# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## Viper Networks, Inc.

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7899

**Annual Report**
**For the Period Ending:** 12.31.2025 (the "Reporting Period")

**Outstanding Shares**
The number of shares outstanding of our Common Stock was:

6,563,597,467 as of December 31, 2025

6,563,597,467 as of December 31, 2024

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

**Change in Control**
Indicate by check mark whether a Change in Control[1] 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.

Tinglefoot Mining, Inc. from February 28, 1983 – February 26, 1996
Baja Pacific International, Inc. from February 26, 1996 – October 7, 1998
Taig Ventures, Inc., from October 7, 1998 – September 14, 2000
Viper Networks, Inc. from September 14, 2000 - Present

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Incorporated in the State of Utah on February 28, 1983
Redomiciled to Nevada in May 2005

The Issuer is currently active in the State of Nevada.

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:

On November 1, 2024, the Company, and Andera Capital and Erik Levitt, individually, entered into a share exchange agreement, whereby the Company acquired 2,500,000 shares of Hammer Fiber Optics Holdings Corp (OTCPink: HMMR) common stock in exchange for 92,550,000 shares of the Company's Series B preferred stock. The Company acquired 100% of the units of Endstream Communications, LLC, 100% of the units of 1stPoint Communications, LLC, 100% of the stock of American Network, Inc and 10% of the shares of Wikibuli, Inc in exchange for the 2,500,000 shares of HMMR common stock. The Company and related party shareholders agreed to convert all outstanding related party liabilities of 1stPoint Communications, LLC (now 0Wire Communications, LLC) and Endstream Communications, LLC in exchange for an additional 8,870,000 shares of Series B Preferred stock. The Company also agreed with Farid Shouekani to convert all outstanding liabilities in exchange for an additional 18,660,250 shares of Series B Preferred stock as well as an additional 81,550,000 shares of Series B preferred stock in exchange for executive services provided since 2006. These shares have not yet been issued and have been recorded as stock payable.

On September 1, 2025 the Company entered into an employment agreement with an executive. The executive will receive 200,000 shares of Series B preferred stock, which will vest equally during the first three years of the executive's employment. On November 15, 2025, the Company entered into a consulting agreement with an existing advisor. The consultant will receive 10,000,000 shares of the Company's common stock and is not subject to a vesting period.

Each share of Series B Preferred Stock is convertible into 200 shares of common stock and each share of Series B Preferred Stock is entitled to 600 votes per share.

The address(es) of the issuer's principal executive office:

200 East Big Beaver
Troy, Michigan 48083

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: Pacific Stock Transfer Company
Phone: 800-785-7782
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 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: | VPER | |
| Exact title and class of securities outstanding: | Common Stock | |
| CUSIP: | 92762R105 | |
| Par or stated value: | $0.00001 | |
| Total shares authorized: | 20,000,000,000 | as of date: 12.31.25 |
| Total shares outstanding: | 6,563,597,467 | as of date: 12.31.25 |
| Total number of shareholders of record: | 615 | as of date: 12.31.25 |

***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 securities outstanding: | Preferred Series A | |
| CUSIP: | None. | |
| Par or stated value: | $0.001 | |
| Total shares authorized: | 250,000,000 | as of date: 12.31.25 |
| Total shares outstanding: | 5,317,600 | as of date: 12.31.25 |
| Total number of shareholders of record: | 2 | as of date: 12.31.25 |

| | | |
|---|---|---|
| Exact title and class of securities outstanding: | Preferred Series B | |
| CUSIP: | None. | |
| Par or stated value: | $0.001 | |
| Total shares authorized: | 250,000,000 | as of date: 12.31.25 |
| Total shares outstanding: | 17,289,422 | as of date: 12.31.25 |
| Total number of shareholders of record: | 7 | as of date: 12.31.25 |

***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.**

1 to 1 voting.

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

Preferred A stock has 1 to 100 voting and 1 to 100 conversion to common stock.
Preferred B stock has 1 to 600 voting and 1 to 200 conversion to common stock.

