

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from        to

Commission File Number 000-53012

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**90-0687379**

(IRS Employer  
Identification No.)

**95 Bulldog Blvd, Suite 202 Melbourne, FL.**

(Address of principal executive office)

**32901**

(Zip Code)

**(321) 725-0090**

(Registrant's telephone number, including  
area code)

**Securities Registered Pursuant to Section 12(b) of the Act**

None

**Securities Registered pursuant to Section 12(g) of the Act:**

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, Par Value \$0.001 Per Share	<u>FCHS</u>	OTC Capital Markets

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 and 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

The aggregate market value of the voting common equity held by non-affiliates of the registrant as of June 30, 2025 (the last business day of the registrant’s most recently completed second fiscal quarter), based on the per share closing sale price of \$0.006 on that date, was approximately \$197,749.

For purposes of this disclosure, shares of common stock held by each executive officer and director and by each holder of 5% or more of the outstanding shares of common stock have been excluded from this calculation, because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the registrant’s common stock, \$0.001 par value, outstanding as of March 11, 2026 was 32,958,288.

Documents incorporated by reference: None.

---

---

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**

**TABLE OF CONTENTS**

	<u>PAGE</u>
<b><u>PART I</u></b>	
Item 1. <a href="#">Business</a>	4
Item 1A. <a href="#">Risk Factors</a>	24
Item 1B. <a href="#">Unresolved Staff Comments</a>	38
Item 2. <a href="#">Properties</a>	40
Item 3. <a href="#">Legal Proceedings</a>	40
Item 4. <a href="#">Mine Safety Disclosures</a>	41
<b><u>PART II</u></b>	
Item 5. <a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	41
Item 6. <a href="#">Reserved</a>	43
Item 7. <a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	43
Item 7A. <a href="#">Quantitative and Qualitative Disclosures about Market Risk</a>	46
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	46
Item 9. <a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosures</a>	47
Item 9A. <a href="#">Controls and Procedures</a>	47
Item 9B. <a href="#">Other Information</a>	48
<b><u>PART III</u></b>	
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	48
Item 11. <a href="#">Executive Compensation</a>	52
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	53
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	54
Item 14. <a href="#">Principal Accounting Fees and Services</a>	54
<b><u>PART IV</u></b>	
Item 15. <a href="#">Exhibits, Financial Statement Schedules</a>	55
<a href="#">Signatures</a>	56

**EXPLANATORY NOTE**

On June 15, 2020 (the “Petition Date”), we, First Choice Healthcare Solutions, Inc., and our wholly owned subsidiaries, First Choice Medical Group of Brevard, LLC, FCID Medical, Inc., and Marina Towers, LLC (collectively, the “Debtors”), filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in the Bankruptcy Court for the Middle District of Florida (the “Bankruptcy Court”). As of the Petition Date, we were defendants in multiple lawsuits, our main goal in filing Bankruptcy was to confirm a plan of reorganization

assuring a fair distribution of assets to our creditors, attempt to bring as many assets in the form of settlements with the various claimants and establish a claims resolution process to resolve the securities arbitration and litigation claims in a fair and cost-effective manner.

The Debtors Amended Joint Plan of Bankruptcy under Chapter 11 of the United States Bankruptcy Code (the “Plan”) was confirmed by the Bankruptcy Court on February 23, 2021 and became effective on April 28, 2022, the date on which the Company emerged from bankruptcy (the “Effective Date”). We installed a new board of directors, with our operations continuing to be overseen by the existing executive officers.

We do not believe FCHS experienced an ownership change under Section 382 of the Internal Revenue Code (the “Code”). We believe that the total available and utilizable net operating loss (“NOL”) at December 31, 2025 was approximately \$6.9 million and there was no limit under Section 382 of the Code on the use of NOLs as of December 31, 2025.

Due to there being no change to the equity interests in the Company as a result of the bankruptcy, the criteria for applying fresh-start reporting on emergence were not met.

Upon emergence from bankruptcy, our Common Stock was quoted on OTC Markets, Inc. and we file alternative periodic reports as required. We are quoted on the OTC Markets under the trading symbol “FCHS.”

## **Forward-Looking Statements**

From time to time, in reports filed with the U.S. Securities and Exchange Commission (the “SEC”) (including this Annual Report on Form 10-K), in press releases, and in other communications to shareholders or the investment community, First Choice Healthcare Solutions, Inc. d/b/a Emerge Healthcare (“FCHS,” “the Company,” “we,” “our” or “us”) may provide forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995, concerning possible or anticipated future results of operations or business developments. These statements are based on management’s current expectations or predictions of future conditions, events, or results based on various assumptions and management’s estimates of trends and economic factors in the markets in which we are active, as well as its business plans. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “projects,” “forecasts,” “continue,” “may,” “should,” “will,” “would,” “goals,” and variations of such words and similar expressions are intended to identify such forward-looking statements.

The forward-looking statements in this Form 10-K involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We discuss many of these risks in greater detail in “Risk Factors.” Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our management’s beliefs and assumptions only as of the date of this report. You should read this report and the documents that we reference in this report and have filed as exhibits to the report completely and with the understanding that our actual future results may be materially different from what we expect. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

## **PART I**

### **ITEM 1. BUSINESS**

#### **Business Overview**

First Choice Healthcare Solutions, Inc. (“FCHS,” “the Company,” “we,” “our” or “us”) is actively engaged in pivoting the Company’s strategy away from our historic orthopedic business model to a strategy of developing a

national chain of innovative medical functional health and wellness clinics focused on providing life improvement services (anti-aging, weight management, and hormone replacement) and pharmacy services, in key high growth markets throughout the U.S. Although we still provide rehabilitative services on a limited basis, such as physical therapy, as part of our go-forward strategy, we will terminate all of our remaining legacy orthopedic and physical therapy services and focus the company resources on our strategy of building and operating medical functional health and wellness clinics.

### ***Operating Subsidiaries***

We have operated as First Choice Healthcare Solutions, Inc., a Delaware corporation, since February 13, 2012. Our corporate address is 95 Bulldog Blvd., Suite, 202, Melbourne, Florida, 32901 and our phone number is 321-725-0090. Our corporate website address is [www.myfchs.com](http://www.myfchs.com). The information contained on our website is not incorporated by reference herein. We have historically operated our business through two wholly owned subsidiaries. The first wholly owned subsidiary, FCID Medical, Inc. (“FCID Medical”) is the subsidiary under which we own and operate First Choice Medical Group of Brevard, LLC, (“FCMG”), our original medical services practice. The second wholly owned subsidiary, The Good Clinic Properties, LLC is the subsidiary under which we have leased clinic facilities. For the years ended December 31, 2025 and 2024, the Company experienced net losses of approximately \$7,056,537 and \$3,941,488 and corresponding cash outflows from operations of \$549,019 and \$1,706,636, respectively. As of December 31, 2025 and 2024, the Company had an accumulated deficit of \$74,743,067 and \$67,781,149, respectively.

Our go forward strategy will be executed using a corporate structure of centralized management services designated as Leading Primary Care, Inc. with three operating subsidiaries, Live Well Medical Group (comprised of the primary care clinic locations nationally), The Good Clinic Properties, Inc. (which holds leases on all physical clinic locations), and Live Well Drugstore, Inc. (comprised of our current and future compounding pharmacy operations). The Company is reviewing consumer-facing branding and retains the option to rebrand clinic sites with the Live Well MD acquired trademark.

The current and proposed corporate structure of the Company pursuant to our go-forward strategy is as follows:

### **Current Corporate Structure:**



**Proposed Corporate Structure:**



**Our Legacy Healthcare Services Business**

Historically, we offered fully integrated Orthopedic services, delivering diagnostics, surgery and treatment services. In addition, we offered a suite of imaging services, including X-Ray, MRI and ultrasound. The scope of quality of life services included interventional and pain management, orthopedic urgent care services, as well as physical and occupational therapy recovery services in the below areas.

***Orthopedic***

- Foot & ankle service treating achilles tendonitis, tears, bunions, diabetic foot problems and ankle arthritis.
- Hand & arm service treating hand and elbow disorders, carpal tunnel syndrome, trigger finger, nerve injuries, and complex hand & elbow fractures.

- Hip & knee replacement service with healthcare providers specializing in innovative approaches to total hip replacement and total knee replacement using minimally invasive techniques.
- Sports medicine services providing comprehensive treatment for sports-related injuries from recreational, amateur and professional sports.

### ***Interventional Pain and Pain Management***

- First Choice Medical Group was a full musculoskeletal (MSK) wellness center for patients who have chronic musculoskeletal pain. Patients received treatment, guidance, and support to get back to living pain free.
- Pharmacogenetic testing was used to minimize patient reactions to medications.
- First Choice Medical Group offered alternatives to opioids such as pain pumps which are considered more effective than oral medication that allows meds to be absorbed quicker and more directly.
- Outpatient ambulatory surgery for pain management.
- L2 procedure room with Phillips C-arm, offering efficient procedures in a timely manner.

### ***Physical Therapy/Occupational Therapy***

- First Choice Medical Group had multiple locations for physical therapy, geographically pinpointed for patient convenience.
- First Choice Medical Group offered on-site custom splinting.
- Physical therapists were trained in multiple modalities of treatment: Graston Technique®, Lymphedema wrapping, Acupuncture, Dry Needling, and Cupping.
- First Choice Physical Therapy conducted free educational classes for the community to receive education regarding balance, back pain, etc.
- Offered on site support to community for workplace ergonomics.
- Provided onsite occupational health, including employer testing and exams.

In 2023, we began the transition to our future growth strategy, we curtailed offerings in certain services and focused on offering physical and occupational therapy.

### ***Material Corporate Events***

As a result of the criminal charges brought against our former Chief Executive Officer, which he pled guilty to, we became involved in multiple legal proceedings which ultimately resulted in the Company being forced to file bankruptcy. See “*Risk Factors-Our former Chief Executive Officer, Christian C. Romandetti, Sr. was arrested on November 15, 2018, on a conspiracy to commit securities fraud charges.*” On June 15, 2020, the Company and its operating subsidiaries filed for bankruptcy in the Middle district of Florida. On February 22, 2021, the Company’s reorganization plan related to the Company’s June 15, 2020, filing of bankruptcy in the Middle district of Florida was confirmed. As a result of the confirmation, all litigation was settled or converted into unsecured creditors. In addition, the temporary equity classification relating to Steward Healthcare’s March 2018 investment in the Company was eliminated as part of a settlement agreement with Steward Healthcare. The final decree was granted on April 27, 2022, whereby the Company exited bankruptcy. See the Explanatory Note to this report on Form 10-K above and further details in Note 13 to the consolidated financial statements of the Company for the fiscal year ended December 31, 2025.

On June 25, 2020, a new board was seated and our current CEO, Lance Friedman was appointed.

### **Strategic Pivot**

In February of 2023, three of our four board members resigned as the Company management made the strategic decision to pivot away from the unprofitable orthopedic services portion of our business model, described above, to leveraging our management services infrastructure to support the development and growth of a national chain of

branded primary care and wellness clinics following our exit from bankruptcy. The Company had migrated away from offering orthopedic services other than select physical therapy. Following these resignations and shift in company strategy, our sole board member is Mr. Lance Friedman, the Company's Chief Executive Officer ("CEO"). The Company has identified new board members and intends to bring in such persons to fill the full board of directors upon the completion of this offering.

To establish this new strategy, we took the following steps:

- On July 20, 2023, the Company entered into a definitive purchase agreement to acquire all of the shares of the capital common stock of Pointe Medical Services, Inc., a Florida corporation, Pointe Med Pharmacy, Inc., a Florida corporation, Livewell MD, Inc., a Florida corporation, and Livewell Drugstore, Inc., d/b/a Tru Life Pharmacy, a Florida corporation for \$17,300,000 to be paid in a combination of cash, assumption and/or payoff of debt, stock issuance, earn out, and performance bonus. Minority shareholders of Livewell Drugstore, Inc. will be given as consideration a fixed amount of restricted common stock in connection with the stock purchase of Livewell Drugstore, Inc. as is allocated based upon the Seller's valuation of Livewell Drugstore multiplied by the minority shareholder ownership percentage.
- On January 25, 2024, the Company entered into an asset purchase agreement to acquire all of the physical (primarily medical equipment, furniture and fixtures) and intangible assets (comprising the goodwill and the trademark 'The Good Clinic' registered on April 6, 2021 (Trademark No. 90077963)) of The Good Clinic, a Minnesota company, which is a primary care clinic concept specializing in providing whole person primary care and wellness, in an all-stock deal for \$3,500,000.

## **Our Growth Strategy**

Our go forward strategy is to utilize our two acquisitions and the current administrative infrastructure to create a national system of innovative, branded medical functional health and wellness clinics that also offers a suite of quality-of-life services. Our strategic commitment is to provide a more effective medical "home" by redefining primary care, through personalization of care and a broad spectrum of healthcare services that focus on improving the quality of life for our clients at every stage of their lives. We intend to deliver on this promise by providing a personalized care plan based on the client's specific health needs / goals and their individual body chemistries. This will include an assessment of their current health state, a review of their current diet and lifestyle choices, as well as a battery of lab and genetic tests designed to determine any imbalances in their body functions. FCHS's vision is to create a national network of innovative clinics that set a new standard for health care—where personalized wellness, anti-aging, and longevity services empower people to thrive longer, live better, and experience a higher quality of life.

Our provider staff will be comprised almost exclusively of Nurse Practitioners. The lower labor cost of employing Nurse Practitioners provides an approximate 25% margin improvement over traditional primary care offices staffed with medical doctors. Additionally, studies prove Nurse Practitioners deliver care equal to and in some measures better than their physician counterparts.<sup>1</sup> Our medical functional health clinics will offer and provide a robust suite of primary care services which are typically reimbursed in most commercial insurance policies and governmental insurance programs such as Medicare, Medicaid, and TRICARE.

---

<sup>1</sup> American Association of Nurse Practitioners, "Discussion Paper on Quality of Nurse Practitioner Practice," (2023); Barnett et. al, "The level of quality care nurse practitioners provide compared with their physician colleagues in the primary care setting: A systematic review," (March 2022); Stanik-Hutt et. al, "The Quality and Effectiveness of Care Provided by Nurse Practitioners," (September 2013); Carranza et. al., "Comparing quality of care in medical specialties between nurse practitioners and physicians," (May 2020).

Our current proformas and financial projections are made up of revenues generated from these medical functional health and wellness services along with a suite of quality-of-life services to include anti-aging regenerative medicine, hormone replacement therapy, cosmetic dermatology and medical aesthetics, medically assisted weight management,

and biohacking which are primarily self-pay. Under the self-pay model, the patient pays for the healthcare services out of pocket without the expectation of any reimbursement from private or governmental insurance plans/ services. Offering services outside a patient's insurance plan may require the company to discount these services, which in turn could negatively impact our revenue and profitability targets set for these services. For additional details regarding the risks in relation to such quality of life services under the new growth strategy being primarily self-pay, please see *"Risk Factors - Our quality of life services will be based primarily on the self-pay model, which could lead to fewer patients utilizing these services or the need for us to discount such services, which could limit our growth and negatively impact our operations resulting in us missing our financial projections."* on page 34.

FCHS's commitment is to transform our clients' health by focusing on their unique biology and providing the medical expertise and strategies an individual will require to achieve their individual health goals. FCHS's mission is to redefine health care through whole-person care providing functional health that meets people where they are and seamlessly integrates wellness, anti-aging, and longevity services that work with a component of primary care support. Grounded in trusted relationships and personalized care plans, we partner with our patients, our team, and our communities to proactively enhance health, vitality, and quality of life.

FCHS's go forward economic model is aligned with market demand. A substantial portion of anticipated revenue is expected to come from high-growth, predominantly cash-pay services, including compounded drugs for hormone optimization (e.g., HRT, low testosterone, thyroid hormone therapies), regenerative and peptide therapies, metabolic and weight management, and inflammation marker tests and treatments. This will increase cash flow and margin predictability, reduce reliance on reimbursement, and align with consumer demand for proactive health management. Additional clinic revenue is projected from insured primary care services, supporting patient acquisition and baseline stability.

A key differentiator in the Company's market positioning and ability to execute is its current platform, which has the facilities, protocols and operating procedures in place that provide coordinated primary care, continuous health monitoring, centralized laboratory and diagnostic services, internal compounding pharmacy capabilities, and personalized treatment and medication plans tailored to each patient's unique biology. This existing architecture supports the new focus on long-term health planning rather than episodic or reactive care, positioning the Company alongside publicly traded peers already operating in the longevity and wellness sector.

The Company partners a whole-person longevity and preventive health platform and aligns it with personalized formulations. The tightly integrated partnership with a full-service compounding pharmacy allows the care team to customize interventions to individual patient needs with offerings that deliver advanced treatments to help people perform at their best, now and over time. These services include:

- Wellness and Quality of Life
- Preventive and Primary Care (including acute and chronic care)
- Functional Medicine
- Genetic Testing
- Women's and Men's Health and Hormone Replacement Therapy
- Medically Assisted Weight Loss
- Dietary Consultations/Nutraceuticals/ Peptides
- Anti-Aging
- Diagnostic Services, Including Pharmacogenetic Testing
- Behavioral Wellness
- Medi-Spa Services, Including Botox and Juvéderm

The United States Pharmacopeia (USP) 795-and 797- compliant full-service compounding pharmacy formulates a range of specialty medications treating a variety of illnesses and conditions. The facility provides specialty medications to patients and has the ability to work with other practices also focused on overall health and personalized care.

- Hormone Optimization for Men and Women
- Anti-Aging
- Weight Management

- Pain Management
- Sexual Health Management

Our business model is centered on providing the right personalized care to patients with the objective of improving their overall quality of life. Our providers will have the ability to refer patients to our on-site laboratory diagnostic, internal compounding pharmacy, and quality of life services when medically appropriate. By consolidating these cutting-edge quality of life services (which are generally self-pay services) with our internal compounding pharmacy we believe that we will not only deliver a better healthcare experience for our clients, but we will also deliver greater revenue opportunity for the clinics through the sale of prescription medications and over the counter nutraceuticals at attractive margins for the Company.

While we are confident in the market size of our business opportunity, the strength of our strategy, and the experience of our management team, we face well established, specialized competitors including but not limited to virtual competitors (e.g. Hims, Ro, REX MD, or Renew Youth for men's health, Alloy and Midi for women's health), brick and mortar clinics (e.g. Revibe, Herself Health, Oak Street Medical, or One Medical), and individual private practices specializing in a subset of the services we will provide. The market for healthcare solutions including primary care clinics, online medical providers and compounding pharmacies is competitive. We operate in a fragmented healthcare market with direct and indirect competitors that offer varying levels of systemic medical services. Our financial success is contingent on our ability to address the needs of patients efficiently and with superior service experience and medical outcomes compared to our competitors. We believe our strategy of combining a full suite of primary care services and the specialized services of our competition in an operational environment focused on providing high quality care, excellent customer experience, personalized care plans and personalized medications will deliver our desired financial performance.

A key pillar of our growth strategy is the acquisition, operation, and expansion of LiveWell Drugstore Inc., d/b/a TruLife Pharmacy. This compounding pharmacy is operating at 3516 Enterprise Way #7, Green Cove Springs, FL 32043. In the current configuration, the prescription compounding facilities occupy approximately 3,600 square feet of space with the opportunity for immediate expansion into an additional 1,700 square feet to accommodate increased compounding prescription demand. In addition to the expansion investment in physical infrastructure, management intends to invest in administrative improvements focused on improving the efficiency of the current operation. Tru Life Pharmacy currently maintains active licenses in the states of Florida, Georgia, and Mississippi. In accordance with both state and federal pharmacy regulations, our strategy includes increasing the number of state licensures to include each of the states in which we operate our clinics going forward.

Immediately after the closing of the offering, we will use the proceeds to, among other uses, complete the 100% stock purchase acquisition of LiveWell Drugstore, a currently operating compounding pharmacy. We intend to immediately utilize the current and unused capacity of this successful compounding pharmacy to facilitate our differentiating clinical strategy of offering personalized treatment plans enhanced with personalized prescription medication, when medically appropriate, at an overall lower cost for our clients. Our ability to deliver on this promise is the proven operations of the acquired medication compounding facility, offering both sterile and nonsterile formulations, that will fulfill most of the recommended prescribed therapies for our patients on a system-wide scale. As we grow the number of clinics, we may add other compounding pharmacies that would then supply medications to clinics within a specific region. This centra-fill approach to pharmacy care facilitates the Company's ability to provide enhanced patient experience with initial medication fills, refill management, personalized medication counseling and the secure and private delivery of prescribed medications directly to the patient's home or their choice of clinic location while simultaneously maximizing profitability via consolidated overhead and operating expenses. In addition to the fulfillment of individualized patient medication orders, also referred to as 503A, the Company intends to expand its compounding services to include non-patient specific medications, referred to as 503B, which will enable it to provide sterile and non-sterile medication inventories to patient care facilities that are owned and operated by the Company, as well as any unaffiliated patient care centers wishing to purchase compounded inventories.

The strategy of offering compounded medications carries significant risks to our business growth and financial performance and it represents potential liability issues. Although a compounding pharmacy can provide a stop gap alternative source of supply when medicines are in short supply and can offer customized pain medications, cancer drugs, hormone replacements, erectile dysfunction shots and other personalized medications, the successful operation of a compounding pharmacy requires technically trained staff, specialized equipment, strict facility management to maintain proper sterile conditions and detailed policies and procedures. Any unforeseen disruption in chemical component supply can halt our ability to produce and deliver the personalized medications we are offering our patients. This could result in a failure to deliver to the expectations of our clients and loss of revenue and a poor financial return on the investment in the compounding pharmacy. These risks may be particularly heightened during the initial stages of executing our growth strategy, when we plan to operate with only one such compounding pharmacy. In addition, operating a compounding pharmacy comes with significant regulatory risks due to the stringent oversight from both state and federal agencies, primarily the U.S. Food and Drug Administration (FDA) and state boards of pharmacy. Our compounding pharmacy will have to strictly adhere to laws governing the preparation and dispensing of customized medications, ensuring compliance with standards set by the FDA's Current Good Manufacturing Practices (CGMP) and the United States Pharmacopeia (USP), particularly USP Chapter <795> (non-sterile) and <797> (sterile compounding). Regulatory risks include failing to maintain sterile environments, improper labeling, or compounding medications from ingredients that are not FDA-approved. Noncompliance with the applicable regulations can result in penalties, product recalls, or suspension of operations. Our compounding pharmacy will also be required to perform significant tracking and documenting of every aspect of the compounding process to avoid liability issues, particularly with adverse patient outcomes. Given the heightened scrutiny on safety, we will have to constantly audit our processes to mitigate the risk of violations that could result in legal action or reputational damage.

Every clinical member of our provider teams will have cloud-based access to a robust Electronic Medical Record (EMR). Our EMR system fully complies with Stages 1 and 2 Meaningful Use standards defined by the Centers for Medicare & Medicaid Services Incentive Programs. These programs govern the use of electronic health records and allow us to earn incentive payments from the U.S. government, pursuant to the Health Information Technology for Economic and Clinical Health (HITECH) Act, which was enacted as part of the American Recovery and Reinvestment Act of 2009. By employing this shared electronic medical record infrastructure, all patient information will be available across all Company supported healthcare locations including our compounding pharmacy. This technological investment and its utilization will significantly reduce the hazards associated with disparate healthcare information systems. The Company's centra-fill pharmacists will have both the electronic prescription order as well as the complete medical record available to allow a rapid and thorough evaluation for any potential negative interaction with medications the patient is currently taking as well as avoiding negative impact on health conditions that patient may have. The ability to rapidly communicate with the prescribers regarding alternative medication therapies, when clinical scenarios arise warranting a change in pharmaceuticals, also allows for enhanced personalized patient experience and higher quality outcome. This powerful combination of personalized treatment plans and individualized medication therapeutics will provide us with a significant competitive advantage for attracting and retaining our patients. We anticipate that our clinics will have the added benefit of economies of scale, via billing, collections, purchasing, advertising, and compliance, which can each be fully leveraged to reduce expense and fuel income growth. We also aim to increase awareness of our brand by aligning with patients, medical institutions, insurers, employers, and other healthcare stakeholders in local markets that share our core values.

