, the Company issued a convertible note to an unrelated party for \$25,000 with a maturity date of March 30, 2023. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,253 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$9,185. As of November 30, 2025, this note has an extended maturity date through March 30, 2026.

On July 14, 2022, the Company issued a convertible note to an unrelated party for \$35,000 with a maturity date of July 14, 2023. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,755 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$11,842. As of November 30, 2025, this note has an extended maturity date through July 14, 2026.

On November 15, 2022, the Company issued a convertible note to an unrelated party for \$35,000 with a maturity date of November 15, 2023. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,755 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$10,653. As of November 30, 2025, this note has an extended maturity date through May 15, 2026.

On March 14, 2023, the Company issued a convertible note to an unrelated party for \$50,000 with a maturity date of March 14, 2024. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$2,507 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$13,589. As of November 30, 2025, this note has an extended maturity date through March 14, 2026.

On April 28, 2023, the Company issued a convertible note to an unrelated party for \$20,000 with a maturity date of April 29, 2024. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,003 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$5,189. As of November 30, 2025, this note has an extended maturity date through April 28, 2026.

On August 31, 2023, the Company issued a convertible note to an unrelated party for \$25,000 with a maturity date of August 31, 2024. Interest accrues and is payable on the first day of each calendar month at a rate of 12% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.05 per share through the maturity date. Interest expense for this convertible note was \$1,504 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$6,756. As of November 30, 2025, this note has an extended maturity date through February 28, 2026.

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On January 11, 2024, the Company issued a convertible note to an unrelated party for \$100,000 with a maturity date of January 11, 2025. Interest accrues and is payable on the first day of each calendar month at a rate of 10% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$5,014 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$18,877. As of November 30, 2025, this note has an extended maturity date through July 11, 2026.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$25,576 with a maturity date of January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$898 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$3,380.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$2,000 with a maturity date of January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$70 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$264.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$44,500 with a maturity date of January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$1,562 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$5,880.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$2,340 with a maturity date of January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$82 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$309.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$188,000 with a maturity date of January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$6,598 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$24,842.

On January 11, 2024, as a result of the asset purchase agreement, the Company issued a convertible note to an unrelated party for \$10,000 with a maturity date of January 11, 2026. Interest accrues and is payable upon its maturity at a rate of 7% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after twelve months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.50 per share through the maturity date. Interest expense for this convertible note was \$351 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$1,321.

On February 20, 2024, the Company issued a convertible note to an unrelated party for \$30,000 with a maturity date of February 20, 2025. Interest accrues and is payable on the first day of each calendar month at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months of issuance, in whole or in part, into shares of

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restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,203 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$4,267. As of November 30, 2025, this note has an extended maturity date through February 20, 2026.

On June 10, 2024, the Company issued a convertible note to an unrelated party for \$20,000 with a maturity date of June 10, 2025. Interest accrues monthly and is payable upon maturity at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$802 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$2,358. As of November 30, 2025, this note has an extended maturity date through June 10, 2026.

On June 20, 2024, the Company issued a convertible note to an unrelated party for \$25,000 with a maturity date of June 20, 2025. Interest accrues monthly and is payable upon maturity at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,003 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$2,893. As of November 30, 2025, this note has an extended maturity date through June 20, 2026.

On July 9, 2024, the Company issued a convertible note to an unrelated party for \$25,000 with a maturity date of July 9, 2025. Interest accrues monthly and is payable upon maturity at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,003 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$2,789. As of November 30, 2025, this note has an extended maturity date through July 9, 2026.

On September 30, 2024, the Company issued a promissory note to an unrelated party for \$25,000 with a maturity date of September 30, 2025. Interest accrues monthly and is payable upon maturity at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,003 for the year ended March 31, 2025. The total accrued interest on this note as of November 30, 2025 was \$2,334. As of November 30, 2025, this note has an extended maturity date through June 30, 2026.

On December 2, 2024, the Company issued a promissory note to an unrelated party for \$10,000 with a maturity date of December 31, 2025. Interest accrues monthly and is payable upon maturity at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$401 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$796. As of November 30, 2025, this note has an extended maturity date through June 30, 2026.

On December 17, 2024, the Company entered into a Securities Purchase Agreement (“SPA”) with an unrelated third party that granted it an option to purchase up to \$150,000 of convertible notes, in its sole discretion, through May 15, 2025. Each convertible note will have a term of one year, accrue interest at a rate of 8% per annum on the unpaid balance payable at the maturity date, will be convertible at the sole discretion of the holder at any time after six months from the date of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date and will be secured by only the test vehicle to the extent of the outstanding balance plus accrued interest.

On January 9, 2025, the Company received \$25,000 and issued a convertible note pursuant to the SPA dated December 17, 2024 with a maturity date of January 9, 2026. This leaves \$125,000 of convertible notes that can be purchased under this SPA. Interest expense for this convertible note was \$1,003 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$1,781. As of November 30, 2025, this note has an extended maturity date through July 9, 2026.

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On January 21, 2025, the Company issued a convertible note to an unrelated party for \$20,000 with a maturity date of January 21, 2026. Interest accrues and is payable monthly at a rate of 12% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$1,203 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$2,058. . As of November 30, 2025, this note has an extended maturity date through July 21, 2026.

