



**AMPLIPAY GROUP INC.**

A Nevada Corporation

2385 NW Executive Center Drive, Suite 100,  
Boca Raton, FL 33431

Phone: (561) 270-6077

Web: [www.amplipay.ai](http://www.amplipay.ai)

E-mail: [investors@amplipay.ai](mailto:investors@amplipay.ai)

**Annual Report**

For the period ending December 31, 2025 (the "Reporting Period")

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

11,325,656 as of March 26, 2026 (*Current Reporting Period Date or More Recent Date*)

11,325,656 as of December 31, 2025 (*Most Recent Completed Fiscal Year End*)

**Shell Status**

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

Yes:

No:

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

Yes:

No:

**Change in Control**

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

Yes:

No:

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

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

**Corporate name history:**

AmpliPay Group Inc. – 6/12/2025 – present

Osyka Corporation - 3/29/2010 – 6/12/2025

Vana Blue, Inc. - 1/18/2008 – 3/29/2010

Employer, Inc. - 2/16/2007 – 1/18/2008

Crosspoint Group, Inc. - 8/04/2005 – 2/16/2007  
RX Technology Holdings, Inc. - 02/2000 – 8/04/2005  
Valley Excavating & Trucking, Inc. - 9/26/1997 – 02/2000

Current State and Date of Incorporation or Registration: Nevada – September 26, 1997  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
Not applicable.

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:  
None.

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

On June 12, 2025, the Company's corporate action to (i) change the name of the Company to AmpliPay Group Inc., (ii) reverse stock split of the Corporation's common stock, par value \$0.001, at a ratio of 1-for-500; and (iii) a Minimum Share Adjustment, whereby any shareholder holding fewer than 100 shares post-split would have their holdings increased to 100 shares, was declared effective by the Financial Industry Regulatory Authority.

Address of the issuer's principal executive office:

2385 NW Executive Center Drive, Suite 100, Boca Raton, FL 33431

Address of the issuer's principal place of business:

Check box 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: 702-361-3033  
Email: [cjohnson@pacificstocktransfer.com](mailto:cjohnson@pacificstocktransfer.com)  
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

### Publicly Quoted or Traded Securities:

Trading symbol:	APGP
Exact title and class of securities outstanding:	Common Stock
CUSIP:	688763200
Par or stated value:	\$0.001
Total shares authorized:	599,000,000 as of date: December 31, 2025
Total shares outstanding:	11,325,656 as of date: December 31, 2025
Total number of shareholders of record:	442 as of date: December 31, 2025

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

Exact title and class of the securities:	Series A Preferred Stock
Par or stated value:	\$0.001
Total shares authorized:	1,000 as of date: December 31, 2025
Total shares outstanding:	1,000 as of date: December 31, 2025
Total number of shareholders of record:	2 as of date: December 31, 2025

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

Not applicable.

**Security Description:**

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

The following summary description of the common stock of the issuer (“we”, “our” or “us”) is based on the provisions of our articles of incorporation as amended (“Articles of Incorporation”), as well as our bylaws (“Bylaws”), and the applicable provisions of the Nevada Revised Statutes (“Nevada Law”). This information is qualified entirely by reference to the applicable provisions of our Articles of Incorporation, Bylaws and Nevada Law.

*Voting Rights*

Holders of our common stock are entitled to one vote per share in the election of directors and on all other matters on which shareholders are entitled or permitted to vote. Holders of our common stock are not entitled to cumulative voting rights.

*Dividend Rights*

Subject to the terms of any then outstanding series of preferred stock, the holders of our common stock are entitled to dividends in the amounts and at times as may be declared by our board of directors out of funds legally available therefor.

*Liquidation Rights*

Upon liquidation or dissolution, holders of our common stock are entitled to share ratably in all net assets available, if any, for distribution to shareholders after we have paid, or provided for payment of, all of our debts and liabilities, and after payment of any liquidation preferences to holders of any then outstanding shares of preferred stock.

*Other Matters*

Holders of our common stock have no redemption, conversion or preemptive rights. There are no sinking fund provisions applicable to our common stock. The rights, preferences and privileges of the holders of our common stock are subject to the rights of the holders of shares of any series of outstanding preferred stock and preferred stock that we may issue in the future.

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

**Series A Preferred Stock**

*Dividend Rights*

The holders of the Series A Preferred Stock shall not be entitled to receive any dividends except as may be declared by the Board of Directors.