We believe that our centralized system of administrative infrastructure will allow us to achieve measurable cost and productivity efficiencies, as we expand the number of clinics we own and operate. We have specifically designed our centralized back-office system to alleviate care providers from business administration responsibilities associated with operating a medical practice or clinic, enabling them to focus strictly on caring for the patients we serve.

It is our plan that the cost of our "back-office operations" will not increase in direct relation to the growth of our network of clinics, which will allow us to sustain profit margins across our business operations with a cost effective and scalable back office. As the numbers of our care providers and clinics increase, the economies of scale for our back-office operations will also increase.

A key to our success will be our ability to provide the support of an experienced management team. The breadth of expertise of our employee base allows us to perform billing, compliance, accounting, marketing, advertising, legal, information technology and record-keeping functions on behalf of our clinics.

Specifically, we will provide all the administrative services necessary to support the practice of medicine by our Nurse Practitioners and clinical staff:

- ***Recruiting and Credentialing.*** Our experience in managing our historical orthopedic business with the addition of management team members' operational expertise gained in our acquisitions provides us what we believe to be a solid base of experience in locating, qualifying, recruiting, and retaining experienced Health Care Providers. In addition to the verification of credentials, licenses and references of all prospective healthcare provider candidates, each caregiver undergoes Level 2 background checks.
- ***Billing, Collection and Reimbursement.*** We assume responsibility for contracting with third-party payors for all our Health Care Providers; and we are responsible for billing, collection and reimbursement for services rendered by our clinics. Most of our third-party payors remit by EFT and wire transfers. Accordingly, every aspect of our business is positioned to achieve high productivity, lower administrative headcounts and lower per patient expenses. We provide our Nurse Practitioners with a training curriculum that emphasizes detailed documentation of and proper coding protocol for all services provided; and we provide comprehensive internal auditing processes, all of which are designed to achieve appropriate coding, billing, and collection of revenue for medical services. All our billing and collection operations will be controlled from our business offices located at our corporate headquarters in Melbourne, Florida.
- ***Risk Management and Other Services.*** We maintain professional liability coverage for our group of healthcare providers. In addition, we provide a multi-faceted compliance program that is designed to assist our clinics to fully comply with increasingly complex laws and regulations. We also manage all information technology, facilities management, legal support, marketing support, regulatory compliance, and other services.

Developing and operating additional clinics in other geographic areas will take advantage of the economies of scale for our administrative back-office functions. Our business development plan calls for expansion in other cities and states at a pace that will allow us to maintain the same levels of quality and acceptable profitability from each geographic region. We believe that the scalable structure of our administrative back-office functions can efficiently support our expansion plans.

### ***High Technology Infrastructure Supporting High Touch Patient Experiences***

Successful retail models in other industries have proven effective at using telecommunications, remote computing, mobile computing, cloud computing, virtual networks, and other leading-edge technologies to manage geographically diverse operating units. These technologies create an electronically distributed infrastructure which allows a central management team to monitor, support and control geographically dispersed operating units of a national operation.

We believe that our business model incorporates the best distributed infrastructure supported by these technologies. A central management team monitors and supports our medical operations and will support our future clinics.

Our administrative operations are centered on a secure paperless practice management platform. We utilize a state-of-the-art, cloud-based electronic medical record ("EMR") management system, which provides ready access to each patient's test results from anywhere in the world where there is Internet connectivity, including diagnosis, patient, and provider notes, visit reports, billing information, insurance coverage, patient identification, and personalized care delivery requirements. Our EMR system fully complies with Stages 1 and 2 Meaningful Use standards defined by the Centers for Medicare & Medicaid Services Incentive Programs. These programs govern the use of electronic health

records and allow us to earn incentive payments from the U.S. government, pursuant to the HITECH Act, which was enacted as part of the American Recovery and Reinvestment Act of 2009.

We intend to grow by replicating the client satisfaction and acceptance of our clinics in other geographic markets, and by hiring additional Nurse Practitioners to serve patients in our current and future clinics, all of which will be supported by our standardized policies, procedures, and clinic set-up guidelines.

### **Third-Party Payors**

Our current relationships with government-sponsored plans, including Medicare, managed care organizations and commercial health insurance payors are vital to our business. We seek to maintain professional working relationships with our third-party payors, streamline the administrative process of billing and collection, and assist our patients and their families in understanding their health insurance coverage and any balances due for co-payments, co-insurance, deductibles, or out-of-network benefit limitations.

We have also received compensation for professional services provided by our providers to patients based upon established rates for specific services provided, principally from third-party payors. Our billed charges are substantially the same for all parties in a geographic area, regardless of the party responsible for paying the bill for our services.

If we do not have a contractual relationship with a health insurance payor, we will notify the patient prior to the delivery of services and offer them the option of self-pay with instructions on how to file an out-of-network claim with their payor. Although we maintain standard billing and collections procedures, we will also provide discounts and/or payment option plans in certain hardship situations where patients and their families do not have the financial resources necessary to pay the amount due at the time services are rendered. Any amounts written-off related to private-pay patients are based on the specific facts and circumstances related to each individual patient account and are reviewed and approved by senior management.

### ***U.S. Healthcare Market Outlook***

According to a recent report published by The Centers for Medicare & Medicaid Services (“CMS”) which examined the market for 2022,<sup>2</sup> health care expenditures continue to consume an increasing portion of most economies. In the U.S., health care spending increased 4.1% to \$4.5 trillion in 2022, and now represents 17.3% of the U.S. Gross Domestic Product (“GDP”). An aging population and high levels of chronic conditions are contributing to expectations that healthcare expenditures will continue growing faster than the economy. The CMS estimates annual U.S. healthcare spending will grow at an average rate of 5.4% through 2031 and reach \$7.1 trillion, or 19.6% of U.S. GDP, by 2031 we believe this trajectory is unsustainable and supports the widespread call for investment in expanding access to primary care.

Despite the high cost of healthcare in our country, the quality of care in America also ranks among the worst in the industrialized world with chronic disease treatment representing 90% of our US healthcare spending and affecting over 60% of the adult population, according to the CDC. They are also the leading cause of death.

The care environment has long been characterized by unacceptable levels of practice variation and poor patient experience. There have been few effective incentives and little educational effort to inform and encourage consumers to adopt healthy behaviors. Also, the system has suffered from internal financial pressures to encourage providers to speed through patient encounters versus providing optimal personalized care. Moreover, much has been written such as the articles by Forbes magazine in September and October 2022<sup>3</sup> about the belief that stakeholders in the healthcare supply chain – consumers, providers, purchasers – are disconnected from one another, and their incentives are misaligned. Healthcare information does not flow easily among them, and they sometimes work at cross purposes. This fragmentation has fostered tremendous inefficiency, waste, and unnecessary redundancy, which ultimately

compromises the delivery of quality care and the achievement of optimal outcomes. It is believed that it is these complex challenges that have helped create our healthcare affordability crisis.

The Patient Protection and Affordable Care Act (“PPACA”) and The Healthcare and Education Reconciliation Act of 2010 were signed into law to provide economic incentives and influence healthcare providers to facilitate delivery of coordinated, cost-conscious and affordable care to all Americans. In early 2014, the Health Insurance Marketplace began making it easier for people to compare qualified health plans, get answers to questions, find out if they are eligible for lower costs for private insurance or health programs like Medicaid and the Children’s Health Insurance Program, and enroll in health coverage.

### **Government Regulation**

The healthcare industry is governed by a framework of federal and state laws, rules and regulations that are extensive and complex and for which, in many cases, the industry has the benefit of only limited judicial and regulatory interpretation. If one of our healthcare providers or their practices is found to have violated these laws, rules or regulations, our business, financial condition, and results of operations could be materially adversely affected. Moreover, the Affordable Care Act signed into law in March 2010 contains numerous provisions that are reshaping the United States healthcare delivery system, and healthcare reform continues to attract significant legislative interest, regulatory activity, new approaches, legal challenges, and public attention that create uncertainty and the potential for additional changes. Healthcare reform implementation, additional legislation or regulations, and other changes in government policy or regulation may affect our reimbursement, restrict our existing operations, limit the expansion of our business, or impose additional compliance requirements and costs, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and the trading price of our Common Stock.

As a healthcare organization, we face significant risks due to the highly complex regulatory environment in the US, particularly when dealing with both commercial and governmental payers such as Medicare, Medicaid, and TRICARE. The constantly evolving nature of healthcare regulations—covering reimbursement rates, billing codes, quality standards, provider licensure / credentialing, patient privacy — poses a continual compliance challenge. Failure to adhere strictly to these regulations can lead to severe financial penalties, exclusion from federal programs, and even criminal charges for fraud. For example, improper billing or coding errors in Medicare claims can trigger audits, fines, and repayments that could destabilize our financial health.

---

<sup>2</sup> The Centers for Medicare & Medicaid Services, Reports titled “National Health Expenditures 2022 Highlights”, (December 13, 2023); “CMS Releases 2023-2032 National Health Expenditure Projections,” (June 12, 2024).

<sup>3</sup> Forbes, “Addressing The Disconnect Between American Healthcare And Modern Society,” (September 16, 2022); Forbes, “In Our Flawed Healthcare System, Patients Need To Take More Control,” (October 20, 2022).

Moreover, as a management team we must navigate varying state level requirements as we expand to multiple new markets across the country. These state specific regulatory requirements often include different, sometimes conflicting rules, adding complexity to the successful execution of our strategic plan and financial success. Inadequate training of staff, misinterpretation of policies, or breakdowns in administrative processes can lead to noncompliance. Beyond financial repercussions, these risks extend to reputational damage, reduced patient trust, and loss of contracts or government partnerships, which could undermine our long-term viability. Therefore, we must invest heavily in compliance programs, legal counsel, and internal audits to mitigate these risks.

### ***Fraud and Abuse Provisions***

Existing federal laws governing Medicare, TRICARE, and other federal healthcare programs (the “FHC Programs”), as well as similar state laws, impose a variety of fraud and abuse prohibitions on healthcare companies like us. These laws are interpreted broadly and enforced aggressively by multiple government agencies, including the Office of

Inspector General of the Department of Health and Human Services, the Department of Justice (the “DOJ”) and various state authorities.

The fraud and abuse laws include extensive federal and state regulations applicable to our financial relationships with hospitals, referring to healthcare providers and other healthcare entities. In particular, the federal anti-kickback statute prohibits the offer, payment, solicitation, or receipt of any remuneration in return for either referring Medicare, TRICARE or other FHC Program business, or purchasing, leasing, ordering, or arranging for or recommending any service or item for which payment may be made by an FHC Program. In addition, federal physician self-referral legislation, commonly known as the “Stark Law,” prohibits a physician from ordering certain designated health services reimbursable by Medicare from an entity with which the physician has a prohibited financial relationship. These laws are broadly worded and, in the case of the anti-kickback statute, have been broadly interpreted by federal courts, and potentially subject many healthcare business arrangements to government investigation and prosecution, which can be costly and time consuming.

There are a variety of other types of federal and state fraud and abuse laws, including laws authorizing the imposition of criminal, civil and administrative penalties for filing false or fraudulent claims for reimbursement with government healthcare programs. These laws include the civil False Claims Act (“FCA”), which prohibits the submitting of or causing to be submitted false claims to the federal government or federal government programs, including Medicare, the TRICARE program for military dependents and retirees, and the Federal Employees Health Benefits Program. The FCA also applies to the improper retention of known over payments and includes “whistleblower” provisions that permit private citizens to sue a claimant on behalf of the government and thereby share in the amounts recovered under the law and to receive additional remedies.

In addition, federal and state agencies that administer healthcare programs have at their disposal statutes, commonly known as “civil money penalty laws,” that authorize substantial administrative fines and exclusion from government programs in cases where an individual or company that filed a false claim, or caused a false claim to be filed, knew or should have known that the claim was false or fraudulent. As under the FCA, it often is not necessary for the agency to show that the claimant had actual knowledge that the claim was false or fraudulent in order to impose these penalties.

If we were excluded from any government-sponsored healthcare programs, not only would we be prohibited from submitting claims for reimbursement under such programs, but we would also be unable to contract with other healthcare providers, such as hospitals, to provide services to them. It could also adversely affect our ability to contract with, or to obtain payment from, non-governmental payors.

### ***Government Reimbursement Requirements***

In order to participate in the Medicare program, we must comply with stringent and often complex enrollment and reimbursement requirements. These programs provide for reimbursement on a fee-schedule basis rather than on a charge-related basis, we generally cannot increase our revenue by increasing the amount we charge for our services. To the extent our costs increase, we may not be able to recover our increased costs from these programs, and cost containment measures and market changes in non-governmental insurance plans have generally restricted our ability to recover, or shift to non-governmental payors, these increased costs. In attempts to limit federal and state spending, there have been, and we expect that there will continue to be, several proposals to limit or reduce Medicare reimbursement for various services.

### ***HIPAA and Other Privacy Laws***

Numerous federal and state laws, rules and regulations govern the collection, dissemination, use and confidentiality of protected health information, including the federal Health Insurance Portability and Accountability Act of 1996, as amended (“HIPAA”), and its implementing regulations, violations of which are punishable by monetary fines, civil penalties and, in some cases, criminal sanctions. As part of our medical record keeping, third-party billing, research,

and other services, we and our affiliated practices collect and maintain protected health information on the patients that we serve.

Health and Human Services Security Standards require healthcare providers to implement administrative, physical, and technical safeguards to protect the integrity, confidentiality and availability of individually identifiable health information that is electronically received, maintained, or transmitted (including between us and our affiliated practices). We have implemented security policies, procedures and systems designed to facilitate compliance with the HIPAA Security Standards.

In February 2009, Congress enacted the Health Information Technology for Economic and Clinical Health Act (“HITECH”) as part of the American Recovery and Reinvestment Act (“ARRA”). Among other changes to the law governing protected health information, HITECH strengthens and expands HIPAA, increases penalties for violations, gives patients new rights to restrict uses and disclosures of their health information, and imposes several privacy and security requirements directly on our “Business Associates,” which are third parties that perform functions or services for us or on our behalf.

In addition to the federal HIPAA and HITECH requirements, numerous other state and certain other federal laws protect the confidentiality of patient information, including state medical privacy laws, state social security number protection laws, human subjects research laws and federal and state consumer protection laws. In some cases, state laws are more stringent than HIPAA and therefore, are not preempted by HIPAA.

### ***Environmental Regulations***

Our healthcare operations generate medical waste that must be disposed of in compliance with federal, state, and local environmental laws, rules, and regulations. Our office-based operations are subject to compliance with various other environmental laws, rules, and regulations. Such compliance does not, and we anticipate that such compliance will not materially affect our capital expenditure, financial position, or results of operations.

### ***Compliance Program***

We maintain a compliance program that reflects our commitment to complying with all laws, rules, and regulations applicable to our business and that meets our ethical obligations in conducting our business (the “Compliance Program”). We believe our Compliance Program provides a solid framework to meet this commitment and our obligations as a provider of healthcare services, including:

- a Compliance Committee consisting of our senior executives.
- our *Code of Ethics*, which is applicable to our employees, officers, and directors.

- a disclosure program that includes a mechanism to enable individuals to disclose on a confidential or anonymous basis to our Chief Executive Officer, or any person who is not in the disclosing individual’s chain of command, issues or questions believed by the individual to be a potential violation of criminal, civil, or administrative laws.
- an organizational structure designed to integrate our compliance objectives into our corporate offices and clinics; and
- education, monitoring, and corrective action programs, including a disclosure policy designed to establish methods to promote the understanding of our Compliance Program and adherence to its requirements.

The foundation of our Compliance Program is our *Code of Ethics* which is intended to be a comprehensive statement of the ethical and legal standards governing the daily activities of our employees, affiliated professionals, independent contractors, officers, and directors. All our personnel are required to abide by, and are given thorough education regarding, our *Code of Ethics*. In addition, all employees are expected to report incidents that they believe in good faith may be in violation of our *Code of Ethics*.

## **Acquisitions**

The Company has entered into definitive purchase agreements to acquire the following four companies.

### *Pointe Medical Services*

Pointe Medical Services (“Pointe Medical”) is a functional health, wellness and internal medicine clinic specializing in whole person healthcare and partnering with their clients to achieve optimal health. Pointe Medical is continually striving to educate patients in maintaining a healthy lifestyle in the interest of preventing disease and improving their quality of life.

At Pointe Medical, the following services are offered:

- Internal Medicine & Wellness
- Women’s & Men’s Care
- Diagnostic Services: (Bone Density, Body Composition, EKG, etc.)
- Dietary Consultations/Nutraceuticals/Peptides
- Medi spa Services: Botox, Juvéderm
- Laboratory Testing includes pharmacogenetic testing.
- Weight Loss
- Hormone Replacement Therapy

### *Live Well Drugstore*

Live Well Drugstore (“Live Well”) is a full-service compounding pharmacy located in Northeast Florida which delivers an assortment of medications used to treat various illnesses and conditions. Live Well has United States Pharmacopeia 795 and 797 compliant facilities providing specialty medications for their patients. The organization has the ability to expand to other practices focusing on overall health & personalized care. It is the mission of Live Well to provide clients with the best comprehensive medical care available, including a variety of in-house services focused on treating and educating our clients on the wide variety of health problems that develop as we age, or we acquire through injury or illness.

Specializing in:

- Hormone Optimization
- Sexual Enhancement
- Anti-Aging
- Weight Management
- Pain Management

Once the acquisition is closed, management plans to begin the process of attaining FDA approval for Live Well to become an FDA-registered 503B pharmacy, which allows it to provide services to a much larger population. Although management believes the process can be completed in a reasonable time, the process has not commenced yet and we may find that Live Well cannot qualify for this designation, or the process may take longer than anticipated.

Compounding pharmacies can provide a stop gap alternative source of supply when medicines are in short supply and can offer customized pain medications, cancer drugs hormone replacements, erectile dysfunction shots and other personalized medications. We believe Live Well is well positioned to provide compounded versions of unavailable commercial medications to patients and providers. After attaining 503B status, Live Well will be able to provide custom compounded medications for in-office administration by medical providers. Additional examples of products we plan to offer include IV antibiotics, IV therapy such as Chelation treatments, Vitamin C and/or Vitamin D3 infusions, Myers Cocktails, injectable steroids such as Testosterone, amino acid therapy, and many other treatments that may be difficult to obtain. As the volume of business increases, we plan to expand our compounding pharmacy operations to other states to make these same services available to more patients across the country. This will require additional staffing and administrative oversight costs to expand the contractual relationships we have established with our raw product suppliers needed to deliver the planned compounded medications. The Company is also actively seeking additional qualified and FDA approved suppliers for these components to minimize supply disruptions caused by raw material shortages. Any failure to expand relationships with raw product suppliers or partners with additional qualified suppliers may impact our ability to timely source the materials required for preparation and delivery of such unavailable commercial medications, which may have an adverse effect on our business and results of operations.

#### *Pointe Med Pharmacy*

Pointe Med Pharmacy (“Pointe Med”) is a full-service community pharmacy offering a broad range of medications many of which are covered by third-party insurance plans. In addition to traditional manufactured medications, Pointe Med also compounds custom prescription drugs pursuant to a medical provider’s order. Pointe Med specializes in compounding for hormone replacement therapy, pain management, anti-aging, sexual enhancement, and weight management.

Pointe Med is a provider for the following major insurance companies, among others:

- Aetna
- Ambetter
- Avmed
- Beechstreet
- Blue Cross Blue Shield
- Cigna
- First Health
- Great West
- Humana
- Medicare and most Medicare Replacement Plans
- Oscar
- PHCS
- Railroad Medicare
- TRICARE Standard/Prime
- United Healthcare

#### *The Good Clinic*

The Good Clinic (“Good Clinic”) is an innovative healthcare concept that we believe has the potential to redefine primary care delivery. The Good Clinic concept is based on a tech-forward, relationship-driven approach to primary care in clinics staffed by Nurse Practitioners. These clinics will be placed in the retail space typically available in high density housing buildings. This street level retail location strategy offers the competitive advantages of ease of access and convenience for healthcare consumers as well as allowing the developers of high-density housing to offer their tenants unique, innovative, and differentiating amenities.

The key differentiator of The Good Clinic is the operational focus of delivering personalized treatment plans based on the individualized healthcare needs and goals of clients as well as offering convenience and quality by providing expanded primary care and quality-of-life healthcare both in the clinics as well as via telehealth. This strategy allows the Nurse Practitioners to address not just patients' immediate concerns but thinking ahead to their overall well-being.

The assets in this acquisition include physical assets (medical equipment, computers, signage, furniture, and exam tables) and intangible assets (goodwill), to establish the first four clinics. We believe the acquisition of this concept will complement the Pointe Medical acquisition in a new market outside of Florida. The acquisition will facilitate our ability to bring a more personal approach to internal medicine services – connecting patients with a knowledgeable, compassionate team of professionals as well as allowing The Good Clinic to utilize Live Well Drugstore creating expanded revenue streams for the Company.

## **Our Competitive Strengths**

Although the healthcare services market is highly competitive, we believe the following strengths and market dynamics provide us with a competitive advantage in opening three (3) clinics by December 2026. As additional capital is available to the Company, we will pursue opening a total of thirty (30) new clinics in the next five years:

- Experienced management team - with a proven track record of growing healthcare services companies, including companies operating in our current space.
- Cost Advantage - Based on Bureau of Labor Statistics for primary care providers, the May 2023 median annual pay for a Nurse Practitioner was \$126,260 compared to the median annual pay for Family Medicine Physicians which was \$240,790. CMS established Nurse Practitioners reimbursement at 85% of physician reimbursement for the same medical, surgical, and diagnostic procedure or service. Based on these considerations, we believe we will have at least a twenty five percent (25%) labor cost advantage over the traditional primary care service providers by employing Nurse Practitioners as the primary healthcare professionals as compared to a traditional physician-employed primary care model.
- Diversified product line including
  - Insurance paid (Commercial, Medicare and Medicaid)
  - Preventative care
  - Hormone replacement therapy
  - Women's health
  - Men's health
  - Regenerative medicine
  - Appropriate aging
  - Functional medicine
  - Bio hacking
  - Personalized care
  - Nutrition coaching
  - Medically assisted weight loss
  - Population health services management
  - Telehealth care
  - Laboratory services
  - Pharmacy care focused on personalized care for our clients. (higher margin compounding pharmaceutical products streamlined distribution to patients)
  - In-clinic product sales of vitamins, and nutraceuticals self-pay services utilizing medically appropriate treatments not covered by insurance for whole health improvements.

The following discussion and analysis should be read in conjunction with the financial statements and notes thereto appearing elsewhere herein.

We intend to open medically based functional health and wellness clinics around the United States in select markets, utilizing the experience, expertise, and training of licensed, advanced degreed nurse practitioners (“Nurse Practitioners”). Nurse Practitioners have a lower employment cost and provide a 25% higher margin than MD’s staffed clinics. Nurse Practitioners focus on longitudinal patient care increasing early detection and improving the management of chronic and acute care conditions.

We intend that our clinics will provide basic dermatological services in the areas of Botox injections, skin procedures, biopsies, cancer screening and acne treatment for our consumers. The practices will focus on whole-person health and prevention. With the support of our compounding pharmacy operation, we believe that we will be positioned to offer cutting edge personalized medicine including Hormone Replacement Therapy (“HRT”), Testosterone Replacement Therapy (“TRT”), Peptides, and Biohacking. We seek to create a jointly developed long term personalized care plan with each individual that focuses on the patient’s individual quality of life goals. Our practices will accept most major commercial insurances, Medicare, Medicaid, and self-pay patients. We support pricing transparency and maintain a published price list for self-pay patients.