On March 25, 2025, the Company issued a convertible note to an unrelated party for \$10,000 that matures on March 25, 2026. Interest accrues and is payable monthly at a rate of 12% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$602 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$822.

On April 23, 2025, the Company issued a convertible note to an unrelated party for \$12,000 that matures on April 23, 2026. Interest accrues and is payable monthly at a rate of 12% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$481 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$581.

On April 30, 2025, the Company received \$10,000 and issued a convertible note pursuant to the SPA dated December 17, 2024 with a maturity date of April 30, 2026. The SPA expired on May 15, 2025 and, as such, no more convertible notes were issued under this agreement. Interest expense for this convertible note was \$401 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$469.

On June 27, 2025, the Company issued a convertible note to an unrelated party for \$10,500 that matures on June 27, 2026. Interest accrues and is payable monthly at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months from the date of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$359 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$359.

On July 10, 2025, the Company issued a convertible note to an unrelated party for \$30,000 that matures on July 10, 2026. Interest accrues and is payable monthly at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months from the date of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$940 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$940.

On August 6, 2025, the Company issued a convertible note to an unrelated party for \$15,000 that matures on August 6, 2026. Interest accrues and is payable monthly at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months from the date of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$381 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$381.

On October 14, 2025, the Company issued a convertible note to an unrelated party for \$50,000 that matures on October 14, 2026. Interest accrues and is payable monthly at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months from the date of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date. Interest expense for this convertible note was \$515 for the six months ended November 30, 2025. The total accrued interest on this note as of November 30, 2025 was \$515.

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NOTE 6 – INCOME TAXES

As of November 30, 2025, the Company had a net operating loss carry forward of approximately \$4,973,000 that may be available to reduce future years' taxable income in varying amounts through 2039. Future tax benefits which may arise as a result of these losses have not been recognized in these consolidated financial statements, as their realization is determined not likely to occur and, accordingly, the Company has recorded a full valuation allowance equal to the deferred tax asset relating to this tax loss carry-forward of approximately \$1,044,300 as of November 30, 2025.

The Company periodically evaluates the likelihood of the realization of deferred tax assets, and adjusts the carrying amount of the deferred tax assets by the valuation allowance to the extent the future realization of the deferred tax assets is not judged to be more likely than not. The Company considers many factors when assessing the likelihood of future realization of its deferred tax assets, including its recent cumulative earnings experience by taxing jurisdiction, expectations of future taxable income or loss, the carry-forward periods available to the Company for tax reporting purposes, and other relevant factors.

Future changes in the unrecognized tax benefit will have no impact on the effective tax rate due to the existence of the valuation allowance. The Company estimates that the unrecognized tax benefit will not change significantly within the next twelve months. The Company will continue to classify income tax penalties and interest as part of operating expenses in its consolidated statements of operations and comprehensive loss. There were no interest or penalties accrued as of November 30, 2025.

NOTE 7 – COMMITMENTS

Effective July 1, 2024, the Company entered into a lease for virtual office space through December 31, 2024 with an initial base rent of \$59 per month. This lease automatically renews at the end of each calendar year with a base rent of \$70 per month and may be cancelled at any time upon 30 days advance written notice after the initial lease term. This lease automatically renewed on December 31, 2024. On August 12, 2025, the Company requested termination of the lease for virtual office space agreement entered into on July 1, 2024. This request was granted with an effective date of December 31, 2025.

On June 5, 2024, IHAI entered into a Business Development Agreement (the "Agreement") with an entity, whose beneficial owner is also a convertible note holder, to provide certain business development services to assist the Company's business development efforts related to its battery charging technology on a part-time, non-exclusive, basis for a term of one year. As compensation for providing the services, the Company agreed to issue 100,000 shares of restricted common stock quarterly in arrears based on substantiated work performed. As of November 30, 2025, the Company has not received any documentation to substantiate any work performed and, as such has not accrued any amount due under this Agreement.

On April 1, 2025, IHAI entered into a Representation Agreement (the "Agreement") with an entity to provide certain patent infringement consulting services as well as IP asset management services and solutions on a part-time, non-exclusive, basis for a term of one year, unless extended by mutual written agreement of the parties. This Agreement requires a monthly statement of work supplied with 5 days after the end of each month. As compensation for providing these services, the Company agreed to pay a monthly retainer of \$8,500 or, at the Company's option, shares of restricted common stock equal to \$8,500 at \$.04 per share or the closing price the day before the invoice is due, whichever is higher. In addition, the Company agreed to pay 3.5% of the net amount received from any patent infringement settlement and 15% of any negotiated license agreement determined on a case-by-case basis. As of November 30, 2025, the Company has not received any documentation to substantiate any work performed and, as such has not accrued any amount due under this Agreement.

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NOTE 9 – SUBSEQUENT EVENTS

On January 14, 2026, the Company issued a convertible note to an unrelated party for \$25,000 that matures on January 14, 2027. Interest accrues and is payable monthly at a rate of 8% per annum on the unpaid balance. This note is convertible at the sole discretion of the holder at any time after six months from the date of issuance, in whole or in part, into shares of restricted common stock at a rate of \$.01 per share through the maturity date.

Management has evaluated subsequent events through January 26, 2026, the date the financial statements were available to be issued, and has determined that there are no other events that would require an adjustment to, or disclosure in, the financial statements as of November 30, 2025.