*Voting Rights*

With respect to each matter submitted to a vote of the stockholders of the Company, whether at an annual or special meeting of the stockholders or by consent in lieu of a meeting, each holder of Series A Preferred Stock shall be entitled to cast that number of votes which is the equivalent to the number of shares of Series A Preferred Stock owned by such holder at a ratio of one million votes to one (1,000,000:1) wherein the holder is entitled to cast 1,000,000 votes for every one share of Series A Preferred Stock held. The holders of the Company’s Common Stock and Series A Preferred Stock shall vote as a single class on all matter submitted to the stockholders (except as set forth in the Certificate of Designation for the Series A Preferred Stock).

*Conversion Rights*

The shares of Series A Preferred Stock are not convertible into shares of Common Stock.

*Liquidation Rights*

The shares of Series A Preferred Stock have no redemption rights.

*Other Matters*

All rights, designations and preferences of the Series A Preferred Stock are set forth in the Certificate of Designation for the Series A Preferred Stock.

**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**

**A. Changes to the Number of Outstanding Shares for the two most recently completely 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> Date <u>December 31,</u> <u>2023:</u>		Common: <u>878,322</u> Series A Preferred: <u>1,000</u>							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
6/12/2025	New Issuance	447,235	Common Stock	\$.001	Yes	Shares issued to all holders of Common Stock impacted by the August 2025 reverse split due to rounding, and 100-share minimum adjustment.	Issued to round up fractional shares to 100 share minimum per holder, as outlined in Company’s reverse split terms (1-for-500 effective 6/12/25).	Restricted	N/A – reverse split adjustment
7/2/2025	New Issuance	99	Common Stock	\$.001	Yes	Shares issued to all holders of Common Stock impacted by the August 2025 reverse split rounding and 100-share	Issued to round up fractional shares to 100 share minimum per holder, as outlined in Company’s reverse split terms	Restricted	N/A – reverse split adjustment

						minimum adjustment.	(1-for-500 effective 6/12/25).		
8/25/2025	New Issuance	5,000,000	Common Stock	\$.025	Yes	Adam Elisha	Services	Restricted	Section 4A2
8/25/2025	New Issuance	5,000,000	Common Stock	\$.025	Yes	Biliana Sidova	Services	Restricted	Section 4A2
Shares Outstanding on Date of This Report:  Date: <u>December 31, 2025</u>	<u>Ending Balance:</u> Common: <u>11,325,656</u> Preferred: <u>1,000</u>								

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

On June 12, 2025, the Company effected a 1-for-500 reverse stock split of its outstanding Common Stock. As part of this corporate action, 447,334 shares were newly issued to round up fractional shares and to ensure all shareholders held a minimum of 100 shares. These shares were issued without consideration and are deemed restricted under Rule 144. The figures in the table above are adjusted to reflect the aforementioned reverse split.

#### B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)  (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

**Total Outstanding Balance:**

**Total Shares:**

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

None.

#### 4) Issuer's Business, Products and Services

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

The Company focuses on a wide range of products within the merchant services and payment facilitator sectors, delivered through its technology partnerships. The Company offers a comprehensive suite of services, including cloud-based multi-channel commerce solutions for small and medium-sized businesses, electronic payment processing, remittances, eWallet solutions, streamlined international payments, and card payment switches. Committed to providing robust business solutions to retailers and merchants both in the United States and globally, the Company operates gateways and payment platforms across Europe, the Middle East, Africa, North America, the Asia Pacific, and Latin America.

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

None.

C. Describe the issuers' principal products or services.

The Company is a U.S.-based FinTech firm that facilitates domestic and global payments through partner platforms, integrating advanced technologies from leading providers. It operates as both a Payment Service Provider (PSP) and a Merchant Services Provider (MSP), initially focusing on strategic partnerships to expand its reach. The Company specializes in merchant services and payment facilitation, offering a diverse range of financial solutions through technology alliances and partner networks. Its comprehensive suite of services includes cloud-based, multi-channel commerce solutions for small and medium-sized businesses, electronic payment processing, and related services. Additionally, the Company is actively developing strong, exclusive domestic and international banking relationships to enhance its payment network and overall service capabilities.