In addition to the traditional fee-for-service medical care, we will offer a variety of services focused on personalized care for both individuals and self-funded employers. Our personalized care offers will include dermatological services, weight management, nutritional and diabetes coaching. Most of our personalized care products and services will not be covered by insurance and will be paid for by the consumer at the time of service. We will offer our services both in the clinics, as well as via telehealth and will seek to facilitate same day and next day appointments for the client’s convenience.

Our team is committed to compassionate care, patient education, and improving the lives of our patients. Care is focused on each patient’s full continuum of care, which requires a more personalized approach to treatment. It is the mission of our team to customize care to ensure that each patient’s needs, values, and choices are always considered.

Our patient-centric culture strives to include providing an inviting, easily accessible, peaceful, healing environment that is aesthetically pleasing and designed specifically to allay patient fear, anxiety, and discomfort. The design and decor of our clinic lobbies and diagnostic and treatment rooms are intended to define and reinforce a strong and relevant brand image of quality, patient-centered care.

Time is allocated to patient education and prevention with follow up visits to track the health journey and monitor improvements and increase patient satisfaction.

---

<sup>4</sup> Grand View Research, “U.S. Primary Care Physicians Market Size, Share & Trends Analysis Report” (November 2023).

## **Objective of Acquisitions: Offering Personalized Care**

### Target market:

The target market for our prospective personalized care business includes individuals of all ages who are interested in improving their quality of life and overall health and well-being, focusing not only on the basics of primary care but also on anti-aging, medical weight loss, regenerative medicine, biohacking, obesity reduction, stem cell therapies and sexual health. We aim to focus on urban and suburban areas in states (currently 27 and the District of Columbia) that grant Nurse Practitioners full practice authority and where we believe there is high demand for personalized care services and products. Our initial expansion will focus on building operations in northeast and southwest Florida and Minnesota for 2026 and 2027. We have initiated evaluation of the Denver and Phoenix markets for potential future expansion opportunities.

### Products and Services:

Our company aims to offer a range of personalized care services and products to meet the needs of our target market. We aim to provide a variety of medical weight loss, bio-identical hormone replacement therapy and other personalized therapies. We will also offer nutrition coaching to help clients develop healthy eating habits and customized meal plans. In addition, we will offer a monthly subscription service to our clients that offers a reduction in our prices for all non-insurance-based pharmacy services, creating value for both the client and the Company.

### Marketing and Sales:

Our marketing strategy includes a variety of marketing channels such as digital ads, SEO optimization, as well as select radio and television advertising to reach our target market. We will enhance these efforts with employer programs, social media advertising, email marketing, and influencer partnerships. We will also leverage word-of-mouth referrals by providing excellent customer service, by creating a welcoming and supportive environment. In addition, we will offer introductory discounts and referral incentives to encourage new customers to try our services. We will also set up an internal referral program where providers identify the customer's needs and make a recommendation to our other services and programs.

### Overall Strategy:

The personalized care industry presents a significant growth opportunity for our business to differentiate our approach to internal medicine. By offering high-quality services and products, we aim to become a leading provider of personalized care solutions and achieve long-term success. With a strong marketing and sales strategy and a focus on customer satisfaction, we are confident in our ability to achieve our growth goals and become a top player in the industry.

## **MEDICAL WEIGHT LOSS**

The pharmaceutical weight loss market includes prescription and over-the-counter medications that are used to aid weight loss.

### Market Size and Growth:

According to a report from Goldman Sachs Research in October 2023,<sup>7</sup> the pharmaceutical weight loss market size was valued at \$6 billion and could grow to \$100 billion by 2030. The increasing prevalence of obesity and physical and psychological issues of being overweight has fueled the growing demand for weight loss medications and programs. The rising awareness of the benefits of weight loss are some of the factors driving the growth of the pharmaceutical weight loss market and personalized care industry.

### Application Segments:

The pharmaceutical weight loss market can be segmented by application, including obesity, type 2 diabetes, and others. The obesity segment is expected to hold the largest market share due to the high prevalence of obesity and overweight people, particularly in developed countries.

### Product Segments:

The pharmaceutical weight loss market can also be segmented by the type of product, including appetite suppressants, fat absorption inhibitors, and others. The appetite suppressants segment is expected to hold the largest market share due to their ability to reduce hunger and promote satiety.

### End-User Segments:

The pharmaceutical weight loss market can be segmented by end-users, including hospitals and clinics, retail pharmacies, and others. The retail pharmacies segment is expected to hold the largest market share due to the availability of over-the-counter weight loss medications.

---

<sup>7</sup> Goldman Sachs, “Why the anti-obesity drug market could grow to \$100 billion by 2030,” (October 30, 2023).

## **HORMONE REPLACEMENT THERAPY (“HRT”)**

Hormone Replacement Therapy includes Estrogen Replacement Therapy, Human Growth Hormone Replacement Therapy, Thyroid Replacement Therapy, Testosterone Replacement Therapy, and others. Each of these segments has gained significant attention in recent years.

HRT is commonly used to treat symptoms of menopause, such as hot flashes, night sweats, and mood swings, as well as symptoms of aging, including decreased energy levels and libido.

### Market Size and Growth:

According to Global Market Insights’ November 2023 report, the HRT market size was valued at \$6.9 billion in 2022 and is expected to grow to \$13.4 billion by 2032.<sup>8</sup> The increasing prevalence of menopausal symptoms, the rising awareness of the benefits of HRT, and the growing demand for personalized medicine are some of the factors driving the growth of the HRT market.

### Application Segments:

The HRT market can be segmented by application, including menopause, hypothyroidism, fatigue, low libido, erectile dysfunction, and others. The menopause segment is expected to hold the largest market share due to the population of women reaching menopausal age and experiencing menopausal symptoms of their mothers and the rising awareness of the benefits of HRT in treating these symptoms.

### Product Segments:

The HRT market can also be segmented by the type of product, including creams and gels, pills and tablets, patches, injections, and others. The creams and gels segment are expected to hold the largest market share due to their ease of use and convenience.

### End-User Segments:

The HRT market can be segmented by end-users, including hospitals and clinics, specialty centers, and others. The specialty centers segment is expected to hold the largest market share due to its expertise in HRT and personalized treatment options.

## **PEPTIDES:**

Peptides are short chains of amino acids that play an essential role in various biological processes, including protein synthesis, cell signaling, and immune response. Peptides have been gaining significant attention in the pharmaceutical and biotech industries due to their potential therapeutic applications, including drug development and personalized medicine.

### Market Size and Growth:

According to the November 2023 report from Global Market Insights,<sup>9</sup> the US peptides market size was valued at USD \$17.8 billion in 2022 and is expected to grow at a CAGR of 7.0% from 2023 to 2030. The increasing prevalence

of chronic diseases such as cancer, diabetes, and cardiovascular diseases is one of the major drivers of the growth of the peptides market. Additionally, the growing demand for peptide-based drugs and the increasing investments in research and development activities are expected to further drive market growth.

---

<sup>8</sup> Global Market Insights, “U.S. Hormone Replacement Therapy Market,” (November 2023).

<sup>9</sup> Global Market Insights, “U.S. Peptide Therapeutics Market,” (November 2023).

#### Application Segments:

The peptides market can be segmented by application, product, technology, and end-user. Based on application, the market can be segmented into cancer, metabolic disorders, cardiovascular diseases, respiratory diseases, infectious diseases, and others. The cancer segment is expected to hold the largest market share due to the increasing incidence of cancer worldwide.

#### Product Segments:

The peptides market can also be segmented based on the type of product, such as branded and generic peptides. Branded peptides are expected to hold the largest market share due to the high cost of development and manufacturing.

#### Technology Segments:

The peptide market can be segmented based on technology, such as solid-phase peptide synthesis, liquid-phase peptide synthesis, and recombinant DNA technology. Solid-phase peptide synthesis is the most used technology for peptide synthesis due to its high efficiency, flexibility, and cost-effectiveness.

#### End-user Segments:

The peptides market can be segmented based on end-users, such as pharmaceutical and biotech companies, academic and research institutes, and contract research organizations. The pharmaceutical and biotech companies’ segment is expected to hold the largest market share due to the increasing demand for peptide-based drugs.

#### Conclusion:

Overall, the peptides market is expected to witness significant growth in the coming years, driven by the increasing prevalence of chronic diseases, the growing demand for peptide-based drugs, and the increasing investments in research and development activities. With the development of new technologies and the increasing focus on personalized medicine, the demand for peptides is expected to further increase, creating significant growth for the providers of these products.

### **REGENERATIVE MEDICINE**

Our company aims to provide innovative regenerative medicine solutions to patients looking for advanced treatment options for chronic and degenerative diseases. We will offer a range of cutting-edge regenerative therapies, including stem cell therapy, platelet-rich plasma (PRP) therapy, exosome therapy, and shockwave therapy. Our goal is to become a leading provider of regenerative medicine solutions in the industry.

#### Market Analysis:

According to Grand View Research in their independent report titled “U.S. Regenerative Medicine Market Size, Share and Trends Analysis,”<sup>10</sup> the regenerative medicine US market size was estimated at \$16.8 billion in 2023, and it is projected to grow at a CAGR of 16.72% from 2024 to 2030. The primary drivers of this growth are the increasing

prevalence of chronic and degenerative diseases, growing demand for non-invasive and effective treatment options, and the rise in investment in research and development.

Target market:

Our target market includes patients suffering from chronic and degenerative diseases, athletes, as well as those seeking alternative treatments for their conditions, and those seeking to increase their lifespan. We will focus on urban and suburban areas where there is high demand for regenerative medicine solutions. In addition, we will actively recruit clients from our primary care clinics and ancillary programs.

---

<sup>10</sup> Grand View Research, “U.S. Regenerative Medicine Market Size, Share and Trends Analysis Report by Product (Cell-based Immunotherapies, Gene Therapies), By Therapeutic Category, And Segment Forecasts, 2024 – 2030.”

Products and Services:

We will offer a range of regenerative medicine therapies designed to meet the needs of our target market. Our core offerings include:

- Stem Cell Therapy: We use advanced stem cell technology to regenerate damaged tissue and promote healing.
- Platelet-Rich Plasma (PRP) Therapy: We use a patient’s own blood to promote healing and repair damaged tissue.
- Exosome Therapy: We use exosomes, which are small vesicles that carry signals between cells, to promote regeneration and healing.
- Shockwave Therapy: We use targeted soundwaves to reduce pain and inflammation, improve blood flow, and promote stem cell activity.
- Telomere cell life extenders.

Conclusion:

Overall, we believe that our company has strong growth potential in the rapidly expanding regenerative medicine industry. By providing advanced and effective therapies, we aim to become a leading provider of regenerative medicine solutions and achieve long-term success. With a strong marketing and sales strategy and a focus on patient satisfaction, we are confident in our ability to achieve our growth goals and become a top player in the industry.

**BIOHACKING PROGRAMS**

Our company aims to provide cutting-edge biohacking solutions to individuals looking to optimize their health and personalized care, increase their lifespan, and objectively reverse their biological age. We will offer a range of products and services that incorporate the latest advances in biohacking technology, including innovative technologies and devices, high-end supplements, and personalized coaching.

Market Analysis:

The biohacking industry has seen significant growth over the past few years, and it is expected to continue expanding. According to Market Research Future, in 2023, the biohacking market was estimated at \$23.9 billion, and it is projected to grow at a CAGR of 19.48% to \$67.9 billion by 2032. Rising frequency of chronic diseases, awareness of biohacking, and demand for smart devices and drugs are the key market drivers enhancing the market growth.<sup>11</sup>

### Target market:

Our target market includes individuals who are looking to upgrade their bodies and minds, including top athletes, fitness enthusiasts, health-conscious consumers, corporate executives, and aging populations. We will focus on elite groups and corporations, and urban and suburban areas where there is high demand for biohacking solutions. In addition, we will actively recruit clients from our primary care clinics and ancillary programs.

---

<sup>11</sup> Market Research Future, “Global Biohacking Market Overview,” (2023).

### Products and Services:

We offer a range of biohacking products and services designed to meet the needs of our target market. Our core offerings include:

- Diagnostic (wearable) devices: We offer a range of home-use and wearable devices that monitor biometric data and provide real-time feedback to optimize health and performance.
- Supplements & infusions: We offer a range of supplements and infusions designed to support longevity, including cognitive function, immune support, and stress management.
- Technologies: Brain Tap, Cold therapy, FIR, grounding technologies, PEMF, Hydrogen water, vibration platforms, and frequency medicine.
- Personalized Coaching: We offer personalized coaching programs that incorporate biohacking techniques, including breathwork, visualization, and manifesting.

### Conclusion:

Overall, we believe that our company has strong growth potential in the rapidly expanding biohacking industry. By providing cutting-edge products and services, we aim to become a leading provider of biohacking solutions and achieve long-term success. With a strong marketing and sales strategy and a focus on customer satisfaction, we are confident in our ability to achieve our growth goals and become a top player in the industry.

### **Legal Proceedings**

From time to time, we may become involved in lawsuits and legal proceedings which arise in the ordinary course of business including potential disputes with patients. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

Our contracts with hospitals generally require us to indemnify them and their affiliates for losses resulting from the negligence of our care providers. Although we currently maintain liability insurance coverage intended to cover professional liability and certain other claims, we cannot assure that our insurance coverage will be adequate to cover liabilities arising out of claims asserted against us in the future where the outcomes of such claims are unfavorable to us. Liabilities in excess of our insurance coverage, including coverage for professional liability and certain other claims, could have a material adverse effect on our business, financial condition, and results of operations.

We are not a party to any pending legal proceedings, nor is our property the subject of a pending legal proceeding, that is not in the ordinary course of business or otherwise material to the financial condition of our business. None of our directors, officers or affiliates are involved in a proceeding adverse to our business or have a material interest adverse to our business.

## **Our Headquarters**

Our corporate headquarters is located in the heart of downtown Melbourne, Florida, close to all major hospitals. The address is 95 Bulldog Blvd, Suite 202, Melbourne, Florida 32901. Our corporate website is [www.myfchs.com](http://www.myfchs.com).

## **Employees**

As of December 31, 2025, our workforce included one (1) full-time, salaried, employee and seven contract staff professionals located in the United States. We have never experienced any employment-related work stoppages and consider relations with our employees to be good.

## **Available Information**

Our website address is <http://www.myfchs.com>. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and other reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), as well as amendments thereto, are filed with the SEC and are available free of charge on our website at [investors.myfchs.com](http://investors.myfchs.com) promptly after such reports are available on the SEC's website. We may use our [investors.myfchs.com](http://investors.myfchs.com) website as a means of disclosing material non-public information and complying with our disclosure obligations under Regulation FD.

The SEC maintains an internet site that contains reports, proxy, information statements, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

The information contained in or accessible through our website or contained on other websites is not incorporated into this filing. Further, any references to URLs contained in this report are intended to be inactive textual references only.

## **ITEM 1A. RISK FACTORS**

The risk factors discussed below could cause our actual results to differ materially from those expressed in any forward-looking statements. Although we have attempted to list comprehensively these important factors, we caution you that other factors may in the future prove to be important in affecting the results of operations. New factors the Company from time to time and it is not possible for us to predict all of these factors, nor can we assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

The risks described below set forth what we believe to be the most material risks associated with the purchase of our securities. Before you invest in our securities, you should carefully consider these risk factors, as well as the other information contained in this report.

### **Going Concern**

During the year ended December 31, 2025, the Company experienced operating losses of approximately \$2.7 million, net loss of approximately \$6.9 million and corresponding cash outflows from operations of \$549,019. This performance reflected challenges in operating and restructuring the Company as a result of previous issues that confronted the Company in the healthcare market such as growing referral bases and negotiating favorable contract rates with third party payors for services rendered, the negative impact of the former CEO's indictment in November 2018, the bankruptcy from June 2020, and COVID-19. As a result of the CEO's actions, the Company has been subject to litigation as well as incurring damage to its relationships with its employees and referral sources. The Company's ability to continue as a going concern is dependent upon the success of its continuing efforts to acquire profitable companies, grow its revenue base, reduce operating costs, especially as related to provider services, and access additional sources of capital, and/or sell assets. The Company believes that it will be successful in repairing its

relationships with employees and referral sources, generating growth and improved profitability resulting in improved cash flows from operations. Additionally, headcount was reduced in October 2021 and again in January 2023 to generate reductions in operating costs while the Company focused on developing and executing its future business strategy.

However, in order to execute the Company's business development plan, which there can be no assurance we will achieve, the Company may need to raise additional funds through public or private equity offerings, debt financing, corporate collaborations or other means and potentially reduce operating expenditures. If the Company is unable to secure additional capital, it may have to curtail its business development initiatives and take additional measures to reduce costs in order to conserve its cash, thus raising substantial doubt about its ability to continue as a going concern more than one year from the date of issuance of the 2025 financial statements included in this filing.

### **Risks Related to our Financial Position and Capital Needs**

***Our business has posted minimal profit since commencing operations.***

We have posted net losses and negative cash flows from operations for the years ended December 31, 2025, and 2024. The adverse effects of a limited operating history include, but are not limited to, liquidity risks related to our net losses, negative cash flows, and accumulated deficit comprise reduced management visibility into forward sales, marketing costs, and customer acquisition, which could lead to missing targets for achievement of future profitability.

***If our cash from operations is not sufficient to meet our current or future operating needs, expenditures and debt service obligations, our business, financial condition, and results of operations may be materially adversely affected.***

Our ability to generate cash to meet our operating needs, expenditures and debt service obligations will depend on our future performance and financial condition, which will be affected by financial, business, economic legislative, regulatory, and other factors, including potential changes in costs, pricing, competitive pressure, and consumer preferences. If our cash flow and capital resources are insufficient to fund our debt service obligations and other cash needs, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness. Even if we are successful in taking any such alternative actions, such actions may not allow us to meet our scheduled debt service obligations and, as a result, our business, financial condition, and results of operations may be materially adversely affected.

***We need additional capital to expand operations; if we do not raise additional capital, we will need to curtail or cease operations.***

Since our inception, we have financed our operations primarily through the sale of our common stock. To execute our business plan successfully, we will need to raise additional money in the future. Additional financing may not be available on favorable terms, or at all. The exact amount of funds raised, if any, will determine how quickly we can maintain the profitability of our operations. No assurance can be given that we will be able to raise capital when needed or at all, or that such capital, if available, will be on terms acceptable to us. If we are not able to raise additional capital, we will likely need to curtail or cease operations.

***Raising additional capital may cause dilution to our existing stockholders, restrict our operations, or require us to relinquish rights to our technologies or other assets.***

We may seek additional capital through a combination of private and public equity offerings, debt financing, strategic partnerships and alliances and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, existing ownership interests will be diluted, and the terms of such financings may include liquidation or other preferences that adversely affect the rights of existing stockholders. Debt financing

may be coupled with an equity component, such as warrants to purchase shares, which could also result in dilution of our existing stockholders' ownership. The incurrence of indebtedness would result in increased fixed payment obligations and could also result in certain restrictive covenants, such as limitations on our ability to incur additional debt, limitations on our ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact our ability to conduct our business and may result in liens being placed on our assets and intellectual property. If we were to default on such indebtedness, we could lose such assets and intellectual property.

***Our strategy to open new clinics sites in multiple new markets makes it difficult for us to evaluate our current and future business prospects, and we may be unable to effectively manage any growth associated with these new markets, which may increase the risk of your investment and could harm our business, financial condition, results of operations and cash flow.***

Our proliferation into new markets may place a significant strain on our resources and increase demands on our executive management, personnel, and systems, and our operational, administrative, and financial resources may be inadequate. We may also not be able to effectively manage any expanded operations or achieve planned growth on a timely or profitable basis. If we are unable to manage expanded operations effectively, we may experience operating inefficiencies, the quality of our products and services could deteriorate, and our business and results of operations could be materially adversely affected.

***Changes in tax laws and unanticipated tax liabilities could adversely affect our effective income tax rate and ability to achieve profitability.***

Our effective income tax rate in the future could be adversely affected by a number of factors including changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities and changes in tax laws. We regularly assess all of these matters to determine the adequacy of our tax provision which is subject to discretion. If our assessments are incorrect, it could have an adverse effect on our business and financial condition. There can be no assurance that income tax laws and administrative policies with respect to the income tax consequences generally applicable to us or to our subsidiaries will not be changed in a manner which adversely affects our shareholders.

***We expect our quarterly financial results to fluctuate.***

We expect our net sales and operating results to vary significantly from quarter to quarter due to a number of factors, including changes in:

- Demand for our services;
- Our ability to obtain and retain existing clients;
- General economic conditions, both domestically and in foreign markets;
- Advertising and other marketing costs; and
- Costs of creating and expanding clinic locations.

As a result of the variability of these and other factors, our operating results in future quarters may be below the expectations of our stockholders.

***Volatility in the financial markets could have a material adverse effect on our business.***

Although we have had access to equity markets through our various financing activities, equity markets may experience significant disruptions. Deterioration in global financial markets could make future financing difficult or

more expensive. This could leave us with a reduced borrowing capacity, which could have a material adverse effect on our business, financial condition, and results of operations.

***Potential profit margins may decline due to increasing pressure on margins.***

The industry in which we plan to operate is subject to potentially significant pricing pressure caused by many factors. If our estimated gross margin declines and we fail to sufficiently reduce our operating costs or grow our future net revenues, we could incur significant operating losses that we may be unable to fund or sustain for extended periods of time, if at all. This could have a material adverse effect on the results of operations, liquidity, and financial condition.

***Our indebtedness may have a material adverse effect on our business, financial condition, and results of operations.***

As of December 31, 2025 and December 31, 2024, our indebtedness amounted to \$27,177,660 and \$24,272,066, respectively. Our indebtedness could have significant consequences, including:

- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of funding growth, working capital, capital expenditures, investments, or other cash requirements;
- reducing our flexibility to adjust to changing business conditions or obtain additional financing;

---

26

---

- exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under our term loan facilities are at variable rates;
- making it more difficult for us to make payments on our indebtedness;
- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;
- subjecting us to restrictive covenants that may limit our flexibility in operating our business; and
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements and general corporate or other purposes.

***Pandemics and epidemics, natural disasters, terrorist activities, political unrest, and other outbreaks could have a material adverse impact on our business, results of operations, financial condition and cash flows or liquidity.***

We are also vulnerable to natural disasters and other calamities. We cannot assure you that any backup systems will be adequate to protect us from the effects of fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks or similar events. Any of the foregoing events may give rise to interruptions, breakdowns, system failures, technology platform failures or internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our ability to maintain clinic operations.

***Business interruptions resulting from the outbreak of a pandemic or similar public health crises could cause a disruption of our clinic operations and adversely impact our business.***

Public health crises such as pandemics or similar outbreaks could adversely impact our business. The continued spread of an outbreak globally could adversely impact our operations, including our ability to recruit and retain patients and staff who, as healthcare providers, may have heightened exposure to such outbreaks if an outbreak occurs in their geography. For instance, during the outbreak of Covid-19, patients in Florida did not have access to elective services due to stringent restrictions in this regard within the state. As a result, this led to significant reduction in revenues as many of the services/ treatments that the Company provided during the time were elective in nature. Further, as a result of an outbreak in affected geographies that we rely upon, we may experience delays in sourcing

supplies for our diagnostic equipment and pharmaceuticals that we intend to sell as part of our compounding pharmacy and operations at our clinics. Any negative impact that such outbreaks have on patient acquisition or treatment could adversely affect our ability to maintain operations, increase our operating expenses, and have a material adverse effect on our financial results.