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.**

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**

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:<br>Opening Balance<br>Date 12.31.24<br>Common: 6,563,597,467<br>Preferred A: 5,317,600<br>Preferred B: 17,289,422 | | | *Right-click the rows below and select "Insert" to add rows as needed. | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Date of Transaction** | **Transaction type (e.g. new issuance, cancellation, shares returned to treasury)** | **Number of Shares Issued (or cancelled)** | **Class of Securities** | **Value of shares issued ($/per share) at Issuance** | **Were the shares issued at a discount to market price at the time of issuance? (Yes/No)** | **Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).** | **Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided** | **Restricted or Unrestricted as of this filing.** | **Exemption or Registration Type.** |

| | |
|---|---|
| Shares Outstanding on Date of This Report:<br><br>Ending Balance Ending Balance:<br><br>Date December 31, 2025<br>Common: 6,563,597,467<br><br>Preferred A: 5,317,600<br><br>Preferred B: 17,289,422 | |

**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.<br><br>*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:

N/A

**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.otcmarkets.com).

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

Viper Networks, Inc., and its subsidiaries, (the "Company" or "Viper" or "the Issuer"), service five market segments: Over-the-Top ("OTT") services, fixed wireless access services, mobility, smart city technology and renewable energy generation in a single platform that can be deployed in challenging markets globally as part of its Everything Wireless Telecommunications + Energy strategy.

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

0Wire Communications, LLC (formerly 1stPoint Communications, LLC)
ZeroWire Wholesale LLC d/b/a/ 0Wire Wholesale, LLC
0Wire [CARICOM] LLC
ZeroWire Hosting LLC d/b/a 0Wire Hosting, LLC
Endstream Communications, LLC
American Network, Inc.

C. Describe the issuers' principal products or services.

The company's Everything Wireless: Telecom+Energy strategy includes five pillars: Over-the-Top ("OTT") services, which includes wholesale voice, wholesale messaging, wholesale roaming and hosting technology, fixed wireless services delivered in certain

markets in the United States, mobility services, smart city services and renewable energy generation. To date the Company has not yet engaged in renewable energy generation.

## 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The issuer does not have any material leases, properties or facilities. The Company's equipment used to deliver services is housed in commercial colocation facilities via license agreements and these facilities are not owned by the Company.

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

| 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 |
|---|---|---|---|---|---|---|
| Farid Shouekani | Chairman and President | Rochester Hills, MI | 38,442,088 | Common Shares | 0.67% | |
| Farid Shouekani | Chairman and President | Rochester Hills, MI | 8,088,832 | Series B Preferred | 55.07% | |
| Erik B. Levitt | CEO and CFO, Treasurer | New York, NY | 0 | N/A | 0% | |
| Kristen A. Vasicek | CAO and Secretary | Midland, TX | 0 | N/A | 0% | |
| Nichole Chick | VP Engineering and Project Management | Miami, FL | 0 | N/A | 0% | |
| Oldenn Sylvert | VP Wholesale Sales | Orlando, FL | 0 | N/A | 0% | |
| Michael Schelin | VP Mobility and Numbering | Baldwin Park, CA | 0 | N/A | 0% | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Andera Capital | Strategic Business Advisor | Summit, NJ | 0 | N/A | 0 | Daniel Pulver |
| Bassim Alkhafaji | Strategic Business Advisor | Shelby Township, MI | 22,406,082 | Common Shares | 0.39% | |
| Abed Almajid Al Mashhoor | >5% | UAE | 1,831,208 | Series B Preferred | 12.47% | |
| Housam Hajyousif | >5% | Orland Park, IL | 328,400,000 | Common Shares | 5.69% | |
| Ronald G. Weaver | >5% | Irvine, CA | 100,000 | Series A Preferred | 1.467% | |

Mr. Levitt, Andera Capital, Ms. Vasicek, Ms. Chick, Mr. Sylvert and Mr. Schelin have not yet received any shares of stock. The shares have been reflected as stock payable.