## 5) Issuer's Facilities

The Company presently leases a limited amount of office space in Boca Raton, Florida, USA on a month-to-month basis. In addition to this, the Company utilizes remote offices and data centers strategically located in various regions to efficiently serve its growing client base. These remote setups allow the Company to remain agile, reduce overhead costs, and ensure continuous service delivery.

## 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.

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted) (1)</b>
Adam Zion Elisha	President, Director/ 5% beneficial owner	Boca Raton, FL	5,125,000	Common	45.25%
Adam Zion Elisha	President, Director/5% beneficial owner	Boca Raton, FL	500	Series A Preferred	50%
Biliana Sidova	Secretary/5% beneficial owner	Boca Raton, FL	5,125,000	Common	45.25%
Biliana Sidova	Secretary/5% beneficial owner	Boca Raton, FL	500	Series A Preferred	50%
Georgette Elisha	Treasurer	Boca Raton, FL	-0-	Common	N/A

(1) Based on 11,325,656 shares of common stock (1) and 1,000 shares of Series A Preferred Stock outstanding as of December 31, 2025.

Information in the table above reflects the effectiveness of the 1-for-500 reverse stock split of its outstanding Common Stock effective June 12, 2025. As part of this corporate action, 447,334 shares were newly issued to round up fractional shares and to ensure all shareholders held a minimum of 100 shares.

*Adam Zion Elisha, President and Director*

Adam Z. Elisha is the President and Director of AmpliPay Group Inc., a U.S.-based FinTech company that facilitates global payments through its all-inclusive "All-in-One Platform." With over two decades of experience, Adam has been instrumental in developing cutting-edge payment technologies and FinTech solutions for retail and enterprise clients. He has spearheaded initiatives in machine learning data analytics, multi-currency platforms, Smart Risk management, and cross-border payment solutions. Throughout his career, Adam has built a vast international network of industry leaders, enabling AmpliPay Group, Inc. to offer robust eBanking, payment gateways, and consulting services. His expertise in AML, due diligence, and risk management has positioned him as a leader in global financial solutions. Adam continues to guide the company's strategic growth and operations, ensuring the success of its payment platforms worldwide.

*Biliana Filipova Sidova, Secretary*

Biliana Sidova is the Chief Operating and Risk Officer at AmpliPay Group Inc., where she leads the company's operational and risk management strategies. With over 15 years of experience in the card payments and financial services industries, Biliana has been instrumental in driving innovation, overseeing compliance, and helping businesses navigate the complexities of a rapidly evolving fintech landscape. Her expertise in risk mitigation, compliance frameworks, and operational excellence has enabled companies to grow securely and efficiently. Today, Biliana is focused on building a dynamic, customer-centric organization that empowers businesses to scale in a secure and compliant manner.

*Georgette Louis Elisha, Treasurer*

Georgette Louis Elisha is the Chief Financial Officer of the Elisha Group, where she oversees financial operations and strategic planning. With extensive experience in bookkeeping and payroll management, Georgette has been instrumental in driving financial efficiency across multiple sectors. Her expertise in QuickBooks, tax management, and loss prevention, combined with her background in chargeback prevention and inventory control, allows her to manage complex financial structures effectively. Throughout her career, she has held various leadership roles, including CFO at Her Imports and Accounting Manager at eData Financial and Elisha Medical. Georgette holds a degree from Florida Atlantic University and an AA in Business Administration from Palm Beach. Georgette Elisha is the wife of Adam Elisha (President).

## **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

Please 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

Name: Jeffrey Stein/JMS Law Group, PLLC  
Address 1: 998C Old Country Rd. #233  
Address 2: Plainview, NY 11803  
Phone: (516) 422-6285  
Email: jstein@jmslg.com

#### Accountant or Auditor

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

#### 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: Trisha Bollman  
Firm: Individual  
Nature of Services: General and Administrative  
Address: 2907 Shelter Island Drive, Suite 105-339, San Diego, CA 92106  
Phone: 858-220-0515

Email: trishabollman222@gmail.com

**9) Disclosure & Financial Information**

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

Name: Adam Zion Elisha

Title: President (Principal Executive Officer)

Relationship to Issuer: President (Principal Executive Officer)

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: Georgette Elisha

Title: Treasurer (Principal Financial Officer)

Relationship to Issuer: Treasurer (Principal Financial Officer)

Describe the qualifications of the person or persons who prepared the financial statements: Ms. Elisha serves as the Chief Financial Officer of the Elisha Group, where she oversees financial operations and strategic planning. With extensive experience in bookkeeping and payroll management, Georgette has been instrumental in driving financial efficiency across multiple sectors. Her expertise in QuickBooks, tax management, and loss prevention, combined with her background in chargeback prevention and inventory control, allows her to manage complex financial structures effectively. Throughout her career, she has held various leadership roles, including CFO at Her Imports and Accounting Manager at eData Financial and Elisha Medical. Georgette holds a degree from Florida Atlantic University and an AA in Business Administration from Palm Beach. Georgette Elisha is the wife of Adam Elisha (President).