### **General Risks Related to our Healthcare Services Business**

***We have a limited operating history that impedes our ability to evaluate our potential future performance and strategy.***

Our limited primary care clinic operating history makes it difficult for us to evaluate our future business prospects and make decisions based on estimates of our future performance. It will take time and marketing / messaging investment to successfully build a financially viable panel of patients for each of our clinics. It is difficult to predict with certainty how long the process of patient acquisition will take. To address these risks and uncertainties, we must do the following:

- Successfully execute our business strategy to establish our brand and reputation as a profitable, well-managed enterprise committed to delivering quality and cost-effective healthcare;
- Respond to competitive developments;
- Provide Nurse Practitioners with a compelling alternative to other medical practice or hospital employment; and
- Attract, integrate, retain, and motivate qualified clinic personnel.

We cannot be certain that our business strategy will be successful or that we will successfully address these risks. If we do not successfully address these risks, our business, prospects, financial condition, and results of operations may be materially and adversely affected.

***Acquisitions involve risks that could adversely affect our business/internal controls.***

As part of our growth strategy, the Company has made strategic transactions with the expectation that such transactions will result in various benefits, including, among others, an expanded range of healthcare services to patients in the community, cost savings and increased profitability of the businesses by improving operating efficiencies. Achieving the anticipated benefits is subject to a number of uncertainties, including whether we integrate our acquired companies in an efficient and effective manner, and general competitive factors in the marketplace. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and resources.

In addition, effective internal controls are necessary for us to provide reliable and accurate financial reports and to effectively prevent fraud. The integration of acquired businesses is likely to result in our systems and controls becoming increasingly complex and more difficult to manage.

We devote significant resources and time to complying with the internal control over financial reporting requirements of the Sarbanes-Oxley Act of 2002. However, we cannot be certain that these measures will ensure that we design, implement and maintain adequate control over our financial processes and reporting in the future, especially in the context of acquisitions or assuming management control over other businesses. Any difficulties in the assimilation of acquired businesses into our Company's control system could harm our operating results or cause us to fail to meet our financial reporting obligations. Inferior internal controls could also cause investors to lose confidence in our Company's reported financial information, which could have a negative effect on the trading price of the Company's stock and our access to capital.

***To pursue our business strategy, we will need to raise additional capital. If we are unable to raise additional capital, our business may fail.***

We may need to raise additional capital to pursue our business plan, which includes hiring additional Nurse Practitioners to expand our business operations and to acquire or develop new clinics. We believe that we have access to capital resources through possible public or private equity offerings, debt financing, corporate collaborations, or other means. If the economic climate in the United States does not continue to improve or further deteriorates, our ability to raise additional capital could be negatively impacted. If we are unable to secure additional capital, we may be required to curtail our initiatives and take additional measures to reduce costs to conserve our cash in amounts sufficient to sustain operations and meet our financial obligations.

***We may not be able to achieve the expected benefits from opening new clinics, which would adversely affect our financial condition and results.***

We plan to rely on hiring additional Nurse Practitioners to create branded clinics as a method of expanding our business. If we do not successfully integrate such new clinics, we may not realize the anticipated operating advantages and cost savings. The integration of these new clinics into our business operations involves several risks, including:

- Demands on management related to the increase in our Company's size with the establishment of each new clinic, which is crucial to our business plan;
- The diversion of management's attention from the management of daily operations to the integration of operations of the new clinics;
- Difficulties in the assimilation and retention of employees; and
- Potential adverse effects on operating results.

Further, the successful integration of the new Nurse Practitioners will depend upon our ability to manage the new staff and to eliminate redundancies and excess costs. Difficulties in integrating new clinical staff may impede our ability to achieve the cost savings and other size-related benefits that we hoped to achieve, which would harm our financial condition and operating results.

***If we are unable to attract and retain qualified medical professionals, our ability to maintain operations attract patients or open new clinics could be negatively affected.***

We generate our revenues through Nurse Practitioners and clinical staff who work for us to perform medical services and procedures. The retention of those medical professionals is a critical factor in the success of our clinics, and the hiring of qualified medical professionals is a critical factor in our ability to launch new clinics successfully. However, at times it may be difficult for us to retain or hire qualified medical professionals. If we are unable consistently to hire and retain qualified medical professionals, our ability to open new clinics, maintain operations at existing clinics, and attract patients could be materially and adversely affected.

***We may have difficulties managing our Company's growth, which could lead to higher operating losses, or we may not grow at all.***

Our strategy of opening clinics in multiple markets could strain our human and capital resources, potentially leading to higher operating losses. Our ability to manage operations and control growth will be dependent upon our ability to raise and spend capital to successfully attract, train, motivate, retain, and manage new employees and continue to update and improve our management and operational systems, infrastructure and other resources, financial

and management controls, and reporting systems and procedures. Should we be unsuccessful in accomplishing any of these essential aspects of our growth in an efficient and timely manner, then management may receive inadequate information necessary to manage our operations, possibly causing additional expenditures and inefficient use of existing human and capital resources or we otherwise may be forced to grow at a slower pace that could slow or eliminate our ability to achieve and sustain profitability. Such slower than expected growth may require us to restrict or cease our operations and go out of business.

***Loss of key executives and failure to attract qualified managers could limit our growth and negatively impact our operations.***

We require medical professionals and marketing persons with experience in our industry to operate and market our clinic services. It is impossible to predict the availability of qualified persons or the compensation levels that will be required to hire them. The loss of the services of any member of our senior management or our inability to hire qualified people at economically reasonable compensation levels could adversely affect our ability to operate and grow our business.

***We may be subject to medical professional liability risks, which could be costly and could negatively impact our business and financial results.***

We may be subject to professional liability claims. We maintain professional liability insurance with coverage that we believe is consistent with industry practice and appropriate considering the risks attendant to our business. However, any claim made against us could be costly to defend against, resulting in a substantial damage award against us and diverting the attention of our management team from our operations, which could have an adverse effect on our financial performance.

***There are significant operational and financial risks in billing Medicare, Medicaid, and TRICARE for healthcare services.***

We plan to be bill government payers for our medical services. Billing to Medicare and Medicaid programs presents several risks that our providers must carefully manage to avoid severe financial, legal, and operational consequences. These risks include:

- **Compliance risks:** *Medicare, Medicaid, and TRICARE* have highly detailed and complex billing rules, including regulations on coding, documentation, and reimbursement. Even small errors in claims submission, such as incorrect billing codes, missing documentation, or failure to meet medical necessity criteria, can lead to denied claims, audits, and penalties. The Company must stay current on evolving regulations, which differ by state for Medicaid, to avoid compliance violations.

- **Fraud and abuse allegations:** *Medicare, Medicaid, and TRICARE* programs are closely monitored for fraudulent activity. Billing mistakes or misinterpretations of guidelines can expose us to accusations of fraud or abuse under the False Claims Act. Activities such as upcoding (billing for more expensive services than provided), unbundling (charging separately for services that should be billed as a package), or providing services not medically necessary can lead to criminal or civil penalties, fines, and exclusion from federal programs.
- **Payment delays and cash flow disruptions:** Due to the complexity of the claims process, *Medicare, Medicaid, and TRICARE* payments can be delayed, causing cash flow challenges. Claims may be rejected or denied, requiring additional time and resources to correct and resubmit, which may further exacerbate financial strain on the Company.
- **Audit risks:** Billing *Medicare, Medicaid, and TRICARE* can subject the Company to frequent audits by government agencies such as the Centers for Medicare & Medicaid Services (CMS), state Medicaid

agencies, and Recovery Audit Contractors (RACs). These audits review claims for compliance, accuracy, and potential overpayments. An unfavorable audit outcome can result in recoupment of funds, fines, and even suspension from participation in these programs.

- **Regulatory changes: Medicare, Medicaid, and TRICARE** policies are regularly updated with changes in reimbursement rates, eligibility criteria, and coverage guidelines. The Company will be required to adapt to these regulatory changes, or it risks submitting incorrect claims or providing services that are no longer covered. Failure to keep up with regulatory updates can lead to billing inaccuracies, lost revenue, or penalties for noncompliance.
- **Overpayment and recoupment risks:** If any of the agencies, *Medicare, Medicaid, and TRICARE*, determines that overpayments were made, whether due to errors or overbilling, they will require repayment, sometimes retroactively for several years. Recoupment of funds could create significant financial pressure, particularly if the amounts involved are substantial.

*Operating clinics in multiple states, billing multiple commercial payers creates the need for additional administrative staff may lead to higher overhead costs, and recurring coding and billing training for our clinic level staff.*

Our strategy of operating multiple clinics across different states creates heightened risks when managing the billing and compliance processes with commercial payers for reimbursement. For commercial payers, contracts often differ from one state to another, with varying eligibility verification requirements, reimbursement structures, billing and coding requirements, and appeals processes. Managing these differences across multiple states may add administrative complexity and costs, increasing the chances of errors, delays, and potential financial losses.

Additionally, compliance risks are amplified when operating in multiple states. Commercial payers and individual states impose stringent regulations to prevent fraud and abuse, with severe penalties for non-compliance. The Company must ensure that all clinics adhere to federal and state laws, including proper documentation, accurate coding, and appropriate utilization of services. Inconsistent practices or lack of uniformity across clinics in different states can lead to compliance violations, such as unintentional overbilling or failing to meet documentation requirements. This could result in costly audits, fines, or legal action under programs like the False Claims Act or state-specific fraud enforcement. Managing compliance on a multi-state scale requires a well-trained centralized staff and system with rigorous oversight to ensure consistency and avoid regulatory scrutiny.

Managing billing across multiple states creates an increased administrative burden, potentially straining the Company's resources. With each state having its own payer landscape and rules, clinics may need dedicated billing specialists familiar with local laws and payer guidelines. Ensuring proper training and oversight across a dispersed network of clinics is critical to reducing the risk of claim errors or compliance breaches. If billing errors occur, clinics face delays in reimbursement, thereby impacting cash flow. Moreover, the administrative cost of managing appeals, correcting claim rejections, and staying up to date with evolving regulations can be significant and may reduce our profitability and operational efficiency.

***The healthcare regulatory and political framework is evolving.***

Healthcare laws and regulations may change significantly in the future which could adversely affect our financial condition and results of operations. We will continuously monitor these developments and modify our operations from time to time as the legislative and regulatory environment changes. It may require significant resources to make these modifications.

***The healthcare industry is highly regulated, and government authorities may determine that we have failed to comply with applicable laws or regulations.***

The healthcare industry is subject to extensive and complex federal, state and local laws and regulations, compliance which imposes substantial costs on us. Of particular importance are the provisions summarized as follows:

- federal laws (including the federal False Claims Act) that prohibit entities and individuals from knowingly or recklessly making claims to Medicare and other government programs that contain false or fraudulent information or from improperly retaining known overpayments;
- a provision of the Social Security Act, commonly referred to as the “anti-kickback” law, that prohibits the knowing and willful offer, payment, solicitation or receipt of any bribe, kickback, rebate, or other remuneration, in cash or in kind, in return for the referral or recommendation of patients for items and services covered, in whole or in part, by federal healthcare programs, such as Medicare;
- a provision of the Social Security Act, commonly referred to as the Stark Law, that, subject to limited exceptions, prohibits providers from referring Medicare patients to an entity for the provision of certain “designated health services” if the provider or a member of such provider’s immediate family has a direct or indirect financial relationship (including a compensation arrangement) with the entity;
- similar state law provisions pertaining to anti-kickback, fee splitting, self-referral and false claims issues, which typically are not limited to relationships involving federal payors;
- provisions of HIPAA that prohibit knowingly and willfully executing a scheme or artifice to defraud a healthcare benefit program or falsifying, concealing, or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services;
- state laws that prohibit general business corporations from practicing medicine, controlling providers’ medical decisions or engaging in certain practices, such as splitting fees with providers;
- federal and state laws that prohibit providers from billing and receiving payment from Medicare and TRICARE for services unless the services are medically necessary, adequately, and accurately documented and billed using codes that accurately reflect the type and level of services rendered;
- federal and state laws pertaining to the provision of services by non-physician practitioners, such as advanced nurse practitioners, physician assistants and other clinical professionals, physician supervision of such services and reimbursement requirements that may be dependent on the manner in which the services are provided and documented; and
- federal laws that impose civil administrative sanctions for, among other violations, inappropriate billing of services to federally funded healthcare programs, inappropriately reducing hospital care lengths of stay for such patients or employing individuals who are excluded from participation in federally funded healthcare programs.

In addition, we believe that our business will continue to be subject to increasing regulation, the scope and effect of which we cannot predict.

***The practice of pharmacy is highly regulated on the state and federal level, and government authorities may determine that we have failed to comply with applicable laws or regulations limiting our opportunity to grow our compounding pharmacy revenue.***

The practice of pharmacy is regulated on both the Federal and State levels with each State maintaining its own pharmacy statutes relating to in-State and Out-of- State pharmacy operations. Without exception, prior to shipping any prescription medication to a patient client or medical practice, a pharmacy must be completely licensed

as an Out-of-State Pharmacy by that State. Also, it is management's plan to immediately complete the application process with the Accreditation Commission for Healthcare (ACHC) Pharmacy Compounding Accreditation Board (PCAB) accreditations for Sterile, Non-Sterile and Hazardous Drug compounding and handling. Achieving PCAB accreditation certifies the pharmacy as meeting or exceeding pharmaceutical compounding industry standards and all State and Federal pharmacy regulations. Our expansion strategy will be greatly restricted if we are unable to secure the necessary licensure and accreditation within the states where we plan to operate our clinics.

***Compounding pharmacies are dependent on the consistent availability and quality of the base pharmaceuticals required to deliver personalized medications to their patients and clinics.***

Our expansion strategy is based on both personalized care plans and personalized medications that arise from these care plans. The compounding pharmacy that is part of our acquisition strategy maintains contracted business relationships with licensed drug wholesalers and FDA approved Active Pharmaceutical Ingredient (API) distributors to ensure it can meet the prescription medication needs for its patient clients. All API distributors contracted with the pharmacy are FDA registered facilities able to source the bulk pharmaceuticals that are fully compliant with the United States Pharmacopeia (USP) or National Formulary (NF) monograph standards and maintain valid Certificates of Analysis (COAs) for all API and excipients used in the compounding of patient medications.

The loss of these contractual relationships or the failure of our current suppliers to maintain their regulatory required accreditation and/ or licensure would delay or limit the amount and breadth of compounded medications that we could deliver to our clients. The resultant limitations from a supply disruption would significantly decrease the revenue stream we expect from our compounding pharmacy and significantly reduce the scope of services our clinics could provide our clients.

***Our growth strategy includes utilizing the single compounding pharmacy that is part of the LiveWell acquisition to supply all personalized medications for the initial expansion of our clinics. Any disruption in component supplies may create a significant risk to our consistent delivery of personalized medication and the delivery of our quality-of-life services.***

Supply chain disruptions pose significant risks to our compounding pharmacy supplying multiple clinics within a specific geographic region. A disruption in the supply of key pharmaceutical ingredients or packaging materials could lead to delayed or incomplete personalized medication deliveries, which in turn can affect patient satisfaction and our projected revenues. Our ability to consistently supply personalized medications is a key part of the quality-of-life services portion of our strategy. Any interruption in the availability of raw materials could create a bottleneck, forcing the pharmacy to delay or halt production. This could result in clinics being unable to provide the quality-of-life services, undermining patient trust and clinic operations.

A single compounding pharmacy for multiple clinics creates the risk that any disruption in component supply could have a cascading effect, magnifying the impact on quality-of-life services delivery in the region. Without multiple suppliers for critical ingredients, the Company becomes vulnerable to shortages, price fluctuations, or logistical issues, such as transport delays or customs holdups. This concentration risk leaves the compounding pharmacy exposed to market volatility or geopolitical events that could unexpectedly disrupt supply chains. As a result, we may need to source alternatives which could be more expensive or require additional validation, further straining administrative and financial resources.

Additionally, regulatory concerns add another layer of risk. In the highly regulated pharmaceutical industry, supply chain issues that result in changes to the source of ingredients may necessitate additional quality control measures or approvals, which can slow down production. If a disruption causes our pharmacy to use an alternative supplier that has not been thoroughly vetted, it risks compromising the safety and efficacy of the compounded medications. This could lead to compliance violations, product recalls, and potential legal liabilities, which may not only harm the Company's reputation but also have adverse financial repercussions.

***Federal and state laws that protect the privacy and security of protected health information may increase our costs and limit our ability to collect and use that information and subject us to penalties if we are unable to fully comply with such laws.***

Numerous federal and state laws and regulations govern the collection, dissemination, use, security and confidentiality of individually identifiable health information. These laws include:

- Provisions of HIPAA that limit how healthcare providers may use and disclose individually identifiable health information, provide certain rights to individuals with respect to that information and impose certain security requirements;
- HITECH, which strengthens and expands the HIPAA Privacy Standards and Security Standards;
- Other federal and state laws restricting the use and protecting the privacy and security of protected information, many of which are not preempted by HIPAA;
- Federal and state consumer protection laws; and
- Federal and state laws regulating the conduct of research with human subjects.

As part of our medical record keeping, billing and other services, we collect and maintain protected health information in paper and electronic format. New protected health information standards, whether implemented pursuant to HIPAA, HITECH, congressional action or otherwise, could have a significant effect on the manner in which we handle healthcare-related data and communicate with payors, and compliance with these standards could impose significant costs on us or limit our ability to offer services, thereby negatively impacting the business opportunities available to us.

If we do not comply with existing or new laws and regulations related to protected health information, we could be subject to remedies that include monetary fines, civil or administrative penalties or criminal sanctions.

***Our quality-of-life services will be based primarily on the self-pay model, which could lead to fewer patients utilizing these services or the need for us to discount such services, which could limit our growth and negatively impact our operations resulting in us missing our financial projections.***

Including self-pay services in our clinic level proforma and financial projections comes with significant risks that can impact our financial stability and forecasting accuracy:

- **Revenue volatility:** Self-pay services can lead to unpredictable revenue streams, as they depend on patient willingness and ability to pay out-of-pocket. Unlike insurance reimbursements, which can be relatively stable and regulated, self-pay income can fluctuate based on the local economy, patient demographics, and consumer preferences. Economic downturns or changes in the patient population could lead to a significant drop in expected revenue.
- **Bad debt and collections risk:** Patients who opt for self-pay may face financial difficulties, leading to delayed or non-payment. This increases the risk of bad debt, which can skew our financial projections. We may need to invest in debt collection services or write off uncollectible accounts, which could further affect our bottom line.

- **Pricing challenges:** Determining competitive and appropriate pricing for self-pay services can be difficult. Setting prices too high can deter patients from using services, while pricing too low may reduce profitability and affect our ability to meet our financial projections for these services and overall clinic profitability.

- **Cost of administration and billing:** Managing self-pay services requires additional administrative work, such as processing payments, handling disputes, and setting up payment plans. The costs associated with these tasks—staff time, billing software, and payment collection—could be greater than we have planned. If not properly accounted for in our proforma, these expenses could cause our profits to be lower than projected.
- **Potential regulatory risks:** Including self-pay services in financial projections without fully understanding local, state, and federal regulations can lead to unforeseen legal risks. Some jurisdictions have specific rules regarding price transparency, fair billing, and consumer protection. Non-compliance can result in fines, legal disputes, and reputational damage, which can negatively impact our financial performance.

***Changes in the rates or methods of third-party reimbursements for medical services could result in reduced demand for our services or create downward pricing pressure, which would result in a decline in our revenues and harm our financial position.***

Third-party payors such as Medicare and commercial health insurance companies may change the rates or methods of reimbursement for the services we currently provide or plan to provide and such changes could have a significant negative impact on those revenues. At this time, we cannot predict the impact that rate reductions will have on our future revenues or business. Moreover, patients on whom we currently depend, and expect to continue to depend on, our medical clinic revenues generally rely on reimbursement from third-party payors for the payment of medical services. If our patients begin to receive decreased reimbursement from third-party payors for their medical services and as such are forced to pay for the remainder of their medical services out of pocket, then a reduced demand for our services or downward pricing pressures could result, which could have a material impact on our financial position.

Future requirements limiting access to or payment for medical services may negatively impact our future revenues or business. If legislation substantially changes the way healthcare is reimbursed by both governmental and commercial insurance carriers, it may negatively impact payment rates for certain medical services. We cannot predict at this time whether or the extent to which other proposed changes will be adopted, if any, or how these or future changes will affect the demand for our services.

***We are subject to federal and state restrictions on advertising that may adversely affect our ability to advertise our clinics and services.***

The growth of our healthcare business is dependent, in part, on advertising, which is subject to regulation by the Federal Trade Commission (“FTC”). We believe that we can structure our advertising practices to be in material compliance with FTC regulations and guidance. However, we cannot be certain that the FTC will not determine that our advertising practices are in violation of such laws and guidance.

***Health Insurance Portability and Accountability Act (“HIPAA”) compliance is critically import to our continuing operations.***

Our Company and our providers are covered entities under HIPAA if we or our clinical staff provide services that are reimbursable under Medicare or other third-party payors (e.g., orthopedic services). Although the covered healthcare providers themselves are primarily liable for HIPAA compliance, as a “business associate” to these covered entities we are bound indirectly to comply with the HIPAA privacy regulations, and we are directly bound to comply with certain of the HIPAA security regulations. Although we cannot predict the total financial or other impact of these privacy and security regulations on our business, compliance with these regulations could require us to incur substantial expenses, which could have a material adverse effect on our business, financial condition and results of operations. In addition, we will continue to remain subject to any state laws that are more restrictive than the privacy regulations issued under the Administrative Simplification Provisions.

***We rely significantly on information technology and any failure, inadequacy, interruption or security lapse of that technology, including any cybersecurity incidents, could harm our ability to operate our business effectively.***

Our internal computer systems and those of third parties with which we contract may be vulnerable to damage from cyber-attacks, computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures despite the implementation of security measures. System failures, accidents or security breaches could cause interruptions in our operations and could result in a material disruption of our business operations, in addition to possibly requiring substantial expenditures of resources to remedy. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability and our collections from third-party payors could be delayed.

***The market for healthcare services is highly competitive.***

The market for healthcare solutions including walk-in clinics and telehealth services is competitive. We compete in a fragmented primary care, wellness and longevity market with direct and indirect competitors that offer varying levels of impact to our stakeholders such as insurance companies, patients, and employers. Our competitive success is contingent on our ability to simultaneously address the needs of key stakeholders efficiently and with superior outcomes at scale compared with competitors. We compete with walk-in clinics (e.g. MinuteClinic, Med Express), traditional healthcare providers, primary care medical practices (e.g. Oak Street Health, One Medical), care management and coordination, digital health (e.g. Ro, Hims, Alloy), hormone replacement specialty clinics (e.g. Herself Health, Midi, Revibe) and telehealth companies. Competition in our market involves rapidly changing technologies, evolving regulatory requirements and industry expectations, frequent new product and service introductions and changes in customer and patient requirements. If we are unable to keep pace with the evolving needs of our clients, members and partners and continue to develop and introduce new applications and services in a timely and efficient manner, demand for our solutions and services may be reduced and our business and results of operations would be harmed.

Our competitors may have greater name recognition, longer operating histories and significantly greater financial and other resources than we do (e.g. One Medical, Oak Street Health, Ro, Hims, Herself Health, Alloy, Midi). As a result, our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, or patient requirements and may have the ability to initiate or withstand substantial price competition. In addition, our competitors have established, and may in the future establish, cooperative relationships with vendors of complementary technologies or services to increase the availability of their solutions in the marketplace. Accordingly, new competitors or alliances may emerge that have greater market share, a larger member or patient base, more widely adopted proprietary technologies, greater marketing expertise, greater financial resources, and larger sales forces than we have, which could put us at a competitive disadvantage. Our competitors could also be better positioned to serve certain segments of the healthcare market, which would limit our member and patient growth. If we are unable to compete in the healthcare market, our business would be harmed.