**7) Legal/Disciplinary History**

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

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

None

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

None

**8) 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: Jeff Turner
Address 1: 897 W Baxter Dr.
Address 2: South Jordan, UT 84095
Phone: (801) 810-4465
Email: jeff@jdt-legal.com

Accountant or Auditor

Name: Boladale Lawal
Firm: Boladale Lawal & Co
Address 1: 720 Grey Street, Unit 65
Address 2: N3S0K2 Ontario Canada
Phone: 1(548)882-8787
Email: boladale@bwlprofessionalservices.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

*All other means of Investor Communication:*

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

**9) Financial Statements**

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

☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)[2]:

Name: Erik B. Levitt
Title: Principal Financial Officer
Relationship to Issuer: Executive of Issuer
Describe the qualifications of the person or persons who prepared the financial statements:

Erik B. Levitt has over 35 years of professional experience as a senior executive in the telecommunications sector. Most recently he held positions as the Principal Financial Officer of Hammer Fiber Optics Holdings Corp (OTCPK: HMMR). He was the CEO of Core Technology Services, Inc from 1995 until its sale to Access Integrated Technologies, where he was the President & COO of AccessIT Managed Services until 2007. He was the CEO and CFO of Endstream Communications from 2007 until its sale to Hammer in 2018, and was the CEO and CFO of 1stPoint Communications from 2012 until its sale to Hammer in 2018. Mr. Levitt holds a bachelor of science in International Business and Organizational Communications from the Stern School of Business at New York University.

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

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

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Erik B. Levitt certify that:

1. I have reviewed this Disclosure Statement for Viper Networks, 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.

[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.

February 2, 2026

/s/ Erik B. Levitt

*Principal Financial Officer:*

I, Erik B. Levitt certify that:

I have reviewed this Disclosure Statement for Viper Networks, Inc.;

1. 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

2. 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.

February 2, 2026

/s/ Erik B. Levitt

# VIPER NETWORKS, INC.



# UNAUDITED FINANCIAL STATEMENTS
# FOR THE YEAR ENDED DECEMBER 31, 2025

# VIPER NETWORKS, INC.

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# Viper Networks, Inc.
# Balance Sheets
# (UNAUDITED)

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| **Current Assets** | | |
| **Cash and cash equivalents** | $ 57,683 | $ 31,093 |
| **Accounts Receivable** | 348,720 | 310,749 |
| **Security Deposits** | 3,316 | 7,316 |
| **Prepaid Expenses** | 40,672 | 30,296 |
| **Inventory** | 254,830 | 254,830 |
| **Total Current Assets** | 705,221 | 634,284 |
| **Fixed Assets** | | |
| **Property and equipment, net** | 24.322 | 28,252 |
| **Machinery, net** | 15,726 | 15,726 |
| **Total Other Assets** | 40,048 | 43,978 |
| **Intangible Assets, net** | 2,146,763 | 2,300,833 |
| **TOTAL ASSETS** | **$ 2,892,032** | **$ 2,979,095** |
| **LIABILITIES AND STOCKHOLDERS' DEFICIT** | | |
| **Liabilities** | | |
| **Accounts payable and accrued expenses** | $ 1,043,396 | $ 1,028,639 |
| **Loans** | 312,067 | 314,264 |
| **Due to related parties** | 270,900 | 278,761 |
| **Total Current Liabilities** | 1,626,363 | 1,621,664 |
| **Long-Term Liabilities** | - | - |
| **Total Long-Term Liabilities** | - | - |
| **Total Liabilities** | **1,626,363** | **1,621,664** |
| **Stockholders' Deficit** | | |
| **Preferred Series A stock, par value $0.001, 250,000,000 shares authorized, 5,317,600 and 6,817,600 shares issued and outstanding as of December 31, 2025, and December 31, 2024, respectively.** | 5,318 | 5,318 |
| **Preferred Series B stock, par value $0.001, 250,000,000 shares authorized, 17,289,422 and 17,289,422 shares issued and outstanding as of December 31, 2025, and December 31, 2024, respectively.** | 17,290 | 17,290 |
| **Common stock, par value $0.00001, 20,000,000,000 shares authorized, 6,563,597,467 and 5,868,597,467 shares issued and outstanding as of December 31, 2025, and December 31, 2024, respectively.** | 656,359 | 656,359 |

| | | |
|---|---|---|
| **Stock payable** | 1,817,958 | 1,781,958 |
| **Treasury stock, at cost** | (223,028) | (223,028) |
| **Additional Paid-In Capital** | 83,564,110 | 83,564,110 |
| **Accumulated deficit** | (84,572,338) | (84,444,576) |
| **Total Stockholders' Equity (Deficit)** | 1,265,669 | 1,357,431 |
| **TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY** | **$ 2,892,032** | **$ 2,979,905** |