**AMPLIPAY GROUP INC.**  
**December 31, 2025**  
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**AMPLIPAY GROUP INC.**  
**BALANCE SHEETS**  
**(Unaudited)**

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
<b>ASSETS</b>		
Current Assets		
Cash	\$ —	\$ —
Total Current Assets	<u>—</u>	<u>—</u>
Non-Current Assets		
Intangible assets, net	1,343,956	1,708,556
Oil and gas properties	1,640,448	1,640,448
Less accumulated depreciation	<u>(1,640,448)</u>	<u>(1,640,448)</u>
Total Property and Equipment	1,343,956	1,708,556
<b>TOTAL ASSETS</b>	<u>\$ 1,343,956</u>	<u>\$ 1,708,556</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>LIABILITIES</b>		
Current Liabilities		
Accounts payable	\$ —	\$ 182
Related party payable - Intellectual property acquisition	1,823,000	1,823,000
Due to related party - Operating advances	<u>203,856</u>	<u>59,235</u>
Total Current Liabilities	2,026,856	1,882,417
Total Liabilities	<u>2,026,856</u>	<u>1,882,417</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$0.001 par value; 999,000 shares authorized	—	—
Series A Preferred stock, \$0.001 par value; 1,000 shares authorized 1,000 and 1,000 shares issued and outstanding as of December 31, 2025 and December 31, 2024, respectively	1	1
Common stock, par value \$0.001, 599,000,000 shares authorized, 11,325,656 and 878,322 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively <sup>(1)</sup>	11,325	878
Additional paid-in capital <sup>(1)</sup>	2,913,868	2,674,315
Accumulated deficit	<u>(3,608,094)</u>	<u>(2,849,055)</u>
Total Stockholders' Deficit	<u>(682,900)</u>	<u>(173,861)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u>\$ 1,343,956</u>	<u>1,708,556</u>

(1) Prior period results have been adjusted to reflect the five hundred-for-one reverse stock split effected June 12, 2025. See Note 1 for details.

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

**AMPLIPAY GROUP INC.**  
**STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<b>For the Years Ended</b>	
	<b>December 31,</b>	
	<u>2025</u>	<u>2024</u>
Revenue	\$ —	\$ —
Total Revenue	<u>—</u>	<u>—</u>
Expenses		
Consulting services	10,000	27,500
Professional fees	26,749	14,048
Stock-based compensation	250,000	—
Legal fees	42,971	10,500
General and administrative	50,131	6,256
IT and Technology	3,308	1,966
Marketing and advertising	10,519	10,451
Loss on termination of mining claims	—	125,000
Amortization	364,600	114,444
Total Operating Expenses	<u>758,278</u>	<u>310,165</u>
Total income (loss) from operations	<u>(758,278)</u>	<u>(310,165)</u>
Other Income (Expenses):		
Interest expense	\$ (761)	\$ (2,433)
Net Income (Loss) before Taxes	<u>\$ (759,039)</u>	<u>\$ (312,598)</u>
Income tax	—	—
Net Income (loss)	<u>\$ (759,039)</u>	<u>\$ (312,598)</u>
Per Share Amounts		
Net Loss		
Basic and diluted earnings per share <sup>(1)</sup>	\$ (0.1643)	\$ (0.3559)
Weighted average number of common shares outstanding - basic and diluted <sup>(1)</sup>	<u>4,619,253</u>	<u>878,322</u>

(1) Prior period results have been adjusted to reflect the five hundred-for-one reverse stock split effected June 12, 2025. See Note 1 for details.