***If we are forced to lower our prices for our services in order to compete with a better-financed or lower-cost provider of medical healthcare services, our medical revenues and results of operations could decline.***

Some of our current competitors, or other companies which may choose to enter the industry in the future, may have substantially greater financial, technical, managerial, marketing, or other resources and experience than we do and may be able to compete more effectively. Similarly, competition could increase if the market for healthcare services does not experience growth, and existing providers compete for market share. Additional competition may develop, particularly if the price for services or reimbursement decreases. Our management, operations, strategy, and marketing plans may not be successful in meeting this competition.

***A decline in consumer disposable income could adversely affect the number of clinical visits and could have a negative impact on our financial results.***

After payments by commercial healthcare insurance companies or government programs, including Medicare, the remaining portion of the cost of medical care is paid by the patient. Some of our patients may not have the financial resources to pay for the services they receive at our clinics, which are ultimately not reimbursed by their

healthcare payer. Accordingly, our operating results may vary based upon the impact of changes in the disposable income of patients using our services, among other economic factors. A significant decrease in consumer disposable income in a weak economy may result in a decrease in the number of visits to our clinics, and a related decline in our revenues and profitability. In addition, weak economic conditions may cause some of our patients to experience financial distress or declare bankruptcy, which may negatively impact our accounts receivable and collection experience.

***To pursue our business strategy, we will need to raise additional capital. If we are unable to raise additional capital, our business may fail.***

We may need to raise additional capital to pursue our business plan, which includes hiring additional Nurse Practitioners to expand our business operations and to acquire or develop new clinics. We believe that we have access to capital resources through possible public or private equity offerings, debt financing, corporate collaborations, or other means. If the economic climate in the United States does not continue to improve or further deteriorates, our ability to raise additional capital could be negatively impacted. If we are unable to secure additional capital, we may be required to curtail our initiatives and take additional measures to reduce costs to conserve our cash in amounts sufficient to sustain operations and meet our financial obligations.

#### **Risks Related to our Common Stock**

***There has been a limited trading market for our Common Stock to date.***

While our Common Stock is currently quoted on OTC Markets, Inc., the trading volume is extremely limited. We are quoted on the OTC Markets under the trading symbol “FCHS.” We intend to list our common stock on the NYSE. There can be no assurance that there will be an active market for the Company’s common stock. A lack of an active market may impair your ability to sell your shares at the time you wish to sell them or at a price that you consider reasonable. The lack of an active market may also reduce the fair market value of your shares. An inactive market may also impair our ability to raise capital by selling shares of capital stock and may impair our ability to acquire other companies or technologies by using Common Stock as consideration.

***The market for our common stock may fluctuate significantly.***

The stock market in general has experienced extreme price and volume fluctuations. The market prices of the securities of healthcare services companies have historically been highly volatile and may be highly volatile in the future. This volatility has often been unrelated to the operating performance of particular companies. The following factors, in addition to other risk factors described in this section, may have a significant impact on the market price of our Common Stock:

- changes in government regulation of the medical industry;
- changes in reimbursement policies of third-party insurance companies, self-insured companies or government agencies;
- actual or anticipated fluctuations in our operating results;
- changes in financial estimates or recommendations by securities analysts;
- developments involving corporate collaborators, if any;
- changes in accounting principles; and
- the loss of any of our key healthcare providers or management personnel;

In the past, securities class action litigation has often been brought against companies that experience volatility in the market price of their securities. Whether or not meritorious, litigation brought against us could result in substantial costs and a diversion of management's attention and resources, which could adversely affect our business, operating results and financial condition.

***A significant percentage of the Company's common stock and Series A Super Voting Preferred Stock is held by a small number of shareholders.***

Three (3) beneficial owners currently hold approximately 50.13% of our outstanding common stock as of March 11, 2026. Additionally, Lance Friedman, our Chief Executive Officer, holds all of the 4 outstanding shares of our Series A Super Voting Preferred Stock. As a result, these shareholders are able to influence the outcome of shareholder votes on various matters, including the election of directors and extraordinary corporate transactions, including business combinations. For additional details regarding our beneficial ownership and our outstanding securities, please see "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" beginning on page 54 and "Description of Securities" on page 55. Additionally, the concentration of ownership by the 3 beneficial owners holding our common stock might harm the market price of our common stock by delaying, deferring or preventing a change in corporate control, impeding a merger, consolidation, takeover or other business combination involving us, or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

***We have not paid dividends in the past and have no immediate plans to pay dividends.***

We plan to reinvest all of our earnings, to the extent we have earnings, in order to grow, market our services and cover operating costs and to otherwise become and remain competitive. We do not plan to pay any cash dividends with respect to our securities in the near future. We cannot assure you that we would, at any time, generate sufficient surplus cash that would be available for distribution to the holders of our Common Stock as a dividend. Therefore, you should not expect to receive cash dividends on our Common Stock.

***We expect that our quarterly results of operations will fluctuate, and this fluctuation could cause our stock price to decline.***

Our quarterly operating results are likely to fluctuate in the future. These fluctuations could cause our stock price to decline. The nature of our business involves variable factors, such as our ability to acquire new patients, successfully establishing the value of the self-pay services, and creating a differentiating customer service experience that will effectively distinguish us from our competitors which could cause our operating results to fluctuate. Due to the possibility of fluctuations in our revenues and expenses, we believe that quarter-to-quarter comparisons of our operating results are not a good indication of our future performance.

***"Penny stock" rules may make buying or selling our securities difficult which may make our stock less liquid and make it harder for investors to buy and sell our securities.***

Trading in our securities is subject to the SEC's "penny stock" rules and it is anticipated that trading in our securities will continue to be subject to the penny stock rules for the near future. The SEC has adopted regulations that define a penny stock to be any equity security that has a market price of less than \$5.00 per share, subject to certain exceptions. These rules require that any broker-dealer who recommends our securities to persons other than prior customers and accredited investors must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaser's written agreement to execute the transaction. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by these requirements

may discourage broker-dealers from recommending transactions in our securities, which could severely limit the liquidity of our securities and consequently adversely affect the market price for our securities.

***Our former Chief Executive officer, Christian C. Romandetti, Sr., was arrested on November 15, 2018, on a conspiracy to commit securities fraud charge.***

Our former Chief Executive Officer, Christian C. Romandetti, Sr., has pled guilty to conspiracy to commit securities fraud and has tarnished the Company's reputation which has led to a precipitous decline in the Company's goodwill and business.

***Our charter documents and Delaware law may inhibit a takeover that stockholders consider favorable.***

Provisions of our Certificate of Incorporation ("Certificate") and bylaws and applicable provisions of Delaware law may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. The provisions in our Certificate and Bylaws:

- limit who may call stockholder meetings;
- do not provide for cumulative voting rights; and
- provide that all vacancies may be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum.

In addition, Section 203 of the Delaware General Corporation Law may limit our ability to engage in any business combination with a person who beneficially owns 15% or more of our outstanding voting stock unless certain conditions are satisfied. The restriction lasts for a period of three years following the share acquisition. These provisions may have the effect of entrenching our management team and may deprive you of the opportunity to sell your shares to potential acquirers at a premium over prevailing prices. The potential inability to obtain a control premium could reduce the price of our Common Stock.

***Failure to achieve and maintain internal controls in accordance with Sections 302 and 404 of the Sarbanes-Oxley Act of 2002 could have a material adverse effect on our business and stock price.***

If we fail to maintain adequate internal controls or fail to implement required new or improved controls, as we grow or as such control standards are modified, supplemented or amended from time to time; we may not be able to assert that we can conclude on an ongoing basis that we have effective internal controls over financial reporting. Effective internal controls are necessary for us to produce reliable financial reports and are important in the prevention of financial fraud. If we cannot produce reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and there could be a material adverse effect on our stock price.

#### **ITEM 1B. UNRESLOVED STAFF COMMENTS**

Not applicable.

#### **ITEM 1C. CYBERSECURITY**

##### ***Risk Management and Strategy***

We review cybersecurity risk as part of our overall enterprise risk management program. This ensures that cybersecurity risk management remains a top priority in our business strategy and operations.

Our risk management strategy includes, among other elements:

*Identification:* We aim to proactively identify sources of risk, areas of impact, and relevant events that could give rise to cybersecurity risks, such as changes to our infrastructure, service providers, or personnel.

*Assessment:* We conduct periodic risk assessments to identify cybersecurity threats. We also conduct likelihood and impact assessments with the goal of identifying reasonably foreseeable internal and external risks, the likelihood and potential damage that could result from such risks, and the sufficiency of existing policies, procedures, systems, and safeguards in place to manage such risks.

*Management:* Following our risk assessments, we design and implement reasonable safeguards to address any identified gaps in our existing processes and procedures.

We have processes in place to identify, review and evaluate cybersecurity risks associated with our use of third-party service providers. These reviews are conducted at onboarding and periodically throughout the tenure of the service provider based on risk tier rating of each service provider. We believe these processes enable us to evaluate a third-party service provider's security posture, identify risks that may arise out of our use of the third party's service, and make decisions regarding acceptable levels of risk and risk mitigation.

### ***Governance***

The Board of Directors is aware of the critical nature of managing risks associated with cybersecurity threats. The Board has established robust oversight mechanisms to ensure effective governance in managing risks associated with cybersecurity threats because we recognize the significance of these threats to our operational integrity and stakeholder confidence.

#### *Board of Directors Oversight*

The Audit Committee is central to the Board's oversight of cybersecurity risks and bears the primary responsibility for this domain. On a periodic basis, our Board of Directors reviews the adequacy of our computer systems controls, cybersecurity risk management and related governance and incident disclosures.

#### *Management's Role Managing Risk*

Our Chief Financial Officer plays a pivotal role in informing the Board of Directors on cybersecurity risks and provides briefings to the Board of Directors on a regular basis, with a minimum frequency of once per year. These briefings encompass a broad range of topics, including:

- Current cybersecurity landscape and emerging threats;
- Status of ongoing cybersecurity initiatives and strategies;
- Incident reports and learnings from any cybersecurity events; and
- Compliance with regulatory requirements and industry standards.

#### *Risk Management Personnel*

Primary responsibility for assessing, monitoring and managing our cybersecurity risks rests with our information technology provider, who leads testing of our compliance with standards, remediation of known risks, and our employee training program.

### *Monitor Cybersecurity Incidents*

Our information technology providers lead our implementation and oversight of processes for the regular monitoring of our information systems.

### *Reporting to Board of Directors*

Our information technology providers regularly inform the COO and CFO about matters related to cybersecurity risks and incidents. Together, our COO and CFO then update our Board on significant cybersecurity matters, and strategic risk management.

## **ITEM 2. PROPERTIES**

We lease and maintain our principal office at 95 Bulldog Blvd, Suite 202, Melbourne, Florida, 32901. We also lease and maintain two clinic locations in Minnesota, specifically in the Minneapolis area and are scheduled to open in the second quarter of fiscal year 2026.

## **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we may become involved in lawsuits and legal proceedings which arise in the ordinary course of business including potential disputes with patients. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Our contracts with hospitals require us to indemnify them and their affiliates for losses resulting from the negligence of our care providers.

Although we currently maintain liability insurance coverage intended to cover certain claims to cover medical liability and certain other claims, we cannot assure that our insurance coverage will be adequate to cover liabilities arising out of claims asserted against us in the future where the outcomes of such claims are unfavorable to us. Liabilities in excess of our insurance coverage, including coverage for medical liability and certain other claims, could have a material adverse effect on our business, financial condition, and results of operations.

On May 31, 2018, the Company entered into a lease agreement for the use of equipment with 60 monthly payments of \$2,112 payable through April 2023 with an effective interest rate of 5.00% per annum. The Company failed to make all payments as required under the lease agreement which resulted in the lender filing a complaint in the County Court of Brevard County, Florida (“Brevard Court”). In June 2023 the Brevard Court issued an order to the Company to return the equipment. The lender subsequently liquidated the equipment from which the proceeds were netted against the total claim. On January 25, 2024, the Brevard Court granted a \$19,473 judgement in favor of the lessor of an equipment lease. In March 2024, the Company and the creditor negotiated a revised settlement amount of \$9,000 which has been paid in full.

On June 15, 2020, Ackerman, LLP was engaged by the Company to represent the Company in its bankruptcy filing and proceedings. Ackerman was awarded fees by the court totaling \$584,658, inclusive of a payment plan. The Company defaulted on the payment plan obligation and as a result, Ackerman filed a motion for summary judgment for the unpaid fees. The motion was granted by the court. The Company was able to partially satisfy the judgment, however, \$203,115 of these legal fees remain unpaid.

On September 20, 2021, GMR Melbourne, LLC (“GMR”) filed a complaint in The Eighteenth Judicial Circuit Court in Brevard County, Florida for breach of contract as it relates to a facilities Lease Agreement entered into in March 2017, claiming the Company defaulted on the lease payments totaling \$1,455,095. During October 2021, the Company, through The Eighteenth Judicial Circuit Court in Brevard County, Florida, received an order approving joint stipulation for alternative resolution to the Company’s real estate lease in Melbourne, Florida. The order terminated the Company’s use of floors three and four of the building immediately, while terminating its right

to possession and use of floors three and five on December 31, 2021. The order also replaced the existing lease payment schedule with a series of eight payments to be completed by February 15, 2022. Upon receipt of the order, the Company recorded a liability and lease settlement expense for the amount of the order, or \$1,443,498. As of December 31, 2024, the Company has paid approximately \$200,000 of this obligation and has an open accounts payable liability remaining of approximately \$1,200,000. The Company is working to reach a settlement with the landlord.

On May 11, 2023, Coastal Neurology, Inc. (“Coastal”) filed a complaint in The Circuit Court of the Seventh Judicial Circuit in and for Volusia County, Florida, for breach of contract as it relates to an Escrow Agreement and a failure to pay Coastal \$100,000, seeking damages, costs, and interest. The Company asserts that no funds were required to be deposited under the escrow agreement, and that the escrow agreement is not valid and enforceable under Florida law. On December 18, 2024, Coastal voluntarily withdrew the complaint with prejudice.

On May 31, 2023, MBABJB Holdings Family Limited Partnership (“MBAB”) filed a complaint in The Circuit Court of the Eighteenth Judicial Circuit in and for Brevard County, Florida for breach of contract as it relates to a facilities Lease Agreement entered into on January 4, 2017, claiming the Company defaulted on the lease payments totaling \$87,350. On August 24, 2023, the plaintiffs filed a motion for a summary judgment to Default. At December 12, 2023, the Plaintiff’s motion was granted for the sum of \$102,884 including attorney fees and costs which is accrued by the company, this liability remains unpaid.

At December 7, 2023, the Company received correspondence from attorneys retained by CBL & Associates Properties, Inc. (“CBL”) as it relates to the collection of remaining lease payments plus collection costs on a care facility lease agreement where the Company vacated the premises on August 24, 2022, and defaulted on the remaining lease payments totaling \$66,999. The total amount being sought by the collection attorney including collection costs is \$84,051 which is accrued by the Company. CBL has since declared bankruptcy, and the Company is working to reach a settlement with CBL.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is currently quoted under the symbol “FCHS” on the OTC Markets, the OTCIQ tier for companies that file alternative reports with the OTC. On March 11, 2026, the last reported closing sale price of our common stock on OTCIQ was \$0.0032 per share.

The following table sets forth, for the period indicated, the quarterly high and low per share sales prices (per share of our Common Stock for each quarter during our last two fiscal years):

2025	High	Low
First Quarter	\$ 0.008	\$ 0.004
Second Quarter	\$ 0.009	\$ 0.004
Third Quarter	\$ 0.013	\$ 0.004
Fourth Quarter	\$ 0.013	\$ 0.003
2024	High	Low
First Quarter	\$ 0.0063	\$ 0.0029
Second Quarter	\$ 0.0090	\$ 0.0030

Third Quarter	\$	0.0078	\$	0.0040
Fourth Quarter	\$	0.0077	\$	0.0033

The above information was obtained from [www.otcmarkets.com](http://www.otcmarkets.com). Because these are over-the-counter market quotations, these quotations reflect inter-dealer prices, without retail mark-up, markdown or commissions and may not represent actual transactions.

## Shareholders

As of March 11, 2026, we had 32,958,288 shares of common stock outstanding, and approximately 380 common shareholders of record. Additional information called for by this item is incorporated herein by reference to the following sections of this Report: “Note 8 – Capital Stock” of the Notes to Consolidated Financial Statements included in Item 8; and Part III, Item 12 “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters – Equity Compensation Plan Information.”

## Dividend Policy

We have never declared or paid any cash dividends on our shares of Common Stock. Under Delaware law, we may declare and pay dividends on our capital stock either out of our surplus, as defined in the relevant Delaware statutes, or if there is no such surplus, out of our net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. If, however, the capital of our company, computed in accordance with the relevant Delaware statutes, has been diminished by depreciation in the value of our property, or by losses, or otherwise, to an amount less than the aggregate amount of the capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets, we are prohibited from declaring and paying out of such net profits and dividends upon any shares of our capital stock until the deficiency in the amount of capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets shall have been repaired. We do not intend to declare or pay any cash dividends on our Common Stock in the foreseeable future. The holders of our Common Stock are entitled to receive only such dividends (cash or otherwise) as may be declared by our Company’s Board of Directors.

## *Purchases of Equity Securities by the Issuer and Affiliated Purchasers*

We did not repurchase any of our securities in 2025 or 2024.

## Recent Sales of Unregistered Securities

### *Series B Convertible Preferred Stock*

In the second quarter of 2022, the Company issued 141 shares of Series B convertible preferred stock (the “Series B Preferred Stock”) with a par value of \$0.01 per share and a purchase price of \$6,750 per share to 15 investors for \$1,057,200 which included a 10% discount of \$105,450 and cash of \$951,750. The terms of these Series B Preferred Stock issuances included a 10% dividend payable in Series B Preferred Stock. The Company paid \$53,994 in fees to brokers related to these issuances.

In the second quarter of 2023, the Company sold 6 shares of Series B Preferred Stock, with a par value of \$0.01 per share and a purchase price of \$7,500 per share to 1 investor for \$50,000 which included a 10% discount of \$5,000 and cash of \$45,000. The Company paid \$0 in fees to brokers related to this issuance.

As of December 31, 2025, and 2024, the total shares of Series B Preferred Stock outstanding were 147 and 147 shares, respectively.

### ***Common Stock***

During the years ended December 31, 2025, and December 31, 2024, the Company did not issue any shares of its common stock.

In connection with the issuance of the 35% OID Super Priority Secured Convertible Notes in 2022, the Company was to issue 1,000,000 incentive shares of unrestricted common stock. In connection with the issuance of the 35% OID Super Priority Secured Convertible Notes in 2023, the Company was to issue 100,000 incentive shares of unrestricted common stock. In connection with the issuance of the 20% OID Convertible Notes in 2023, the Company was to issue 468,250 incentive shares of unrestricted common stock. As of December 31, 2024, none of the incentive shares were issued and were therefore recorded as a Common Share Payable current liability.

### **Securities Authorized for Issuance Under Equity Compensation Plans**

See Part III, Item 12 “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.”

### **ITEM 6. RESERVED**

### **ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion highlights the principal factors that have affected our financial condition and results of operations, as well as our liquidity and capital resources for the periods described. The following discussion should be read in conjunction with our consolidated financial statements and the related notes thereto contained in Item 8 Part III of this Form 10-K, “Forward-Looking Statements” contained in Part I of this Form 10-K, “Risk Factors” contained in the Item 1A of this Form 10-K and other information appearing elsewhere in, or incorporated by reference into, this Form 10-K. Dollar amounts reference in this Item 7 are in US dollars, except for share amounts.

## **Results of Operations**

### ***Overview***

For the years ended December 31, 2025, and 2024, we reported a net loss of \$6,961,918 and \$3,848,143, respectively, an increase of \$3,113,776. The increase in the net loss was primarily attributable to an increase in selling, general and administrative expenses and an increase in interest expense for the year ended December 31, 2025 as compared to December 31, 2024.

The following table sets forth, for the periods indicated, our results of operations:

	<b>For the Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>Revenue</b>		
Revenue, net of discounts	\$ 7,350	\$ -
Gross profit (deficit)	7,350	-
<b>Operating expenses</b>		

Compensation expense	796,387	382,476
Selling, general and administrative expenses	1,881,996	906,815
Total operating expenses	2,678,383	1,289,291
Operating loss	(2,671,033)	(1,289,291)
Other expenses		
Loss on sale of equipment	(48,328)	
Miscellaneous income/loss	-	88,878
PPP loan forgiveness	471,300	812,324
Interest expense, net	(4,713,858)	(3,348,103)
Total other expenses, net	(4,290,886)	(2,446,902)
Loss before income taxes	(6,961,918)	(3,736,193)
Income taxes expense	-	(111,950)
Net loss	(6,961,919)	(3,848,143)
Preferred stock dividends	(94,619)	(93,345)
Net loss attributable to common shareholders	\$ (7,056,537)	\$ (3,941,488)

### **Revenues**

The Company discontinued services in 2023 and there were no services in 2024 or 2025.

### **Operating Expenses**

The major components of operating expenses include practice salaries and benefits, practice supplies and other operating costs, depreciation, and general and administrative expenses, which included legal, accounting, and professional fees associated with being a public entity.

Compensation expense increased \$413,911 or 52% to \$796,387 for the year ended December 31, 2025, compared to \$382,476 for the year ended December 31, 2024. The increase was primarily due to a settlement with prior years (2023) employees – this includes legal fees.

Selling, general and administrative expenses increased \$863,230 or 46% to \$1,881,996 for the year ended December 31, 2025, as compared to \$1,018,766 for the year ended December 31, 2024. The increase was primarily due to the addition of costs for the Good Clinic Properties in Minnesota and additional Legal and Professional fees as we begin to implement the new business plans.

### **Other Expenses, net**

Other expenses, net increased \$1,843,985 or 43% to \$4,290,886 for the year ended December 31, 2025 compared to other expenses, net of \$2,446,902 for the year ended December 31, 2024. The increase was primarily due to a \$1,365,755 increase in interest expense for the year ended December 31, 2025 as compared to December 31, 2024, as well as a gain on forgiveness of a PPP loan for the year ended December 31, 2025.

### **Liquidity and Capital Resources**

As of December 31, 2025, we had cash of \$5,896 and accounts receivable, net totaling \$0. This compared to cash of \$19,915 and accounts receivable, net of \$0 as of December 31, 2024.

The accompanying consolidated financial statements have been prepared on a going concern basis of accounting which contemplates continuity of operations, realization of assets, liabilities, and commitments in the normal course of business. The accompanying consolidated financial statements do not reflect any adjustments that

might result if the Company is unable to continue as a going concern. The Company has a working capital deficit as of December 31, 2025 and has generated recurring net losses since its emergence from bankruptcy in April 2022.

During the fiscal year ended December 31, 2025, the Company experienced operating losses of approximately \$2.7 million and corresponding cash outflows from operations of \$549,019. This performance reflected challenges in operating and restructuring the Company as a result of the previous issues that confronted the Company in the healthcare market, such as growing referral bases and negotiating favorable contract rates with third party payors for services rendered, as well as the negative impact of the CEO indictment in November 2018 and the bankruptcy from June 2020. As a result of the former CEO's actions the Company has been subject to litigation as well as incurring damage to its relationships with its employees and referral sources. The Company's ability to continue as a going concern is dependent upon the success of its continuing efforts to acquire profitable companies, grow its revenue base, reduce operating costs, especially as related to provider services, and access additional sources of capital, and/or sell assets. The Company believes that it will be successful in repairing its relationships with employees and referral sources, generating growth and improved profitability resulting in improved cash flows from operations. Additionally, headcount was reduced in October 2021 and again in January 2023 to generate reductions in operating costs while the Company focused on developing and executing its future business strategy.