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

# Viper Networks, Inc.
# Statement of Operations
# (UNAUDITED)

| | For the year ended December 31, 2025 | For the year ended December 31, 2024 |
|---|---|---|
| **Revenues, net of discount** | $ 5,546,493 | $ 936,597 |
| **Cost of Goods Sold** | 4,295,513 | 653,197 |
| **Gross Profit (Loss)** | 1,250,980 | 283,400 |
| | | |
| **Operating Expenses** | | |
| **General and Administrative Expenses** | 1,051,801 | 501,435 |
| **Depreciation Expense** | 45,250 | 9,255 |
| **Amortization Expense** | 154,071 | 25,669 |
| **Total Operating Expenses** | 1,251,122 | 536,359 |
| | | |
| **Net Operating Loss** | (142) | (252,959) |
| | | |
| **Other Income (Expenses)** | | |
| **Interest Expense** | (39,624) | (4,037) |
| **Financing Expense** | (67,030) | (19,032) |
| **Other Income** | 1,029 | 2,058 |
| **Other Expenses** | (21,995) | (11,153,569) |
| **Income (Less) from Nonconsolidated Subsidiary** | - | - |
| **Total Income (Expense)** | (127,620) | (11,174,580) |
| | | |
| **Net Income (Loss)** | **$ (127,762)** | **$ (11,427,539)** |
| | | |
| **Earnings per share - Basic and diluted** | $ (0.00) | $ (0.00) |
| | | |
| **Weighted average common shares outstanding - Basic and diluted** | 6,563,597,467 | 6,563,597,467 |

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

**Viper Networks, Inc.**

**Statement of Stockholders' Deficit**

**For the Twelve Months Ended December 31, 2025**

**(UNAUDITED)**

| | Common Stock, par value $0.0001 | | Preferred Stock, Series A par value $0.001 | | Preferred Stock, Series B par value $0.001 | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | | Accumulated Deficit | Stock Payable | Treasury Stock | Stockholder' Deficit |
| **Balance December 31, 2023** | **5,868,597,467** | **$ 586,859** | **6,817,600** | **$ 6,818** | **17,289,422** | **$ 17,290** | **$ 72,296,826** | **$ (73,017,037)** | **$ 72,000** | **$ (223,028)** | **$ (260,272)** |
| Adjustment of prior shares issued | - | - | - | - | - | - | 144,500 | - | - | - | 144,500 |
| Common shares issued pursuant to subscription agreement | 270,000,000 | 27,000 | - | - | - | - | 40,500 | - | - | - | 67,500 |
| Common shares issued pursuant to marketing agreement | 275,000,000 | 27,500 | - | - | - | - | - | - | - | - | 27,500 |
| Conversion of Series Preferred A to Common Shares | 150,000,000 | 15,000 | (1,500,000) | (1,500) | - | - | (13,500) | - | - | - | - |
| Contribution of common stock payable | - | - | - | - | - | - | - | - | (72,000) | - | (72,000) |
| Series B Stock to be issued pursuant to Share Exchange Agreement | - | - | - | - | - | - | 11,095,784 | - | 1,781,958 | - | 12,877,742 |
| Opening Balance Equity | | - | | - | | - | - | - | | | - |
| Net loss | - | - | - | - | - | - | - | (11,427,539) | - | - | (11,427,539) |
| **Balance December 31, 2024** | **6,563,597,467** | **$656,359** | **5,317,600** | **$5,318** | **17,289,422** | **$17,290** | **$ 83,564,110** | **$ (84,444,576)** | **$ 1,781,958** | **$ (223,028)** | **$ 1,357,431** |
| Common shares issued pursuant to Regulation A Issuance | - | - | - | - | - | - | - | - | 15,000 | - | 15,000 |
| Series B Stock issued pursuant to Employment Agreement | - | - | - | - | - | - | - | - | 16,000 | - | 16,000 |
| Common Stock issued pursuant to Consulting Agreement | - | - | - | - | - | - | - | - | 5,000 | - | 5,000 |
| Net loss | - | - | - | - | - | - | - | (127,762) | - | - | (127,762) |
| **Balance December 31, 2025** | **6,563,597,467** | **$656,359** | **5,317,600** | **$5,318** | **17,289,422** | **$17,290** | **$ 83,564,110** | **$ (84,572,338)** | **$ 1,817,958** | **$ (223,028)** | **$ 1,265,669** |