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

**AMPLIPAY GROUP INC.**  
**Statements of Stockholders' Equity (Deficit)**  
**For the Years Ended December 31, 2025 and December 31, 2024**  
**(Unaudited)**

	Common Stock		Series A Preferred Stock		Additional Paid-in Capital <sup>(1)</sup>	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares <sup>(1)</sup>	Amount <sup>(1)</sup>	Shares	Amount			
<b><i>For the year ended December 31, 2024</i></b>							
Balance at December 31, 2023	878,322	\$ 878	1,000	\$ 1	\$2,547,850	\$ (2,536,457)	\$ 12,272
Forgiveness of related party debt	—	—	—	—	126,465	—	126,465
Net loss for the year ended December 31, 2024	—	—	—	—	—	(312,598)	(312,598)
Balance at December 31, 2024	<u>878,322</u>	<u>878</u>	<u>1,000</u>	<u>1</u>	<u>2,674,315</u>	<u>(2,849,055)</u>	<u>(173,861)</u>
<b><i>For the year ended December 31, 2025</i></b>							
Balance at December 31, 2024	878,322	878	1,000	1	2,674,315	(2,849,055)	(173,861)
Rounding at reverse split	447,334	447	—	—	(447)	—	—
Stock-based compensation	10,000,000	10,000	—	—	240,000	—	250,000
Net loss for the year ended December 31, 2025	—	—	—	—	—	(759,039)	(759,039)
Balance at December 31, 2025	<u>11,325,656</u>	<u>\$ 11,325</u>	<u>1,000</u>	<u>\$ 1</u>	<u>\$2,913,868</u>	<u>\$ (3,608,094)</u>	<u>\$ (682,900)</u>

(1) Prior period results have been adjusted to reflect the five hundred-for-one reverse stock split effected June 12, 2025. See Note 1 for details.

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

**AMPLIPAY GROUP INC.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the Years Ended December 31,	
	2025	2024
<b>Cash Flow from Operating Activities</b>		
Net loss	\$ (759,039)	\$ (312,598)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization	364,600	114,444
Changes in operating assets and liabilities:		
Stock-based compensation	250,000	—
Write-off of notes payable	—	(107,863)
Decrease in accrued interest payable	—	(5,212)
Decrease in Series B stock payable	—	(500,000)
Increase/(Decrease) in accounts payable	(182)	29
<b>Net Cash Used in Operating Activities</b>	<b>(144,621)</b>	<b>(811,200)</b>
<b>Cash Flows from Investing Activities</b>		
Investment in intellectual property asset	—	(1,823,000)
Termination of mining claims	—	625,000
<b>Net Cash Provided by Investing Activities</b>	<b>—</b>	<b>(1,198,000)</b>
<b>Cash Flows from Financing Activities</b>		
Forgiveness of related party debt	—	126,465
Advances from related party debt	144,621	59,235
Due to related party - Intellectual property acquisition	—	1,823,000
<b>Net Cash Provided by Financing Activities</b>	<b>144,621</b>	<b>2,008,700</b>
Net increase (decrease) in cash	—	(500)
Cash at beginning of period	—	500
Cash at end of period	\$ —	\$ —
<b>Supplemental Disclosure of Interest and Income Taxes Paid:</b>		
Interest paid	\$ —	\$ —
Income taxes paid	\$ —	\$ —
<b>Supplemental disclosure of non-cash investing and financing activities:</b>		
Acquisition of intellectual property in exchange for related party payable	—	1,823,000
Rounding at reverse split	\$ 447	\$ —

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

**AMPLIPAY GROUP INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**  
(Unaudited)

**NOTE 1 - ORGANIZATION AND OPERATIONS**

The Company is a U.S.-based FinTech company facilitating U.S. and global payments through its strategic partner platforms, integrating advanced technologies from leading payment providers. The Company focuses on a wide range of products within the payment platforms industry, starting with merchant services and payment facilitator sectors, delivered through technology partnerships. The Company offers a comprehensive suite of services, including cloud-based multi-channel commerce solutions for small and medium-sized businesses, electronic payment processing, and is developing remittances and eWallet solutions, streamlined international payments, and card payment switches. The Company is committed to providing robust business solutions with one API to developers, payment service providers, retailers, and merchants both in the United States and globally. The Company operates two third-party gateways and payment platforms across the United States, Europe, the Middle East, Africa, Asia Pacific, and Latin America.