However, in order to execute the Company's business development plan, which there can be no assurance we will achieve, the Company may need to raise additional funds through public or private equity offerings, debt financings, corporate collaborations or other means and potentially reduce operating expenditures. If the Company is unable to secure additional capital, it may have to curtail its business development initiatives and take additional measures to reduce costs in order to conserve its cash, thus raising substantial doubt about its ability to continue as a going concern more than one year from the date of issuance of the 2025 financial statements included in this filing.

Net cash used in operating activities for the year ended December 31, 2025 totaled \$549,019, which compared to net cash used in operations for the year ended December 31, 2024, of \$1,706,636. The increase in net cash used in operations of \$478,755, was due primarily due to an increase in net loss for the year ended December 31, 2025 compared to the year ended December 31, 2024.

Net cash provided by investing activities was \$10,000 for the year ended December 31, 2025, compared to \$7,000 net cash provided by investing activities for the year ended December 31, 2024. The increase in net cash provided by investing activities was the result of higher net sales of equipment for the year ended December 31, 2025

Net cash provided by financing activities was \$525,000 for the year ended December 31, 2025, compared to net cash provided by financing activities of \$1,706,945 for the year ended December 31, 2024. The increase in cash flows from financing activities was the result of increased debt borrowings.

### **Inflation**

Inflation has not had, and is not expected to have, a material effect on our operations.

### **Climate Change**

Neither climate change, nor governmental regulations related to climate change, have had, or are expected to have, any material effect on our operations.

### **Off-Balance Sheet Arrangements**

At December 31, 2025, we did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

## Critical Accounting Estimates

The preparation of the financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Significant estimates include the allowance for deferred taxes, credit losses, the fair value of the Company's stock, and stock-based compensation. Actual results may differ from these estimates. See the notes to the notes to the consolidated financial statements for additional information.

## New Accounting Pronouncements

We do not expect any recent issued but not yet adopted accounting pronouncements will have a material impact on our consolidated financial position, results of operations or cash flows. See Footnote 2 in the accompanying consolidated financial statements for additional information.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This Item is not required for a Smaller Reporting Company.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements are contained in pages F-1 through F-24 below.

---

46

---

## INDEX TO FINANCIAL STATEMENTS

CONTENTS	<u>PAGE NO.</u>
<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID: 6797)</a>	F-2
<a href="#">Consolidated Balance Sheets at December 31, 2025 and 2024</a>	F-3
<a href="#">Consolidated Statements of Operations for the Years Ended December 31, 2025 and 2024</a>	F-4
<a href="#">Consolidated Statement of Stockholders' Deficit for the Years Ended December 31, 2025 and 2024</a>	F-5
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2025 and 2024</a>	F-6
<a href="#">Notes to the Consolidated Financial Statements</a>	F-7

---

F-1

---

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders,  
First Choice Healthcare Solutions, Inc.  
Melbourne, Florida

## OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated balance sheets of First Choice Healthcare Solutions, Inc. (the “Company”) as of December 31, 2025 and 2024, and the related statements of operations, change in stockholders’ deficit, and cash flows for the years then ended December 31, 2025, and 2024, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for the years then ended December 31, 2025 and 2024, in conformity with accounting principles generally accepted in the United States of America.

## **BASIS FOR OPINION**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

## **Substantial Doubt about the Company’s Ability to Continue as a Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 11 to the consolidated financial statements, the entity has suffered recurring losses from operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 11. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

## **Critical Audit Matters**

Critical audit matters are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgements. We determined that there are no critical audit matters.

/s/Bush & Associates CPA LLC

We have served as the Company’s auditor since 2024.

Las Vegas, Nevada  
March 11, 2026  
PCAOB ID Number 6797

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	<b>As of December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 5,896	\$ 19,915
Accounts receivable, net	-	-
Prepaid and other current assets	717	72,270
Total current assets	6,613	92,185
Property, plant and equipment, net	146,961	222,816
Operating lease right-of-use assets	3,350,511	3,734,869
Other Assets:		
Deferred tax asset	-	-
Deposits	543,345	461,132
Total other assets	543,345	461,132
Total assets	<u>\$ 4,047,430</u>	<u>\$ 4,511,002</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 13,115,035	\$ 8,634,991
Operating lease liabilities, current portion	382,121	367,125
Notes payable, current portion	27,177,660	24,272,066
Total current liabilities	40,674,816	33,274,182
Long term liabilities:		
PPP loan payable	-	471,300
Operating lease liabilities, non-current portion	2,900,690	3,237,060
Total long-term liabilities	2,900,690	3,708,360
Total liabilities	<u>43,575,506</u>	<u>36,982,542</u>
Stockholders' equity deficit:		
Series B Convertible Preferred stock; \$0.01 par value, 40,000 shares authorized, 147 and 147 shares issued and outstanding at December 31, 2025 and 2024, respectively	1	1
Common stock, \$0.001 par value, 100,000,000 shares authorized 32,958,288 and 32,958,288 shares issued and outstanding at December 31, 2025 and 2024, respectively	32,958	32,958
Additional paid-in capital	35,182,032	35,276,650
Treasury stock	—	—
Accumulated deficit	(74,743,067)	(67,781,149)
Total stockholders' deficit	<u>(39,528,075)</u>	<u>(32,471,540)</u>
Total liabilities and stockholders' deficit	<u>\$ 4,047,430</u>	<u>\$ 4,511,002</u>

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

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>For the Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>Revenue</b>		
Revenue, net of discounts	\$ 7,350	\$ -
Gross profit (deficit)	<u>7,350</u>	<u>-</u>
<b>Operating expenses</b>		
Compensation expense	796,387	382,476
Selling, general and administrative expenses	1,881,996	906,815
Total operating expenses	<u>2,678,383</u>	<u>1,289,291</u>
Operating loss	<u>(2,671,033)</u>	<u>(1,289,291)</u>
<b>Other income (expenses)</b>		
Loss on sale of equipment	(48,328)	-
Miscellaneous income	-	88,876
PPP loan forgiveness	471,300	812,325
Interest expense, net	(4,713,858)	(3,348,103)
Total other expenses, net	<u>(4,290,886)</u>	<u>(2,446,902)</u>
Loss before income taxes	<u>(6,961,918)</u>	<u>(3,736,193)</u>
Income taxes expense	-	(111,950)
Net loss	<u>(6,961,918)</u>	<u>(3,848,143)</u>
Preferred stock dividends	<u>(94,619)</u>	<u>(93,345)</u>
Net loss attributable to common shareholders	<u>\$ (7,056,537)</u>	<u>\$ (3,941,488)</u>
<b>Basic and diluted loss per common share</b>		
Net loss per common share	<u>\$ (0.21)</u>	<u>\$ (0.12)</u>
Weighted average number of common shares outstanding, basic and diluted	32,958,288	32,958,288

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

F-4

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT**  
**TWO YEARS ENDED DECEMBER 31, 2025**

	<u>Common Stock</u>		<u>Preferred Stock</u>		<u>Additional Paid in Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance, December 31, 2023	32,958,288	\$ 32,958	147	1	\$ 35,369,995	\$ (63,933,006)	\$(28,530,052)
Net loss	—	—	—	—	—	(3,848,143)	(3,848,143)
Preferred Stock Dividend	—	—	—	—	(93,345)	—	\$ (93,345)
Balance, December 31, 2024	32,958,288	\$ 32,958	147	1	35,276,650	(67,781,149)	\$(32,471,540)
Net loss	—	—	—	—	—	(6,961,918)	\$ (6,961,918)
Preferred stock dividend	—	—	—	—	(94,619)	—	(94,619)
Balance, December 31, 2025	<u>32,958,288</u>	<u>\$ 32,958</u>	<u>147</u>	<u>1</u>	<u>35,182,032</u>	<u>(74,743,067)</u>	<u>(39,528,075)</u>

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

F-5

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>For the Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (6,961,918)	\$ (3,848,143)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	17,527	34,569
Interest expense	4,713,858	3,348,103
Loss on disposition of assets	48,327	-
Preferred dividends – accrued	-	(95,488)
Provision for bad debts	-	92,444
Forgiveness of PPP loan	(471,300)	(812,324)
Changes in operating assets and liabilities:		
Other current assets	71,553	(69,687)
(Increase) decrease in leased assets	384,358	(1,297,511)
Deposit	(82,213)	(257,083)
Deferred tax asset	-	111,950
Accounts payable and accrued liabilities	2,052,163	224,112
(Decrease) Increase in lease liabilities	(321,374)	862,422
Net cash used in operating activities	<u>(549,019)</u>	<u>(1,706,636)</u>
<b>Cash flows from investing activities:</b>		
Proceeds from sale of fixed assets	10,000	7,000
Net cash provided by investing activities	<u>10,000</u>	<u>7,000</u>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of convertible notes	525,000	1,706,945
Net cash provided by financing activities	<u>525,000</u>	<u>1,706,945</u>
Net change in cash	(14,019)	7,309
Cash, beginning of period	19,915	12,606
Cash, end of period	<u>\$ 5,896</u>	<u>\$ 19,915</u>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
<b>Supplemental disclosure of cash flow information:</b>		
Note Payable addition from OID	\$ -	\$ -
Warrants issued for debt discount	\$ -	\$ -
Common shares issued for convertible notes - inducement	\$ -	\$ -

F-6

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

**NOTE 1— ORGANIZATION, BUSINESS AND PRINCIPLES OF CONSOLIDATION**

First Choice Healthcare Solutions, Inc. (“FCHS” or the “Company”) was incorporated on December 15, 2011 in the state of Delaware. The consolidated financial statements are those of the Company and its owned subsidiary FCID Medical, Inc. (“FCID Medical”), incorporated on November 5, 2010 in the state of Florida, and its wholly owned subsidiary First Choice Medical Group of Brevard, LLC (“FCMG”), incorporated on September 16, 2011 in the state of Delaware, and The Good Clinic Properties, LLC (“Good Clinic”), the subsidiary under which we have leased clinic facilities.

On June 15, 2020, the Company filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in the Bankruptcy Court for the Middle District of Florida (the “Bankruptcy Court”). The Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, as amended, modified or supplemented (the “Plan”) was confirmed by the Bankruptcy Court on February 23, 2021 and became effective on April 28, 2022, the date on which the Company emerged from bankruptcy (the “Effective Date”), with a new board of directors and certain new officers (see Note 13).

On July 20, 2023, the Company entered into a definitive purchase agreement to acquire all of the shares of the capital common stock of Pointe Medical Services, Inc., a Florida corporation, Pointe Med Pharmacy, Inc., a Florida corporation, Livewell MD, LLC, a Florida limited liability company, and Livewell Drugstore, LLC, d/b/a TruLife Pharmacy, a Florida limited liability company (collectively “Pointe Med Pharmacy”) for \$15,800,000 to be paid in a combination of cash, assumption and/or payoff of debt, stock issuance, earn out, and performance bonus. Minority shareholders of Livewell Drugstore, LLC will be given as consideration a fixed amount of restricted common stock in connection with the stock purchase of Livewell Drugstore, Inc. as is allocated based upon the Seller’s valuation of Livewell Drugstore, LLC multiplied by the minority shareholder ownership percentage.

On January 25, 2024, the Company entered into an asset purchase agreement to acquire all of the physical property (primarily medical equipment, furniture and fixtures) and intangible assets (comprising the goodwill and the trademark ‘The Good Clinic’ registered on April 6, 2021 (Trademark No. 90077963)) of The Good Clinic, Inc. a Minnesota company, which is a primary care clinic concept specializing in providing whole person primary care and wellness, in an all-stock deal for \$3,500,000

On May 13, 2024 the Company filed a Form S-1 with the SEC, which was subsequently amended on September 9, 2024, December 30, 2024, March 11, 2025, July 2, 2025, September 4, 2025, December 8, 2025, December 30, 2025, January 16, 2026, January 27, 2026, January 30, 2026, February 2, 2026 and most recently on February 13, 2026. The Company is offering up to 3,800,000 common units, based on an assumed public offering price of \$5.00 per common unit, for gross proceeds of up to \$19.0 million before deduction of placement agent commissions and offering expenses (the “Offering”). Each common unit consists of one common share, one series A warrant to purchase one common share and one series B warrant to purchase one common share.

Simultaneously with the closing of the Offering, the Company will settle certain notes payable and other liabilities, including certain lease obligations, by the issuance of Series C Preferred stock.

The Offering will be made on a reasonable best-efforts basis. As such the Company may not be able to raise \$15.0 million. In connection with the Offering the Company intends to uplist to the NYSE. In order to list on the NYSE, the Company must raise at least \$15.0 million. If the Company is unable to raise at least \$15.0 million, the public offering will not close and the Purchases will not close and the exchange of notes and certain other liabilities will not close.

There can be no assurance that the Company will complete the Offering and the related purchases and settlement of certain liabilities.

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

Use of estimates

The preparation of the financial statements in conformity with U. S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Significant estimates include the recoverability and useful lives of long-lived assets, provision against bad debt, the fair value of the Company's stock, and stock-based compensation. Actual results may differ from these estimates.

Revenue Recognition

On January 1, 2018, the Company adopted the new revenue recognition accounting standard issued by the Financial Accounting Standards Board ("FASB") and codified in the ASC as Topic 606 ("ASC 606"). The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company's revenue recognition policies and significant judgments employed in the determination of revenue.

The Company applied the modified retrospective approach to all contracts when adopting ASC 606. As a result, at the adoption of ASC 606 what was previously classified as the provision for bad debts in the statement of operations is now reflected as implicit price concessions (as defined in ASC 606) and therefore included as a reduction to net operating revenues in 2018. For changes in credit issues not assessed at the date of service, the Company will prospectively recognize those amounts in other operating expenses in the statement of operations. For periods prior to the adoption of ASC 606, the provision for bad debts has been presented consistent with the previous revenue recognition standards that required it to be presented separately as a component of net operating revenues.

The Company recognizes revenue when: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed or determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded.

Patient Service Revenue

Our revenues relate to net patient fees received from various payers and patients themselves under contracts in which our performance obligations are to provide services to the patients. Revenues are recorded during the period our obligations to provide services are satisfied. The contractual relationships with patients, in most cases, also involve a third-party payer (Medicare, Medicaid, managed care health plans and commercial insurance companies, including plans offered through the health insurance exchanges) and the transaction prices for the services provided are dependent upon the terms provided by (Medicare and Medicaid) or negotiated with (managed care health plans and commercial insurance companies) the third-party payers. The payment arrangements with third-party payers for the services we provide to the related patients typically specify payments at amounts less than our standard charges and provide for payments based upon predetermined rates for services or discounted fee-for-service rates. Management continually reviews the contractual estimation process to consider and incorporate updates to laws and regulations and the frequent changes in managed care contractual terms resulting from contract renegotiations and renewals.

### Concentration of credit risk

The Company's financial instruments are not exposed to a concentration of customer risk and accounts receivable risk. Occasionally, the Company's cash and cash equivalents in interest-bearing accounts may exceed FDIC insurance limits. The financial stability of these institutions is periodically reviewed by senior management. There were no revenues, and accounts receivable were written off for the year ended December 31, 2025.

### Accounts receivable

Accounts receivables are carried at their estimated collectible amounts net of doubtful accounts. The Company analyzes its history and identifies trends for each major payer sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. Management regularly reviews data about these major payer sources of revenue in evaluating the sufficiency of the contractual allowances.

Patient receivables are accounts receivable from services provided to patients who have third-party coverage. The Company analyzes contractually due amounts and provides a provision for bad debts, if necessary. The Company records a provision for bad debts in the period of service on the basis of past experience or when indications are the patients are unable or unwilling to pay the portion of their bill for which they are responsible. The difference between the standard rates (or the discounted rates if negotiated) and the amounts actually collected after all reasonable collection efforts have been exhausted, is charged off against the allowance for doubtful accounts.

F-8

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

### Net loss per share

Basic net loss per common share is based upon the weighted-average number of common shares outstanding. Diluted net loss per common share is the same as basic net loss per common shares as the inclusion of potentially dilutive common shares would be anti-dilutive.

	<u>Year ended December 31,</u>	
	<u>2025</u>	<u>2024</u>
Numerator:		
Net loss attributable to First Choice Healthcare Solutions, Inc.	\$ (7,056,537)	\$ (3,941,488)
Denominator:		
Weighted-average common shares, basic and dilutive	32,958,288	32,958,288
Basic and dilutive loss per common share	\$ (0.21)	\$ (0.12)

Basic net loss per share is computed on the basis of the weighted average number of common shares outstanding during each year. Diluted net loss per share is computed similar to basic net loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The Company uses the "if-converted" method for calculating the earnings per share impact of outstanding convertible debentures, whereby the securities are assumed converted and an earnings per incremental share is computed. Options, warrants and their equivalents are included in earnings per share calculations through the treasury stock method. In periods where losses are reported, the weighted-average number of common stock outstanding excludes common stock equivalents,

because their inclusion would be anti-dilutive. In addition, there were no vested restricted stock for periods presented. Potentially dilutive securities excluded from the basic and diluted net income per share are as follows:

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
Convertible debt	3,491,936,667	1,132,213,935
Warrants to purchase common stock	13,558,372	13,756,977
Incentive shares payable issued with convertible notes	10,721,250	3,271,875
Restricted stock awards	1,357,308	1,357,308
Total	<u>3,517,573,597</u>	<u>1,150,600,095</u>

#### Stock-based compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and interim financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Stock-based compensation expense is recorded by the Company in the same expense classifications in the consolidated statements of operations, as if such amounts were paid in cash. Upon exercise of a common stock equivalent, the Company issues new shares of common stock out of its authorized shares.

F-9

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2025**

#### Long-lived assets

The Company follows a “primary asset” approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives of 5 to 15 years.

The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

#### Leases

In February 2016, the FASB issued ASC 842, *Leases*, (“ASC 842”) to increase transparency and comparability among organizations by requiring the recognition of right-of-use (ROU) assets and lease liabilities on the balance sheet for leases previously classified as operating leases. The Company adopted ASC 842 effective January

1, 2022 and recognized and measured operating leases existing at, or entered into after, January 1, 2021 (the beginning of the earliest comparative period presented) using a modified retrospective approach, with certain practical expedients available (see Note X). The Company's accounting for finance leases under ASC 842 remained substantially unchanged,

In accordance with ASC 842, the Company determines if an arrangement is a lease at inception. Operating lease assets and liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, lease incentives, and impairment of operating lease assets. To determine the present value of lease payments not yet paid, we estimate incremental borrowing rates corresponding to the reasonably certain lease term. If the estimate of our incremental borrowing rate was changed, our operating lease assets and liabilities could differ materially.

Finance leases lease assets and liabilities are recognized at the lease commencement date at the present value of the future lease payments not yet paid using the Company's incremental borrowing rate. Assets acquired under finance lease are included in property and equipment, while finance lease obligations are included in other current liabilities and other long- term liabilities on the consolidated balance sheets.

---

F-10

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

Income taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of items that have been included or excluded in the financial statements or tax returns. Deferred tax assets and liabilities are determined on the basis of the difference between the tax basis of assets and liabilities and their respective financial reporting amounts ("temporary differences") at enacted tax rates in effect for the years in which the temporary differences are expected to reverse.

The Company follows a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

Management has evaluated and concluded that there were no material uncertain tax positions requiring recognition in the Company's consolidated financial statements as of December 31, 2025 and 2024. The Company does not expect any significant changes in its unrecognized tax benefits within twelve months of the reporting date.

Treasury Stock

The Company uses the cost method when it purchases its own common stock as treasury shares and displays treasury stock as a reduction of shareholders' deficit.

Fair Value of Financial Instruments

Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance. ASC 825-10 establishes a fair value hierarchy that requires an entity

to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

The carrying value of the Company's cash, accounts receivable, accounts payable, short-term borrowings (including lines of credit and notes payable), and other current assets and liabilities approximate fair value because of their short-term maturity.

As of December 31, 2025, and 2024, the Company did not have any items that would be classified as level 1, 2 or 3 disclosures.

#### Reclassifications

Certain reclassifications have been made to prior year data to conform to the current year's presentation. These reclassifications had no impact on reported loss.

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2025**

#### Recent accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements. The Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its consolidated financial position or results of operations.

Unlisted other accounting standards that have been issued by the FASB or other standards-setting bodies are not currently expected to have a material effect on the Company's consolidated financial position, results of operations or cash flows.

In July 2023, the FASB issued ASU 2023-03, *Presentation of Financial Statement (Topic 205), Income Statement - Reporting Comprehensive Income (Topic 220), Distinguishing Liabilities from Equity (Topic 480), Equity (Topic 505), and Compensation - Stock Compensation (Topic 718)*, to amend various SEC paragraphs in the Accounting Standards Codification to reflect the issuance of SEC Staff Accounting Bulletin No. 120, among other things. The ASU does not provide any new guidance so there is no transition or effective date associated with it. The Company is currently assessing the impact of adopting ASU 2023-03 on the consolidated financial statements and related disclosures.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, that would enhance disclosures for significant segment expenses for all public entities required to report segment information in accordance with ASC 280. ASC 280 requires a public entity to report for each reportable segment a measure of segment profit or loss that its chief operating decision maker (“CODM”) uses to assess segment performance and to make decisions about resource allocations. The amendments in ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-07 for the year ended December 31, 2024. There was no impact from the adoption of ASU 2023-07.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Early adoption is permitted. A public entity should apply the amendments in ASU 2023-09 prospectively to all annual periods beginning after December 15, 2024. The Company is currently evaluating the impact of ASU 2023-09 on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* and subsequent updates. ASU 2016-13 changes how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The new guidance will replace the current incurred loss approach with an expected loss model. The new expected credit loss impairment model will apply to most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, loans, held-to-maturity debt instruments, net investments in leases, loan commitments and standby letters of credit. ASU 2016-13 is effective for smaller public companies in fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. There was no impact from the adoption of ASU 2016-13.

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

**NOTE 3 — PROPERTY, PLANT, AND EQUIPMENT**

Property, plant and equipment at December 31, 2025 and 2024 are as follows:

	<b>2025</b>	<b>2024</b>
Building improvements	\$ 110,838	\$ 110,838
Computer equipment	43,409	70,636
Medical equipment	79,124	214,297
Office equipment		20,866
Property plant and equipment, gross	233,371	416,637
Less: accumulated depreciation	(86,410)	(193,821)
Property plant and equipment, net	<u>\$ 146,961</u>	<u>\$ 222,816</u>

During the year ended December 31, 2025 and 2024, depreciation expense charged to operations was \$17,527 and \$34,469, respectively.

During 2025, the Company disposed of physical therapy equipment and furniture and fixtures with a book value of \$58,328.

**NOTE 4 — INVESTMENTS**

On March 1, 2023, the Company entered an agreement with Coastal Neurology, Inc. (“Coastal”) to provide for the escrow of a non-refundable good faith deposit of \$150,000 to cover transaction costs in conjunction with the Company’s proposed stock purchase agreement of Coastal. Under the terms of the agreement, if the Company failed to undertake a funding offering as specified in the agreement by March 31, 2023, and therefore was unable to close the acquisition by May 30, 2023 because of lack of funds, then the escrow deposit was to be released in full to Coastal no later than May 31, 2023. As the Company was only able to make \$103,000 of the required good faith deposit in full to the escrow agent, the proposed Coastal acquisition was abandoned and the \$103,000 was written off.

#### **NOTE 5— NOTES PAYABLE**

See Footnote 1 for the potential exchange of Series C Preferred stock to settle certain notes payable liabilities in connection with the Offering.