*The accompanying notes are an integral part of these consolidated financial statement*

# Viper Networks, Inc.
# Statement of Cash Flows
# (UNAUDITED)

| | For the Year Ended December 31, 2025 | For the Year Ended December 31, 2024 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| **Net Loss** | **$ (127,762)** | **$ (11,427,539)** |
| **Adjustments to reconcile net loss to net cash flows provided in (used by) operating activities:** | | |
| **Shares issued for services** | 21,000 | 27,500 |
| **Depreciation and amortization expense** | 199,320 | 34,924 |
| **Loss on acquisition** | - | 11,153,569 |
| **Changes in operating assets and liabilities** | | |
| **Accounts receivable** | (37,971) | - |
| **Deposits** | 4,000 | - |
| **Prepaid Expenses** | (10,376) | - |
| **Inventory** | - | (12,294) |
| **Accounts payable** | 14,757 | 224,811 |
| **Net cash provided by (used in) operating activities** | **62,968** | **971** |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| **Purchase of property and equipment** | (41,320) | (30,841) |
| **Net cash provided by investing activities** | (41,320) | (30,841) |
| **FINANCING ACTIVITIES** | | |
| **Accrued Salaries** | - | - |
| **Repayment of Loans** | (10,058) | (6,581) |
| **Proceeds from Subscription Agreements** | 15,000 | 67,500 |
| **Additional Paid-In Capital** | - | - |
| **Common Stock** | - | - |
| **Preferred Stock – Series A** | - | - |
| **Preferred Stock – Series B** | - | - |
| **Net cash provided by financing activities** | **4,942** | **60,919** |
| **Net change in cash** | 26,590 | 31,049 |
| **Cash at beginning of period** | 31,093 | 44 |
| **Cash at end of period** | **$ 57,683** | **$ 31,093** |
| **SUPPLEMENTAL DISCLOSURE OF CASH FLOW ACTIVITIES** | | |
| Cash paid for interest | $ 39,624 | $ 21,325 |
| Cash paid for taxes | $ - | $ - |

**NON-CASH INVESTING AND FINANCING ACTIVITIES**

| | | | | |
|---|---|---|---|---|
| Conversion of Series Preferred A to Common Shares | $ | - | $ | 15,000 |
| Acquisition of subsidiaries | $ | - | $ | 1,709,958 |

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

**VIPER NETWORKS, INC. AND SUBSIDIARIES**
**Notes to the Unaudited Financial Statements December 31, 2025**

## NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Viper Networks, Inc., and its subsidiaries, (the "Company" or "Viper" or "the Issuer"), service five market segments: Over-the-Top ("OTT") services, fixed wireless access services, mobility, smart city technology and renewable energy generation in a single platform that can be deployed in challenging markets globally as part of its Everything Wireless Telecommunications + Energy strategy.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

***Basis of presentation***

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP" or "GAAP"). The accompanying unaudited financial statements have been prepared on a basis consistent with GAAP for financial information. In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods are not necessarily indicative of the results expected for any future period.

***Principles of Consolidation***

The accompanying consolidated financial statements of the Company include the accounts of its wholly owned subsidiaries.

***Use of estimates***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

***Cash equivalents***

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. As of December 31, 2025, the Company had no cash equivalents besides what was in the cash balances as of those dates.

***Fair value of financial instruments***

The Company adopted the provisions of FASB Accounting Standards Codification ("ASC") 820 (the "Fair Value Topic") which defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements.

The Fair Value Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Market approach—Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources.

Cost approach—Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

Income approach—Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with significant frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Example of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that are market participants would use in pricing the asset or liability.