On September 23, 2024, the Company entered into an Intellectual Property Assignment Agreement with Adam Zion Elisha, the Company's President and Director, to acquire proprietary technology related to the LydPay Payment CRM platform. This strategic acquisition is expected to enhance the Company's capabilities in the FinTech sector, broadening its range of payment processing solutions and service offerings. As of December 31, 2025, the platform continues to support the Company's payment processing infrastructure, and management believes this intellectual property will support future revenue growth and operational efficiencies.

On June 12, 2025, the Company's name changed from Osyka Corporation to AmpliPay Group, Inc. The name change reflects the Company's strategic repositioning from natural resource development to financial technology and global payment solutions. On the same date, a 1-for-500 reverse stock split of the Company's common stock also became effective. All share and per-share information presented in this Quarterly Report has been adjusted to reflect the impact of the reverse stock split and the name change.

**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"). The preparation of 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 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. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

*Use of estimates*

The preparation of 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 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 reported period.

The Company's significant estimates include income taxes provision and valuation allowance of deferred tax assets; the fair value of financial instruments; the carrying value and recoverability of long-lived assets, including the values assigned to an estimated useful lives of computer equipment; and the assumption that the Company will continue as a going concern. Those significant

accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

#### Carrying value, recoverability and impairment of long-lived assets

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include computer equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The impairment charges, if any, is included in operating expenses in the accompanying statements of operations.

#### Intangible Assets and Amortization

Intangible assets are recorded at cost and primarily include proprietary technology such as the LydPay Payment CRM platform. These assets are amortized on a straight-line basis over their estimated useful lives. The Company periodically evaluates the reasonableness of the useful lives and assesses the assets for impairment when events or changes in circumstances indicate potential recoverability issues. If impairment is identified, it is recognized as a charge to the statement of operations.

Amortization Period: The LydPay Payment CRM platform is amortized over 5 years, with amortization expense recorded in the statement of operations.

Impairment of Intangible Assets: Impairment evaluations involve various valuation techniques, including discounted cash flow analysis, to determine fair value. Any impairment identified is recorded as an expense in the statements of operations.

#### Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

#### Related parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include a) affiliates of the Company; b) Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of combined financial statements is not required in those statements. The disclosures shall include: (a). the nature of the relationship(s) involved; (b). description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; (c). the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

#### Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

#### Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

#### Income Tax Provisions

The Company follows Section 740-10-30 of the FASS Accounting Standards Codification, 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 differences are expected to reverse. 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. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25") with regards to uncertainty 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.

### Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASS Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

### Cash flows reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASS Accounting Standards Codification.

### Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with Accounting Standards Codification ("ASC") 718 Compensation - Stock Compensation ("ASC 718"). ASC 718 requires that the cost of equity awards, issued in exchange for services, including those issued to employees and predominantly to consultants, be measured at the grant-date fair value. The Company does not adhere to a formal stock-based compensation plan; rather, it issues stock awards on a discretionary basis as part of compensation agreements with selected employees and consultants. Compensation for stock-based awards is recognized as a non-cash expense on the statement of operations.

The fair value of restricted stock grants is determined using the closing market price on the grant date, reduced by a 50% discount to reflect the restrictions on transferability and marketability of the shares. This 50% discount is based on management judgment and is intended to reasonably reflect both the illiquidity of the awarded shares and the larger block size of certain awards. The use of a fixed 50% discount provides a consistent and supportable metric aligning with marketability and transferability issues under ASC 718.

The expense associated with these awards is recorded based on the fair value on the date of grant, as determined using the closing

market price less the 50% discount. This cost is recognized over the period during which the award recipient is required to perform services, typically known as the vesting period. The total compensation cost related to vested stock-based awards is recognized after adjusting for estimated forfeitures at the time of vesting.

The expense related to stock-based compensation is included within the same income statement lines as cash compensation for the consultants and employees who receive the awards, currently included in general and administrative expenses on the statement of operations as the Company does not allocate compensation costs to Cost of Goods Sold. As of the report date, the Company has not established any plans to issue dividends on stock-based awards. Any tax benefits arising from deductions for these awards are recorded in additional paid-in capital, provided they exceed the cumulative compensation cost recognized.