##### Non-Convertible Notes Payable

###### *20% Cash Payment Notes*

During the years ended December 31, 2022 and December 31, 2021, the Company issued eighteen non-convertible notes payable to individuals for a total face value of \$2,076,158. The notes were short term in duration (typically due within 60 days from the dates of issuance), were interest free, had original issuance discounts totaling \$408,000 and were unsecured. During the years ended December 31, 2024 and 2023, the Company repaid or refinanced cumulative principal of \$1,283,521 and \$156,000, respectively. The balance of the non-convertible 20% cash payment notes as of December 31, 2025 and 2024 is \$2,965,429 (including accrued interest of \$2,172,792) and \$2,607,636 (including accrued interest \$1,814,999) respectively. The Company incurred interest expense of \$144,656 and \$145,052 for the years ended December 31, 2025 and 2024, respectively.

##### PPP Loans

In 2020, the Company and its two subsidiaries received Paycheck Protection Plan (“PPP”) loans under the Cares Act totaling \$1,386,580. The PPP loans were expected to be forgiven by the U.S. Small Business Association (“SBA”) and as such, were not made eligible for any distributions under the amended joint Plan of Reorganization which was approved on February 23, 2021(the “Plan”). The Plan further required the Company to file proper forgiveness applications with the SBA no later than February 19, 2021. The Company successfully filed for and received forgiveness confirmation for one of the PPP loans for \$103,618 plus interest. The remaining two PPP loans forgiveness applications were not properly completed and filed. During the year ended December 31, 2024 the Company received forgiveness for one PPP loan for \$812,324. The Company has reinitiated forgiveness applications with the SBA and expects the remaining loans to be forgiven in full. As of December 31, 2025 and December 31, 2024, the Company had a total of PPP loans payable of \$0 and \$471,300, respectively, including accrued interest. The Company received confirmation from the SBA of full forgiveness of the final PPP loan for \$471,300 on April 24, 2025.

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

##### *Other Non-Convertible Notes*

As of December 31, 2025 and December 31, 2024, there were \$1,305,704 and \$2,239,019, respectively, of Other Non-Convertible Notes. The Notes have fixed interest rates that range up to 18%. At December 31, 2025, the Notes include \$1,153,846 due to Thor Special Situations LLC (a related party to the Company’s Chief Executive Officer) and \$151,858 due to the Company’s prior Chief Financial Officer. At December 31, 2024, the Notes include \$1,626,983

due to the Company's Chief Executive Officer, \$151,858 due to the Company's prior Chief Financial Officer, and \$460,178 due to multiple unrelated parties. The Notes due to the Chief Executive Officer and prior Chief Financial Officer relate to deferred compensation, payments to third party service providers, and other normal course of business items. During the year ended December 31, 2025, the Company added \$1,153,846 due to Thor Special Situations LLC (a related party to the Company's Chief Executive Officer), wrote off the \$460,179 balance due to multiple unrelated parties, incurred additional debt of \$1,280,247 and made payments of \$144,000 due to the Company Chief Executive Officer and exchanged \$2,723,230 of this note to 35% convertible notes discussed below and \$40,000 to 20% convertible notes.

Non-convertible notes payable as of December 31, 2025 and 2024 are comprised of the following:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
20% Cash Payment Notes	\$ 2,965,429	\$ 2,607,636
PPP Loans Payable	-	471,300
Other Non-Convertible Notes	1,305,704	2,239,019
Less current portion	(4,271,133)	(4,846,655)
Long term portion	-	\$ 471,300

Fees and discounts are deferred and amortized over the life of the non-convertible note payable. During the years ended December 31, 2025 and 2024, the Company recognized a total of \$0 and \$0, respectively, from the amortization of original issuance debt discounts. The outstanding balance of debt discount at December 31, 2025 and 2024 was \$0 and \$0, respectively.

### Convertible Notes Payable

#### *10% OID Senior Secured Convertible Notes*

The Company entered into Security Purchase Agreements with lenders for the sale of 10% original issue discount senior secured promissory notes ("10% Notes") and warrants to purchase shares of the Company's common stock equal to 50% of the face value. The 10% Notes accrue interest at 10% per annum payable quarterly, are convertible into shares of the Company's common stock at the option of the holder at any time. The conversion price in effect on the conversion date shall be equal to: the lesser of 75% of the price per share of Common Stock paid by other investors for a majority of the Common Stock issued in the qualified financing (as defined under the 10% Notes) or seventy five cents (\$0.75), subject to adjustment therein.

The 10% Notes have full ratchet and anti-dilution provisions, a principal adjustment provision upon default, providing for a principal increase to 110% at maturity if unpaid, 120% at Nine months if unpaid and 130% at 12 months if unpaid. The 10% Notes were due March 31, 2022 and to date, all default provisions have been waived. The amounts due under the 10% Secured Convertible Notes are secured by assets of the Company pursuant to a security agreement.

Warrants to purchase shares of the Company's common stock have a five-year term, are exercisable upon the completion of a "Qualified Financing" at a cash exercise price equal to the lower of 93.75% of the per share price of Company's common stock sold to third-party investors in that Qualified Financing, or \$0.75 per share, subject to adjustment. The value of the warrants was recorded as debt discounts that are being amortized to interest expense over the life of the notes.

At December 31, 2025 and 2024, the balance of 10% notes was \$5,948,250 and \$5,973,000, interest payable was \$3,881,716 and \$2,536,309, respectively. During the years ended December 31, 2025 and 2024, the company incurred interest expense of \$1,070,685 and \$1,048,304 in accrued interest, respectively.

#### *35% OID Super Priority Senior Secured Convertible Notes*

The Company entered into Security Purchase Agreements with lenders for the sale of 35% original issue discount senior secured promissory notes (“35% Notes”), warrants to purchase shares of the Company’s common and shares of the Company’s common stock as incentives. The 35% Notes have a 35% original issuance discount being amortized to interest expense through maturity, are non-interest bearing, are due at the earlier of six months from the date of issue or upon the occurrence of a liquidity event and are prepayable by the Company at any time at a premium of 120% of the outstanding balance. Upon the occurrence of default, the holder shall have the right, at the holder’s option, to convert the 35% Note in whole or in part, including any outstanding principal amount, interest and any fees and any and all other outstanding amounts owing thereon, in each case, at the lower of 1) 75% of average of the two lowest closing prices of the Company’s common stock during the fifteen (15) consecutive trading days ending on the trading day immediately prior to the applicable conversion; or 2) a 25% discount to lowest share price sold by the Company based on any subsequent financings with other investors.

During the years ended 2025 and 2024 the Company issued 35% Notes with a face value of \$3,877,076 and \$969,706, respectively. During the year ended December 31, 2025, the Company exchanged \$2,763,230 of a non-convertible note for \$2,723,230 of 35% convertible notes and \$40,000 of 20% convertible notes.

---

F-14

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

Warrants to purchase shares of the Company’s common stock warrants have a five-year term, are exercisable upon the completion of a Qualified Financing at a cash exercise price equal to 93.75% of the per share price of the Company’s common stock sold to third-party investors in a Qualified Financing.

At December 31, 2025 and 2024, the balance of 35% notes was \$10,447,244 and \$5,600,462, respectively.

The original issuance discount, deferred financing costs and the relative fair value of the warrants and incentive shares are being amortized to interest expense through maturity. During the years ended December 31, 2025 and 2024, the Company recognized \$0 and \$0 in interest expense from the amortization of original issuance discounts, \$0 and \$0 in interest expense from the amortization of debt discounts from warrants, \$0 and \$0 from the amortization of deferred finance costs, and \$0 and \$0 in amortization of incentive shares, respectively.

*20% OID Senior Secured Convertible Notes Payable*

The Company entered into Security Purchase Agreements with lenders for the sale of 20% original issue discount promissory notes (“20% Notes”), warrants to purchase shares of the Company’s common stock with a five-year term, exercisable at any time at the option of the holder at a cash exercise price equal to 85% of the per share price of Company’s common stock sold to third-party investors in a qualified financing and incentive shares of the Company’s common stock. The 20% Notes accrue interest at 10% per annum, principal and interest are due at the earlier of six months from the date of issue or upon the occurrence of a liquidity event.

The holder shall have the right to convert the principal amount of the 20% Note and any accrued interest into Common Stock (i) on a qualified financing at a price equal to 85% of the qualified offering price; or (i) otherwise at a conversion price equal to: a 10% discount to the VWAP for the five days preceding the date of conversion subject to a maximum price of \$1.00, subject to adjustment therein.

The 20% OID Notes are not convertible into shares of Series C Preferred Stock of the Company.

During the years ended December 31, 2025 and December 31, 2024, the Company issued 20% Notes with a face value of \$967,500 and \$2,427,500 (\$2,171,875 in addition to \$255,625 in default principal for Notes not paid by the original Maturity date) and original issuance discounts of \$161,250 and \$434,375 respectively for total cash of \$2,382,500. As of December 31, 2025, the noteholders received warrants to purchase 4,467,188 shares of the

Company's common stock and 7,960,625 incentive shares of the Company's common stock. As of December 31, 2024, the holders received warrants to purchase 1,967,875 shares of the Company's common stock and 6,116,625 incentive shares of the Company's common stock. At December 31, 2025 and 2024, the balance of 20% Notes was \$3,573,750 and \$2,427,500. Accrued interest totaled \$703,749 and \$211,229 at December 31, 2025 and 2024, respectively.

The original issuance discount, relative fair value of the warrants and incentive shares are being amortized to interest expense through maturity. During the years ended December 31, 2025 and December 31, 2024, the Company recognized \$0 and \$0, respectively in interest expense from the amortization of original issuance discounts of the 20% Notes and \$0 and \$0, respectively in amortization of incentive shares and \$492,520 and \$209,502 respectively in accrued interest on the 20% Notes.

Convertible notes payable as of December 31, 2025 and 2024 are comprised of the following:

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
10% OID Senior Convertible Notes Payable, past due, interest at 10%, secured by assets, convertible at \$0.75 per share	\$ 5,948,250	\$ 5,973,000
35% OID Super Priority Senior Convertible Notes Payable, due in 2 years from date of issuance, interest at 35%, secured by assets, convertible upon qualifying financing	10,447,244	5,600,462
20% OID Senior Convertible Notes Payable, past due, interest at 10%, secured by assets, convertible at max \$1.00 per share	3,573,750	2,427,500
Total	19,969,244	14,000,962
Less: unamortized discounts	-	(214,812)
Total	\$ 19,969,244	\$ 13,786,150
Less current portion	(19,969,244)	(13,786,150)
Long-term portion	\$ -	\$ -

F-15

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2025**

**NOTE 6— LEASES**

See Footnote 1 for the potential exchange of Series C Preferred stock to settle certain lease liabilities in connection with the Offering.

Operating Leases

As a result of the adoption of ASC 842 on January 1, 2021, the Company recognized a lease liability which represents the present value of the remaining operating lease payments discounted using our incremental borrowing rate of 5.0%, and a right-of-use asset.

Operating leases consist of an office and a clinic location and have remaining terms of approximately 7 and 1 years, respectively, and both include options to extend the leases for additional periods. Generally, the lease term is the minimum of the noncancelable period of the lease or the lease term inclusive of reasonably certain renewal periods. If the estimate of our reasonably certain lease term was changed, our depreciation and rent expense could differ materially.

On August 1, 2024, the Company entered into a lease of a clinic facility sixty-six-month triple-net lease agreement, to expire in 2029. The Company has one option to renew the lease for a five-year period on the same terms and conditions with fair market value rent increases.

On September 1, 2024, the Company entered into a lease of a clinic facility six-year triple-net lease agreement, to expire in 2030. The Company has one option to renew the lease for a five-year period on the same terms and conditions with annual rent increases.

Contractual lease payments are as follows as of December 31, 2025

2026	\$	556,410
2027		589,558
2028		603,966
2029		617,345
2030		519,892
Thereafter		1,320,911
<b>Total Lease Payments</b>		<b>4,208,082</b>
Less Interest		(925,271)
<b>Total Lease Liabilities</b>	<b>\$</b>	<b>3,282,811</b>
Less: Current Portion		(382,121)
<b>Long-Term Liabilities</b>	<b>\$</b>	<b>2,900,690</b>

#### Sale/Leaseback

On March 31, 2016, the Company entered into a lease of Marina Towers under a sale/leaseback transaction, via a 10-year absolute triple-net master lease agreement, to expire in 2026. The Company has two successive options to renew the lease for five-year periods on the same terms and conditions and did not have any residual interest or the option to repurchase the facility at the end of the lease term.

F-16

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

During October 2021, the Company, through the eighteenth judicial circuit court in Brevard County, Florida, received an order approving joint stipulation for alternative resolution to the Company's real estate lease in Melbourne, Florida. The order terminated the Company's use of floors three and four of the building immediately, while terminating its right to possession and use of floors three and five at December 31, 2021. The order also terminated the existing lease payment schedule, replacing it with the following:

- Payment of \$50,000 on October 12, 2021
- The following rent installment payments:
  - I. \$200,000 by October 19, 2021
  - II. \$250,000 by November 15, 2021
  - III. \$306,166 by December 15, 2021
  - IV. \$275,000 by January 7, 2022
  - V. \$31,166 by January 15, 2022
  - VI. \$300,000 by February 8, 2022
  - VII. \$31,166 by February 15, 2022

Upon receipt of the Order, the Company recorded a liability and lease settlement expense for the amount of the order, or \$1,443,498. As of December 31, 2023, the Company had paid approximately \$200,000 of this obligation and continues to carry a remaining open accounts payable liability of approximately \$1,200,000. The Company is working to reach a settlement with the landlord.

#### Finance Leases

The Company adopted ASC 842 on January 1, 2021.

On May 31, 2018, the Company entered into a lease agreement for the use of equipment with 60 monthly payments of \$2,112 payable through April 2023 with an effective interest rate of 5.00% per annum. The Company failed to make all payments as required under the lease agreement which resulted in the lender filing a complaint in the County Court of Brevard County, Florida (“Court”). In June 2023 the Court issued an order to the Company to return the equipment. The Company has accrued \$19,473 to cover final payment and subsequently has reached an agreement to settle this debt for \$9,000.

#### **NOTE 7 — CAPITAL STOCK**

The Company has 100,000,000 shares of Common Stock, par value \$0.001 per share, authorized for issuance, 1,000,000 shares of Preferred Stock, of which (i) 40,000 Preferred shares were allocated to the Series B Convertible Preferred Stock, par value \$0.01 per share, (ii) 4 Preferred shares were allocated to the Series A Super Voting Preferred Stock, par value \$0.10 per share and (iii) 50,000 Preferred shares were allocated to Series C Preferred Stock, par value \$0.0001 per share, authorized for issuance.

As of December 31, 2025, there were 32,958,288 shares of Common Stock, 147 shares of Series B 10% Convertible Preferred Stock, 4 shares of Series A Super Voting Preferred Stock, and 0 shares of Series C Convertible Preferred Stock that are issued and outstanding.

#### Series A Super Voting Preferred Stock

The holders of the Series A Super Voting Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Company’s Common Stock, and on all such matters, the four (4) shares of Series A Super Voting Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of the Common Stock and all other voting securities of the Company are entitled to, as of any such date of determination, *plus* one million (1,000,000) votes, it being the intention that the holders of the Series A Super Voting Preferred Stock shall have effective voting control of the Company, on a fully diluted voting basis. Accordingly, each share of Series A Super Voting Stock shall entitle the Holder to that number of votes as is equal to 12.5% of the outstanding shares of Common Stock and all other voting securities of the Company are entitled to, as of such date of determination, plus 250,000 votes. The holders of the Series A Super Voting Preferred Stock shall vote together with the holders of Common Stock as a single class. Currently, Lance Friedman, our Chief Executive Officer, holds all 4 outstanding shares of the Series A Super Voting Preferred Stock.

#### Series B Preferred Convertible Stock

The Company is authorized to issue 40,000 shares, \$0.01 par value Series B preferred stock.

Each share of the Series B preferred stock is convertible into 10,000 shares of common stock in the Company. The Series B 10% Convertible Preferred Stock shall have a 10% dividend rate and have preference in liquidation so that holders of Series B 10% Convertible Preferred Stock are paid in full prior to any payments to holders of common stock of the Company. The Series B 10% Convertible Preferred Stock shall be automatically converted into shares of common stock of the Company on the effective date of the Corporation’s S-1 filing with the Securities Exchange Commission.

In the second quarter of 2022, the Company issued 141 shares of Series B preferred stock with a par value of \$0.01 per share and a purchase price of \$6,750 per share to 15 investors for \$1,057,200 which includes a 10% discount

of \$105,450 and cash of \$951,750. The terms of these Series B issuances included a 10% share price discount and a 10% dividend. The Company paid \$53,994 in fees to brokers related to these issuances.

F-17

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2025**

In the second quarter of 2023, the Company sold 6 shares of Series B, 10% convertible preferred stock, with a par value of \$0.01 per share and a purchase price of \$7,500 per share to 1 investor for \$50,000 which includes a 10% discount of \$5,000 and cash of \$45,000. The Company paid \$0 in fees to brokers related to these issuances.

As of December 31, 2025, and 2024, the total Series B preferred shares outstanding were 147 and 147 shares, respectively.

Common stock

During the years ended December 31, 2025, and December 31, 2024, the Company did not issue any shares of its common stock.

In connection with the issuance of the 35% OID Super Priority Convertible Notes in 2022, the Company was to issue 1,000,000 incentive shares of unrestricted common stock. In connection with the issuance of the 35% OID Super Priority Convertible Notes in 2023, the Company was to issue 100,000 incentive shares of unrestricted common stock. In connection with the issuance of the 20% OID Convertible Notes in 2023, the Company was to issue 468,250 incentive shares of unrestricted common stock. As of December 31, 2025 and 2024, none of the incentive shares were issued and were recorded as a Common share payable current liability.

**NOTE 8 — STOCK OPTIONS, WARRANTS AND RESTRICTED STOCK UNITS**

Options

On March 14, 2012, we adopted our 2011 Incentive Stock Plan (the “2011 Plan”), pursuant to which 500,000 shares of our Common Stock are reserved for issuance as awards to employees, directors, officers, consultants, and other service providers of our Company and its subsidiaries (an “Optionee”). The term of the 2011 Plan is ten years from January 6, 2012, its effective date. On December 29, 2023, by resolution, the Company’s Board of Directors formally terminated the 2011 Plan.

Restricted Stock Units (“RSUs”)

All previously issued RSUs were terminated as part of the bankruptcy. No RSUs were issued after the bankruptcy. As such, there are no RSUs outstanding as of December 31, 2025 and 2024

Warrants

*Warrants in connection with 10% OID Senior Secured Convertible Notes*

In connection with the issuance of the 10% Senior Secured Convertible Notes the Company issued warrants. The warrants can only be exercised upon a qualified offering. The warrants have an exercise price equal to 93.75% of the price of the qualified offering, subject to a minimum exercise price of \$1, coverage of 50% and a term of five years.

*Warrants in connection with 35% OID Super Priority Senior Secured Convertible Notes*

In connection with the issuance of the 35% Senior Secured Convertible Notes the Company issued warrants. The warrants can only be exercised upon a qualified offering. The warrants have an exercise price equal to 93.75% of the price of the qualified offering, subject to a minimum exercise price of \$1, coverage of 50% and a term of five years.

*Warrants in connection with 20% OID Unsecured Convertible Notes Payable*

In connection with the issuance of the 20% Unsecured Convertible Notes the Company issued warrants. The warrants have an exercise price equal to 85% of the price of the qualified financing price (as defined under the warrant), coverage of 150% and a term of five years from the date of the warrant.

*Warrants in connection with Series B Preferred Convertible Stock*

In connection with the issuance of the Series B Preferred Convertible Stock the Company issued warrants. The warrants can only be exercised upon a qualified offering. The warrants have an exercise price equal to 93.75% of the price of the qualified offering, subject to a minimum exercise price of \$1, coverage of 50% and a term of five years.

*Warrants in connection with Non-Convertible Notes*

In connection with the issuance of the Non-Convertible Notes the Company issued warrants. The warrants have an exercise price equal to \$0.05 and a term of 5 years.

*Other Warrants issued to Service Providers*

The Company issued 850,000 warrants to four holders in consideration provided by them to the Company during its restructuring and bankruptcy proceedings. Of these, 200,000 warrants have a term of 5 years issued to one holder and an exercise price of \$0.05, 350,000 warrants issued to one holder have a term of 5 years and an exercise price of \$0.25 and 300,000 warrants (150,000 each issued to two separate holders) have a term of 5 years and an exercise price of 93.75% of the next qualifying offering.

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2025**

Warrants outstanding as of December 31, 2025 and 2024 were as follows.

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
10% OID Senior Secured Convertible Notes	2,974,125	2,986,500
35% OID Super Priority Senior Secured Convertible Notes	5,223,622	2,800,231
20% OID Unsecured Convertible Notes Payable	5,360,625	3,641,250
Series B Preferred Convertible Stock	528,600	528,600
Non-Convertible Notes	850,000	850,000
Other Warrants	850,000	850,000
<b>Total</b>	<b>15,786,972</b>	<b>11,656,581</b>

Transactions involving stock warrants issued are summarized as follows:

	<b>Number of Shares</b>
Outstanding at December 31, 2023:	8,717,706
Issued	3,277,100

Exercised	—
Expired	—
Outstanding at December 31, 2024:	11,994,806
Issued	3,792,166
Exercised	—
Expired	—
Outstanding at December 31, 2025:	15,786,972

## NOTE 9 - COMMITMENTS AND CONTINGENCIES

### Employee employment contracts

The Company, from time to time, enters into employment contracts with its healthcare providers. These contracts are generally for a three (3) year term; may be terminated for “Cause,” as defined therein; include customary provisions for restrictive covenants; and provide for compensation that is derived from the revenue generated by work performed by the healthcare providers.

### Litigations, Claims and Assessments

From time to time, we may become involved in lawsuits and legal proceedings which arise in the ordinary course of business including potential disputes with patients. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Our contracts with hospitals require us to indemnify them and their affiliates for losses resulting from the negligence of our healthcare providers.

Although we currently maintain liability insurance coverage intended to cover professional liability and certain other claims, we cannot assure that our insurance coverage will be adequate to cover liabilities arising out of claims asserted against us in the future where the outcomes of such claims are unfavorable to us. Liabilities in excess of our insurance coverage, including coverage for professional liability and certain other claims, could have a material adverse effect on our business, financial condition, and results of operations.

On May 31, 2018, the Company entered into a lease agreement for the use of equipment with 60 monthly payments of \$2,112 payable through April 2023 with an effective interest rate of 5.00% per annum. The Company failed to make all payments as required under the lease agreement which resulted in the lender filing a complaint in the County Court of Brevard County, Florida (“Brevard Court”). In June 2023 the Brevard Court issued an order to the Company to return the equipment. The lender subsequently liquidated the equipment from which the proceeds were netted against the total claim. On January 25, 2024, the Brevard Court granted a \$19,473 judgement in favor of the lessor of an equipment lease. In March 2024, the Company and the creditor negotiated a revised settlement amount of \$9,000.

On September 20, 2021, GMR Melbourne, LLC (“GMR”) filed a complaint in The Eighteenth Judicial Circuit Court in Brevard County, Florida for breach of contract as it relates to a facilities Lease Agreement entered into in March 2017, claiming the Company defaulted on the lease payments totaling \$1,455,095. During October 2021, the Company, through The Eighteenth Judicial Circuit Court in Brevard County, Florida, received an order approving joint stipulation for alternative resolution to the Company’s real estate lease in Melbourne, Florida. The order terminated the Company’s use of floors three and four of the building immediately, while terminating its right to possession and use of floors three and five at December 31, 2021. The order also replaced the existing lease payment schedule with a series of eight payments to be completed by February 15, 2022. Upon receipt of the order, the Company recorded a liability and lease settlement expense for the amount of the order, or \$1,443,498. As of December 31, 2024, the Company has paid approximately \$200,000 of this obligation and has an open accounts payable liability remaining of approximately \$1,200,000. The Company is working to reach a settlement with the landlord.