The carrying amount of the Company's financial assets and liabilities, such as cash, accounts receivable, prepaid expenses, inventory, accounts payable, and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximates the fair value of such liabilities based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2025.

***Commitments and contingencies***

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

***Revenue recognition***

The Company recognizes revenue in accordance with ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606).

Under ASU 2014-9, the Company recognizes revenue when its customers obtain control of the promised good or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. The Company applies the following five-step: (i) identify the contract(s) with a customer; (ii) identify the performance obligation(s) in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligation(s) in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation.

At contract inception, once the contract is determined to be within the scope of ASU 2014-09, the Company identifies the performance obligation(s) in the contract by assessing whether the goods or services promised within each contract are distinct. The Company then recognizes revenue for the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

***Income taxes***

The Company follows Section 740-10-30 of the FASB ASC, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. 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.

The Company adopted section 740-10-25 of the FASB ASC ("Section 740-10-25") with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

***Stock-based compensation***

In December 2004, the FASB issued FASB ASC No. 718, *Compensation – Stock Compensation* ("ASC No. 718"). Under ASC No. 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant. The Company applies this statement prospectively.

Equity instruments ("instruments") issued to other than employees are recorded on the basis of the fair value of the instruments, as required by ASC No. 718. FASB ASC No. 505, *Equity Based Payments to Non-Employees*, defines the measurement date and recognition period for such instruments. In general, the measurement date is when either (a) a performance commitment, as defined, is reached or (b) the earlier of (i) the non-employee performance is complete or (ii) the instruments are vested. The measured value related to the instruments is recognized over a period based on the facts and circumstances of each particular grant as defined in the FASB ASC.

There are no outstanding options or warrants as of December 31, 2025.

***Net loss per share***

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB ASC. Basic earnings per share is computed by dividing net loss available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted earnings per share is computed by dividing net loss available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially dilutive debt or equity.

There were no potentially dilutive shares outstanding as of December 31, 2025.

## NOTE 3 – LIQUIDITY AND CAPITAL RESOURCES

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The net loss for the twelve months ended December 31, 2025, was $127,620, and the Company has approximately $84.572 million of accumulated deficit. The Company does not have a source of revenue sufficient to cover its operation costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through selling of common stock in order to implement its business plan, or merge with another operating company. Management is currently evaluating several investment opportunities which are at various stages of due diligence. Given the complex nature of such investigations and negotiations, management cannot predict when any future investments will be consummated. There can be no assurance that the Company will be successful in these efforts in order to continue as a going concern.

## NOTE 4 – CAPITAL STOCK

The Company's authorized capital at December 31,2025, is 20,000,000,000 common shares with a par value of $0.00001 per share, of which there are 6,563,597,467 shares issued and outstanding. There are 250,000,000 preferred Series A shares with a par value of $0.001 per share, of which there are 5,317,600 shares issued and outstanding as of December 31, 2024. There are 250,000,000 preferred Series B shares with a par value of $0.001 per share, of which there are 17,289,422 shares issued and outstanding as of December 31, 2025.

On February 4, 2022, the Company issued 1,150,000 Series B preferred stock to the owner of EcoTech Solutions Inc. Each share of Series B Preferred Stock is convertible into 200 shares of common stock and each share of Series B Preferred Stock is entitled to 200 votes per share.

During the twelve months ended December 31, 2023, the Company cancelled 1,150,000 shares of Series B preferred stock related to the previous acquisition of EcoTech Solutions Inc. as a result of a separation agreement.

During the three months ended March 31, 2023, the Company issued 100,000,000 shares of common stock with a fair value of $40,000 pursuant to a subscription agreement.

During the nine months ended September 30, 2023, the Company issued 1,500,000 shares of Series A preferred stock with a fair value of $60,000 pursuant to a consulting agreement.

During the nine months ended September 30, 2023, the Company issued 5,217,600 shares of Series A preferred stock from conversion of debt.

During the nine months ended September 30, 2023, the Company issued 3,750,000 shares of Series B preferred stock from conversion of accrued but unpaid compensation of $150,000.