### **NOTE 3 - GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at December 31, 2025, of \$3,608,094. This factor, among others, raises substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The unaudited financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### **NOTE 4 – INTELLECTUAL PROPERTY: LYDPAY PAYMENT CRM**

On September 23, 2024, the Company entered into an Intellectual Property Assignment Agreement with Adam Zion Elisha, the Company's President and Director, to acquire proprietary technology related to the LydPay Payment CRM platform. The total value of the intellectual property was recorded at \$1,823,000. This amount was recognized as an intangible asset on the Company's balance sheet as of December 31, 2025, with a corresponding related party payable. In accordance with the terms of the Intellectual Property Assignment Agreement, this amount is non-interest bearing and payable on demand.

#### Amortization

The intellectual property associated with the LydPay Payment CRM platform is being amortized over a useful life of 5 years, beginning on September 23, 2024. The amortization expense for the year ended December 31, 2025 is \$364,600, recognizing the straight-line amortization of the asset over the remaining useful life.

	<u>Useful Life (years)</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Long term asset	5	\$ 1,823,000	\$ 1,823,000
Less: Accumulated amortization		(479,044)	(114,444)
Long term asset, net		<u>\$ 1,343,956</u>	<u>\$ 1,708,556</u>

### **NOTE 5 – RELATED PARTY TRANSACTIONS**

#### Related Party Payable

On September 23, 2024, the Company entered into an Intellectual Property Assignment Agreement with Adam Zion Elisha, the Company's President and Director, to acquire proprietary technology related to the LydPay Payment CRM platform. The total value of the intellectual property was recorded at \$1,823,000. This amount was recognized as an intangible asset on the

Company's balance sheet as of December 31, 2025, with a corresponding related party payable. This payable is non-interest bearing.

During the year ended December 31, 2025, Adam Zion Elisha, the Company's President and Director, advanced \$144,621 to the Company to cover operating expenses. These advances are non-interest bearing and due on demand.

As of December 31, 2025 and December 31, 2024, related party advances by Mr. Elisha had an outstanding balance of \$203,856 and \$59,235, respectively.

## **NOTE 6 - STOCKHOLDERS' EQUITY**

### Reverse Stock Split

On June 12, 2025, the Company effected a 1-for-500 reverse stock split of its common stock, as previously approved by the Board of Directors and a majority of shareholders. All share and per-share information in this Report has been retroactively adjusted to reflect the reverse split.

### Shares Issued

During the quarter ended June 30, 2025, the Company issued 447,235 shares of common stock in connection with rounding adjustments resulting from the reverse stock split and the implementation of a 100-share minimum holding requirement for all shareholders.

During the quarter ended September 30, 2025, the Company issued 99 shares of common stock in connection with rounding adjustments resulting from the reverse stock split and the implementation of a 100-share minimum holding requirement for all shareholders.

During the quarter ended September 30, 2025, the Company issued 10,000,000 shares of our common stock to certain officers and directors as compensation for services rendered to the Company. The shares were valued at \$250,000. The issuance of these shares resulted in the recognition of stock-based compensation expense in the accompanying statement of operations.

### Shares authorized

As of December 31, 2025, the Company was authorized to issue 599,000,000 shares of common stock with a par value of \$0.001 per share and 1,000,000 shares of preferred stock with a par value of \$0.001 per share.

As of December 31, 2025, there were 11,325,656 shares of common stock issued and outstanding and 1,000 shares of Series A Preferred Stock issued and outstanding.

### Termination of Option Agreement and Cancellation of Stock Payable

Pursuant to an Option Agreement dated November 19, 2019, the Company was obligated to issue 500,000 shares of Series B Preferred Stock to six members of the project vendor. The Series B Preferred Stock Designation had not yet been filed with the Nevada Secretary of State. This obligation was carried on the balance sheet as a \$500,000 stock payable, and the optioned mining claims were carried as a \$500,000 asset.

## **NOTE 7 – SUBSEQUENT EVENTS**

Subsequent events have been evaluated through March 26, 2026, to the date these financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements.

## 10) Issuer Certification

*Principal Executive Officer:*

I, Adam Zion Elisha, certify that:

1. I have reviewed this Disclosure Statement for AmpliPay Group 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.

Date: March 26, 2026

/s/ Adam Zion Elisha

Adam Zion Elisha, President

*Principal Financial Officer:*

I, Georgette Elisha certify that:

1. I have reviewed this Disclosure Statement for AmpliPay Group 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.

Date: March 26, 2026

/s/ Georgette Elisha

Georgette Elisha, Treasurer