During the nine months ended September 30, 2024 the Company issued 270,000,000 shares of Common stock pursuant to a subscription agreement.

During the nine months ended September 30, 2024 the Company issued 275,000,000 shares of Common stock pursuant to a subscription agreement.

During the nine months ended September 30, 2024 the Company converted 1,500,000 shares of Series A preferred stock into 150,000,000 shares of Common stock.

As of December 31, 2025, there is a balance of Stock Payable of $1,817,958 which is due to related parties as Series B preferred stock and common stock.

## NOTE 5 – WARRANTS

The company has no outstanding warrants as of December 31, 2025.

## NOTE 6 – INCOME TAXES

Management did not provide any current U.S. federal income tax provision or benefit for the current or any prior periods because the Company has experienced operating losses since inception. Management has determined that the Company does not have any uncertain tax positions and associated unrecognized benefits that would impact the consolidated financial statements or related disclosures.

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases 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. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities. The net deferred tax assets and liabilities included in the financial statements consist of the following amounts at December 31, 2022 and have not been updated:

| | |
|---|---|
| Deferred Tax Assets: | |
| Net operating loss carryforwards | $15,134,596 |
| Total | 15,134,596 |
| Less valuation allowance | $(15,134,596) |

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, historical taxable income including available net operating loss carryforwards to offset taxable income, and projected future taxable income in making this assessment.

Past and future changes in the ownership of the Company may place limitations on the use of these net operating losses pursuant to Section 382 of the Internal Revenue Code.

## NOTE 7 – ACCRUED COMPENSATION AND RELATED PARTY TRANSACTIONS

The Company converted the accrued compensation of one officer to Series B Preferred stock during the period ended December 31, 2024. There is no accrued compensation currently due. The Series B Preferred stock has not yet been issued and is reflected as Stock Payable in the current financial statements.

The Company converted all notes payable to officers and two related parties into Series B Preferred stock during the period ended December 31, 2024. The stock has not yet been issued and is reflected as Stock Payable in the current financial statements.

Advances from related parties consisted of the following at December 31, 2025 and December 31, 2024:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| Athena Brown (Related Party of Chairman) | 14,830 | 14,563 |
| Jinan Haba (Related Party to Chairman) | 1,766 | 1,465 |
| Ameer Shouekani | 0 | 0 |
| Farid Shouekani (Chairman and President) | 36,991 | 0 |
| Bashir Imam | 30,906 | 30,906 |
| Hala Shouekani (Related Party to Chairman) | 4,352 | 4,352 |
| Mustafa Alsamarae | 10,000 | 10,000 |
| Ayman Shouekani | 14,500 | 14,500 |
| Total Advances | $ 113,345 | $ 75,786 |

The due to related party consists of unsecured advances to the Company, from shareholders, related parties, and officer of the company.

Loans from both related parties and unrelated parties totaled $582,967 and $593,025 as of December 31, 2025 and December 31, 2024, respectively. Such advances will be repaid upon the increase in operations and as additional cashflow becomes available.

## NOTE 8 – ACQUISITIONS

The Company adopted the provisions of FASB Accounting Standards Codification (“ASC”) 805 (“Business Combinations”) which defines business combinations, establishes a framework for accounting for business combinations under U.S. GAAP, and expands on the disclosures about business combinations.

The Company adopted the provisions of FASB Accounting Standards Codification (“ASC”) 323 (“Investments—Equity Method and Joint Ventures”) which discusses specific guidance on applying the equity method of accounting to investments in partnerships, unincorporated joint ventures, and limited liability companies under U.S. GAAP, and expands on the disclosures about investments in partnerships, unincorporated joint ventures, and limited liability companies being accounted for under the Equity Method.

On November 27, 2021, the Company and the owners of EcoTech Solutions Inc. (“EcoTech”) entered into a share exchange agreement, whereby the Company would acquire all of the issued and outstanding shares of EcoTech on the date of acquisition. On February 3, 2022, the Company issued 1,150,000 Series B preferred stock to the owner of EcoTech, to acquire the entire operations of the business, in exchange of all of its issued and outstanding stock, which was a total of 230,000,000 shares on the date of acquisition. The cost of the acquisition of EcoTech by the Company were measured based on the fair value of the assets received, which was valued at approximately $1,692,598. There were no transaction costs incurred as part of this acquisition. There were no gains or losses recognized due to the acquisition of EcoTech. On August 1, 2023, the Company and the owners of EcoTech signed a separation agreement to cease combined business operations. The 1,150,000 Series B preferred shares issued to EcoTech was returned to the Company and the internal accounts were settled.

On August 7, 2024, the Company signed a definitive agreement to purchase the telecommunications business of Hammer Fiber Optics Holdings Corp in exchange for 2.5 million shares of HMMR common stock. The business included Endstream Communications, LLC, 1stPoint Communications, LLC and all of its subsidiaries, American Network, Inc. and twenty percent of the stock of Wikibuli, Inc.

1stPoint Communications and its subsidiaries hold multiple state CLEC (Competitive Local Exchange Carrier) licenses as well as a nation-wide CMRS (Commercial Mobile Radio Services) license. The company operates an extensive carrier services hosting business

as well as a web hosting business, data center colocation services at three commercial colocation facilities in the United States, and operates a fixed wireless network in Northern Alabama. 1stPoint has also developed a business providing ESIM (electronic SIM) services to other operators, which includes texting services. 1stPoint's long term objective is to provide such services to its markets in the United States and the Eastern Caribbean. Almost all of its revenues are recurring. Endstream Communications is a wholesale voice service provider with both a voice termination and origination practice. The majority of Endstream's revenues are consistent from month-to-month. In acquiring these businesses, the Company expanded into three distinct, but fully integrated business practices: telecommunications, smart city and energy generation.

On August 7, 2024, the Company entered into a Share Exchange Agreement with Erik B. Levitt and Andera Capital. Under the terms of the Share Exchange Agreement the company exchanged shares of Series B preferred stock for the 2.5 million shares of HMMR common stock. The company agreed to convert all outstanding Series A preferred stock into common stock, and convert 6,289,422 million shares of Series B preferred stock into common stock. Farid Shouekani agreed to convert outstanding notes payable into Series B preferred stock. Erik Levitt and three related parties agreed to convert their existing notes payable held by Endstream Communications and 1stPoint Communications into Series B preferred stock. The Company also agreed to other corporate actions inclusive of a name change to 0Wire, Inc.

The Company closed the acquisition of Endstream Communications and 1stPoint Communications on November 1, 2024, and the acquisition of American Network Inc. is pending final approval under the FCC streamlined approval process. The Company recognized revenues from these newly acquired subsidiaries beginning November 1, 2024, on a consolidated basis. On December 15, 2025, 1stPoint Communications, LLC was renamed 0Wire Communications, LLC.

On September 12, 2024, the Company engaged Boladale Lawal & Co to perform an audit of the Company's financial statements and the consolidated financial statements of Endstream Communications and 1stPoint Communications and its subsidiaries, with the intention of achieving reporting with the Securities and Exchange Commission and as required by 17 CFR 210 Regulation S-X.

On November 1, 2024, the Company appointed Erik B. Levitt as the Chief Executive Officer and appointed Mr. Levitt to the Board of Directors. On the same date the Company appointed Kristen Vasicek as the Chief Administrative Officer and appointed Ms. Vasicek as the Secretary of the Board of Directors. Ms. Vasicek will continue in her role as Chief Operating Officer of 1stPoint Communications and Endstream Communications, and a Director of 1stPoint's Caribbean subsidiaries. Farid Shouekani remains the Company's Chairman and President. Both Mr. Levitt and Mr. Shouekani will be active in the Company's day-to-day operations of both the telecommunications business practice as well as the smart city and energy business practices. The staff of 1stPoint Communications, LLC will immediately assume all operations of the Company including financial accounting, bringing most functions in-house.

On February 1, 2025, 1stPoint Communications, LLC was renamed 0Wire Communications, LLC, consistent with the intention to rebrand the Company's operations to 0Wire. On April 1, 2025 the Company organized 0Wire Wholesale, LLC and 0Wire Hosting, LLC in the state of Wyoming.

## NOTE 9 –SUBSEQUENT EVENTS

None.