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

On May 11, 2023, Coastal Neurology, Inc. (“Coastal”) filed a complaint in The Circuit Court of the Seventh Judicial Circuit in and for Volusia County, Florida, for breach of contract as it relates to an Escrow Agreement and a failure to pay Coastal \$100,000, seeking damages, costs, and interest. The Company asserted that no funds were required to be deposited under the escrow agreement, and that the escrow agreement is not valid and enforceable under Florida law. Subsequently, in 2024, Coastal withdrew the complaint.

At December 7, 2023, the Company received correspondence from attorneys retained by CBL & Associates Properties, Inc. (“CBL”) as it relates to the collection of remaining lease payments plus collection costs on a care facility Lease Agreement where the Company vacated the premises on August 24, 2022, and defaulted on the remaining lease payments totaling \$66,999. The total amount being sought by the collection attorney including collection costs is \$84,051 which is accrued by the company. The Company is working to reach a settlement with CBL.

On May 31, 2023, MBABJB Holdings Family Limited Partnership (“MBAB”) filed a complaint in The Circuit Court of the Eighteenth Judicial Circuit in and for Brevard County, Florida for breach of contract as it relates to a facilities Lease Agreement entered into on January 4, 2017, claiming the Company defaulted on the lease payments totaling \$87,350. On August 24, 2023, the plaintiffs filed a motion for a summary judgment to Default. At December 12, 2023, the Plaintiff’s motion was granted for the sum of \$102,884 including attorney fees and costs which is accrued by the company.

On June 15, 2020, Ackerman, LLP was engaged by the Company to represent the Company in its bankruptcy filing and proceedings. Ackerman was awarded fees by the court totaling \$548,000, inclusive of a payment plan. The Company defaulted on the payment plan obligation and as a result, Ackerman filed a motion for summary judgment for the unpaid fees. The motion was granted by the court. The Company was able to partially satisfy the judgment, however, \$203,115 of these legal fees remain unpaid.

The Company is named as a defendant in several employment related matters primarily resulting from unpaid wages following restructuring related staff reductions and terminations. The cases have been settled and paid directly to the attorney representing these employees except for one \$10,000 judgement which has not yet been disbursed.

F-20

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

**NOTE 10 - INCOME TAXES**

The following is a breakdown of the loss before the provision for income taxes:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Loss before provision for income taxes	\$ (6,961,918)	\$ (3,736,193)

The Company accounts for income taxes in accordance with ASC 740, which requires that the tax benefit of net operating losses, temporary differences and credit carryforwards be recorded as an asset to the extent that management assesses that realization is “more likely than not.” Realization of the future tax benefits is dependent on the Company’s ability to generate sufficient taxable income within the carryforward period. Because of the Company’s

recent history of operating losses, management believes that recognition of the deferred tax assets arising from the above-mentioned future tax benefits is currently not likely to be fully realized and, accordingly, has provided a valuation allowance as of December 31, 2025 and 2024.

The Company follows the asset and liability method of accounting for income taxes under FASB ASC 740, "Income Taxes". Deferred tax assets are recognized for deductible temporary differences and operating loss carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws on the date of enactment.

The Company's deferred tax assets are as follows:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Deferred tax assets:		
NOL Carryforward	\$ 6,391,691	\$ 6,391,691
AMT Credit	-	-
Total deferred tax assets	6,391,691	6,391,691
Valuation allowance	(6,391,691)	(6,391,691)
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Net operating losses and tax credit carryforwards as of December 31, 2025, are as follows:

	<b>Amount</b>
Net operating losses, federal & state	\$ 6,391,691

The net operating loss and tax credit carryforwards was last calculated upon the filing of the Company's 2019 Federal tax returns. Subsequent returns have not been filed as of the date of this report due to ongoing liquidity constraints. The Company has only experienced additional operating losses in the fiscal periods since 2019.

Utilization of U.S. net operating losses and tax credit carryforwards may be limited by "ownership change" rules, as defined in Section 382 of the Internal Revenue Code. Similar rules may apply under state tax laws. The Company has not conducted a study to date to assess whether a limitation would apply under Section 382 of the Internal Revenue Code as and when it starts utilizing its net operating losses and tax credits. The Company will continue to monitor activities in the future. In the event the Company previously experienced an ownership change, or should experience an ownership change in the future, the amount of net operating losses and research and development credit carryovers available in any taxable year could be limited and may expire unutilized.

The Company establishes reserves for uncertain tax positions based on the largest amount that is more-likely-than-not to be sustained. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. It is the Company's policy to recognize interest and penalties related to income tax matters in income tax expense. As of December 31, 2025, and 2024, respectively, the Company has no accrued interest or penalties related to uncertain tax positions.

FASB ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of December 31, 2025 or 2024. The Company is not currently aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

**NOTE 11 – GOING CONCERN**

The accompanying consolidated financial statements have been prepared on a going concern basis of accounting which contemplates continuity of operations, realization of assets, liabilities, and commitments in the normal course of business. The accompanying consolidated financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company has a working capital deficit as of December 31, 2025 and has generated recurring net losses since its emergence from bankruptcy in April 2022.

During the year ended December 31, 2025, the Company experienced operating losses of approximately \$2.7 million and corresponding cash outflows from operations of approximately \$549,019. This performance reflected challenges in operating and restructuring the Company as a result of the previous issues that confronted the Company in the healthcare market, such as growing referral bases and negotiating favorable contract rates with third party payors for services rendered, as well as the negative impact of the CEO indictment in November 2018 and the bankruptcy from June 2020. As a result of the former CEO's actions the Company has been subject to litigation as well as incurring damage to its relationships with its employees and referral sources. The Company's ability to continue as a going concern is dependent upon the success of its continuing efforts to acquire profitable companies, grow its revenue base, reduce operating costs, especially as related to provider services, and access additional sources of capital, and/or sell assets. The Company believes that it will be successful in repairing its relationships with employees and referral sources, generating growth and improved profitability resulting in improved cash flows from operations. Additionally, headcount was reduced in October 2021 and again in January 2023 to generate reductions in operating costs while the Company focused on developing and executing its future business strategy.

However, in order to execute the Company's business development plan, which there can be no assurance we will achieve, the Company may need to raise additional funds through public or private equity offerings, debt financings, corporate collaborations or other means and potentially reduce operating expenditures. If the Company is unable to secure additional capital, it may have to curtail its business development initiatives and take additional measures to reduce costs in order to conserve its cash, thus raising substantial doubt about its ability to continue as a going concern more than one year from the date of issuance of the 2025 financial statements included in this filing.

**NOTE 12 – BANKRUPTCY**

On June 15, 2020 (the "Petition Date"), the Company, First Choice Healthcare Solutions, Inc., and its wholly owned subsidiaries, First Choice Medical Group of Brevard, LLC, FCID Medical, Inc., and Marina Towers, LLC (collectively, the "Debtors"), filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in the Bankruptcy Court for the Middle District of Florida (the "Bankruptcy Court"). As of the Petition Date, the Debtors were defendants in multiple lawsuits. The main goals of the Debtors in filing Bankruptcy was to confirm a plan of reorganization assuring a fair distribution of the Debtors' assets to its creditors, attempt to bring as many assets in the form of settlements with the Debtors' various claimants into the estate, and also establish a claims resolution process to resolve the securities arbitration and litigation claims in a fair and cost-effective manner.

The Debtors Amended Joint Plan of Bankruptcy Under Chapter 11 of the United States Bankruptcy Code (the "Plan") was confirmed by the Bankruptcy Court on February 23, 2021 and became effective on April 28, 2022, the date on which the Company emerged from bankruptcy (the "Effective Date"). The Company installed a new board of directors, with the operations of the Debtors continuing to be overseen by the Debtors existing executive officers.

The Company did not experience an ownership change under Section 382 of the Internal Revenue Code (the "Code"). and believe the total available and utilizable net operating loss ("NOL") at December 31, 2023 is approximately \$6.4 million with was no limit under Section 382 of the Code on the use as of December 31, 2023 (see Note 11: Federal Income Taxes to the consolidated financial statements in Item 8 of this Annual Report on 10-K).

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

Due to there being no change to the equity interests in the Company as a result of the Bankruptcy, the criteria for applying fresh-start reporting on emergence were not met.

In connection with the Plan becoming effective, among other things:

- The Debtors were approved to fund distributions under the Plan with a capital raise in an amount of up to \$2,500,000 with an overallocation amount of an additional \$500,000, for an aggregate of \$3,000,000 million dollars through the issuance of secured convertible promissory notes (“Secured Convertible Notes”) issued at an original issue discount of 10%. The Secured Convertible Notes are due two years from the date of issuance, accrue interest at a rate of 10% per annum to be paid quarterly either in cash or in shares of the Company’s common stock, as determined by the Debtor, secured by a first priority lien on all Debtor assets other than those already subject to first priority liens.

Principal and accrued interest is to be converted on or before the maturity date into shares of Debtor common stock issued its next common stock offering in an aggregate amount of at least \$10,000,000 (“Qualified Financing”). The number of shares of Common Stock issuable upon conversion of each Note in a Qualified Financing shall be equal to (i) the amount of principal and accrued interest, divided by (ii) the lesser of 75% of the price per share of common stock paid by other investors for a majority of the common stock issued in the Qualified Financing or seventy-five cents (\$0.75).

Each Secured Convertible Note holder will also receive 5-Year warrants (“Warrants”) to purchase shares of the Company’s common stock in an amount equal to 50% of the face value of its Secured Convertible Note. The Warrants will be exercisable upon the consummation of a Qualified Financing, five-year term and a cash exercise provision. The exercise price of the Warrants is equal to 93.75% of the per share price of common stock sold to third-party investors in the Qualified Financing.

- FCHS was approved to sell \$124,195 in accounts receivable and certain property.
- FCHS was approved for the rejection request of two satellite clinic location leases in Melbourne, Florida and Merritt Island, Florida and to sublease an entire floor of its Melbourne Florida corporate headquarters. All other unexpired real estate leases were not rejected.
- The Bankruptcy Court rejected a 2018 stock purchase agreement with Stewart Health Care System, LLC (“Stewart”), whereby, Stewart held a \$7,500,000 put option to require the repurchase of the Company’s common stock.

The Plan provided for the following debtor classes of claims and settlement terms:

Class 1 – Priority Claims / Taxing Authorities, includes taxing authorities claims, including but not limited to an Allowed Claim of the Internal Revenue Service. Class 1 claims are deemed to be allowed priority claims to be paid in full in three equal quarterly cash installments, commencing on the first day of the first month following the effective date of the Plan, over a period of nine months, with interest.

Class 2 – Secured Claims (Equipment), includes claims from the financing of medical equipment and are deemed allowed secured claims, to be paid in full in two equally installment payments. The first installment payment due within forty-five days after the effective date of the Plan and the second and final installment payment shall be made within ninety days after the effective date of the Plan.

---

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025**

Class 3 – General Unsecured Claims holders are to receive distributions equal to their pro rata share of \$500,000, with plan interest, payable within ninety (90) days from the effective date of the Plan.

Class 4 – Ongoing Trade Claims are those that are allowed at the election of the Debtor and are to be paid in full in two equal installment payments. The first installment payment will occur within ninety days after the effective date of the Plan and the second and final installment payment shall be made within one hundred-fifty days after the effective date of the Plan.

Class 5 – Class Action Claims are to be settled through the establishment of a settlement fund (the “Settlement Fund”) in the amount of \$1 million, to be contributed from the Debtors director and officer liability insurance policy provider. Accordingly, the Debtors accepted a settlement of a putative class action lawsuit by a group of its shareholders that was pending in the United States District Court for the Middle District of Florida. Class 5 consists of individuals or entities which purchased or otherwise acquired Debtor common stock between April 1, 2014, and November 14, 2018. The class action lawsuit was settled through an insurance claim in the amount of \$1,000,000 not requiring any monetary settlement by the Company.

Additionally, prior to the effective date of the Plan, the Debtor agreed to the payment of \$79,518 as settlement of a complaint filed in the Middle District of Florida alleging securities law violations, breaches of fiduciary duties, and unjust enrichment by certain current or former officers and directors of the Debtor.

Class 6- Truist PPP Loan Claim Class contains all claims related to the Debtors’ Payroll Protection Loans in the of \$1,387,599, anticipated to be forgiven in accordance with SBA regulations with no distribution of Plan assets. The SBA has forgiven \$812,324 in 2024. The Company received confirmation from the SBA of full forgiveness of the final PPP loan for \$471,300 on April 24, 2025.

Class 7 – Equity Interests, permits Debtors equity to be retained in the same proportion existing as of the Petition Date.

As a result of the Plan, the Company was relieved of \$2,700,000 in book value liabilities for approximately \$300,000 (their pro rata share of the \$500,000 settlement) and \$25,350,151 in liabilities to general unsecured claim holders for \$200,000 (their pro rata share of the \$500,000 settlement), resulting in the recognition of a total gain on discharge of prepetition liabilities of approximately \$2.2 million, with \$0 and \$32,157, and \$2,174,424 being recognized in the years ended December 31, 2023, December 31, 2022, and December 31, 2021 respectively.

As part of the Company’s emergence from Chapter 11 bankruptcy, certain liabilities were discharged or settled under the confirmed Plan. The Company did not meet the criteria for fresh-start accounting under ASC 852-10-45-19, as there was no change to the equity interests as a result of the bankruptcy. As such, asset revaluations were not required, and the gain recognition was strictly based on liability settlements and debt forgiveness.

In accordance with ASC 852-10-45-29, the Company recognized a gain on the discharge of prepetition liabilities, which represents the difference between the carrying amount of the liabilities and the settlement amounts approved under the Plan.

This gain was determined in accordance with ASC 852-10-45-29, which requires that the effects of a reorganization, including gains from debt discharge, be reported separately as a reorganization item within the consolidated financial statements.

**NOTE 13 – SUBSEQUENT EVENTS**

The Company evaluated subsequent events and transactions that occurred after the balance sheet date, up to March 11, 2026, the date that the condensed consolidated financial statements were available to be issued. Based upon this review, except as noted below, the Company did not identify any subsequent events that would have required adjustment or disclosure in the financial statements.

On February 2, 2026, the Company filed Form S1 Amendment No. 10 with SEC.

On February 3, 2026, the Company issued a Promissory Note with a face amount of \$200,000.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

On February 21, 2024, the Audit Committee of the Board of Directors dismissed B.F. Borgers, LLP (“Borgers”) as the Company’s independent registered public accounting firm.

Borgers did not provide a report on the Company’s financial statements during any fiscal years. There were (i) no disagreements between the Company and Borgers on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, and (ii) no “reportable events” as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

On February 20, 2024, the Company retained the services of Bush and Associates for their independent registered public accounting firm.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure and Control Procedures**

Our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2025, and concluded that our disclosure controls and procedures are effective. The term *disclosure controls and procedures* mean controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

### **Management’s Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining an adequate system of internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Generally Accepted Accounting Principles (“U.S. GAAP”).

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance of such reliability and may not prevent or detect misstatements. Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has conducted, with the participation of our Chief Executive Officer and Chief Financial Officer, an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2025. Management’s assessment of internal control over financial reporting used the criteria set forth in SEC Release 33-8810 based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control over Financial Reporting — Guidance for Smaller Public Companies*. Based on this evaluation, management concluded that our system of internal control over financial reporting was effective as of December 31, 2025 based on these criteria.

This Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. As a smaller reporting company, our management’s report was not subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only the management’s report.

### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal controls over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

### **ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The following table and biographical summaries set forth information, including principal occupation and business experience for our executive officers:

<b>Name</b>	<b>Age</b>	<b>Positions Held</b>
Lance Friedman	64	Chief Executive Officer and Director
Michael C. Howe <sup>(1)</sup>	73	President and COO
Ernest J. Scheidemann, Jr. <sup>(2)</sup>	65	Interim Chief Financial Officer

(1) On June 10, 2025, Mr. Howe resigned from his position as President and COO.

(2) On February 25, 2025, Mr. Scheidemann resigned from his position as Interim Chief Financial Officer of the Company and the Consulting Agreement was mutually terminated.

**Lance B. Friedman** is the CEO and Chairman of the Board of the Company since June 25, 2020. Additionally, he is the founder and principal of Blackstone Capital Advisors, Inc., since 1999, and Cobra Alternative Capital Strategies LLC, both international corporate and capital markets advisory firms. Mr. Friedman is a founding member at Aspire BioPharma Holdings Inc., a biotechnology firm based in Puerto Rico, since April 2021.

**Michael C. Howe** was the Chief Operations Officer & President of the Company since February 1, 2024. Mr. Howe has driven growth in consumer and healthcare industries for over 40 years. He served as CEO and founder of Leading Primary Care, LLC (from which the Company purchased certain assets known as The Good Clinic)

since November 2019 and has had leadership positions of several consumer businesses including playing the pivotal role in scaling MinuteClinic, now part of CVS, as well as serving as CEO of Arby's and Verify Brand. Mr. Howe resigned from his position on June 10, 2025.

**Ernest J. Scheidemann, Jr.** was the Interim Chief Financial Officer of the Company during the financial year ended December 31, 2024. Mr. Scheidemann is a Partner in the Florida CFO Group since February 2024, and the founding member of an interim / fractional CFO firm. Over the past 25 years, Mr. Scheidemann has led all financial activities for numerous start-ups, high growth, restructuring and turnaround situations in a variety of industries. Previously he was the CFO for several publicly traded as well as privately held companies. Mr. Scheidemann resigned from his position on February 25, 2025.

The following table and biographical summaries set forth information, including principal occupation and business experience for our current directors:

<b>Directors</b>	<b>Age</b>	<b>Position</b>	<b>Officer and/or Director Since</b>
Lance Friedman	64	Director	June 2020

#### ***Board of Directors' Resignations***

On February 24, 2023, Eric Weiss, Evan Kostorizos, and Terence Herzog, each mutually agreed to resign as Directors of the Company. Each of the separation agreements provided for consideration of \$25,000.00 to be paid from the receipt of a minimum of \$150,000.00, net of commissions to ERC broker, collected from ERC IRS reimbursements; and a second payment of \$25,000.00 from the next series of ERC IRS reimbursements in the minimum net amount of \$150,000.00. In addition, upon execution of the separation agreements, the Company agreed to issue to each Director 25,000 5-year Warrants in company common stock at a strike price of \$1.00 per share.

As of December 31, 2025, due to liquidity constraints, the Company has only partially satisfied the consideration terms of the three separation agreements (see Compensation of Directors below). The Company intends to completely satisfy the remaining conditions in late 2026.

#### **Board of Directors' Term of Office**

Directors are elected at our annual meeting of shareholders and serve for one year until the next annual meeting of shareholders or until their successors are elected and qualified.

#### **Family Relationships**

There are no family relationships among the Officers and Directors, nor are there any arrangements or understanding between any of the Directors or Officers of our Company or any other person pursuant to which any Officer or Director was or is to be selected as an Officer or Director.

#### **Involvement in Certain Legal Proceedings**

To our knowledge, with the exception of our former Chief Executive Officer Chris Romandetti, Sr., our current directors and executive officers have not been involved in any of the following events during the past ten years:

1. any bankruptcy petition filed by or against such person or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. being subject to any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting his involvement in any type of business, securities, or banking activities or to be associated with any person practicing in banking or securities activities;
4. being found by a court of competent jurisdiction in a civil action, the SEC, or the Commodity Futures Trading Commission to have violated a Federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
5. being subject of, or a party to, any Federal or state judicial or administrative order, judgment decree, or finding, not subsequently reversed, suspended, or vacated, relating to an alleged violation of any Federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
6. being subject of or party to any sanction or order, not subsequently reversed, suspended, or vacated, of any self-regulatory organization, any registered entity or any equivalent exchange, association, entity, or organization that has disciplinary authority over its members or persons associated with a member.

#### **Board Meetings; Committee Meetings; and Annual Meeting Attendance**

During 2025, the Board of Directors held no in-person meetings.

#### ***Committees of the Board of Directors***

The Company presently has no committees of the Board of Directors. Prior to the February 2023 board resignations, the Company had three (3) committees of the Board of Directors: (i) the Audit Committee; (ii) the Nominating and Governance Committee; and (iii) the Compensation Committee. Each committee was comprised solely of independent directors within the meaning of the applicable rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market LLC. The Company plans to appoint new directors and re-establish the three (3) committees described above and discussed below in the second quarter of 2026.

#### ***Audit Committee***

The Audit Committee will be responsible for assisting the Board in oversight and monitoring of the Company's financial statements and other financial information provided by the Company to its shareholders and others; compliance with legal, regulatory, and public disclosure requirements; the independent auditors, including their qualifications and independence; treasury and finance matters; and the auditing, accounting, and financial reporting process generally.

#### ***Compensation Committee***

The Compensation Committee will be responsible for reviewing and approving the compensation arrangements for the Board's executive officers, including the CEO, administers the Company's equity compensation plans, and reviewing the Board's compensation.

#### ***Nominating and Governance Committee***

The Nominating and Governance Committee will be responsible for assisting the Board in identifying qualified individuals to become directors, recommends director nominees for election at each annual shareholder meeting, and developing and recommending corporate governance guidelines and standards for business conduct and ethics.

### ***Changes in Nominating Process***

There are no material changes to the procedures by which security holders may recommend nominees to our Board of Directors.

### **Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act requires our Company's directors, officers and stockholders who beneficially own more than 10% of any class of equity securities of our Company registered pursuant to Section 12 of the Exchange Act, collectively referred to herein as the "Reporting Persons," to file initial statements of beneficial ownership of securities and statements of changes in beneficial ownership of securities with respect to our Company's equity securities with the SEC. All Reporting Persons are required by SEC regulation to furnish us with copies of all reports that such Reporting Persons file with the SEC pursuant to Section 16(a). We believe that all Section 16(a) filing requirements applicable to such Reporting Persons will be filed by the end of the second quarter.

### **Insider Trading Policy**

The Company maintains an Insider Trading Policy applicable to all directors, officers, and employees, which is designed to prevent trading in the Company's securities based on material nonpublic information. The policy includes provisions restricting trading during blackout periods, pre-clearance requirements for executive officers and directors, prohibitions on hedging and pledging Company stock, and guidelines to ensure compliance with applicable securities laws. A copy of the Insider Trading Policy is filed as Exhibit 19 to this Annual Report on Form 10-K.

### **Code of Ethics**

We have adopted a Code of Ethics for adherence by our Chief Executive Officer and Chief Financial Officer to ensure honest and ethical conduct, full, fair and proper disclosure of financial information in our periodic reports filed pursuant to the Securities Exchange Act of 1934, and compliance with applicable laws, rules, and regulations. Any person may obtain a copy of our Code of Ethics, without charge, by mailing a request to our Company at the address appearing on the front page of this Annual Report on Form 10-K.

### **Corporate Governance Guidelines**

We have adopted corporate governance guidelines that serve as a flexible framework within which our Board and its committees operate. These guidelines cover a number of areas including the size and composition of the Board, Board membership criteria and director qualifications, director responsibilities, Board agenda, roles of the chairman of the Board and Chief Executive Officer and Interim Chief Financial Officer, meetings of independent directors, committee responsibilities and assignments, Board member access to management and independent advisors, director communications with third parties, director compensation, director orientation and continuing education, evaluation of senior management and management succession planning.

### **Involvement in Certain Legal Proceedings**

To our knowledge, with the exception of our former Chief Executive Officer Chris Romandetti, Sr., our current directors and executive officers have not been involved in any of the following events during the past ten years:





In addition to the base salary, Mr. Friedman shall be eligible to receive an annual bonus in an amount equal to 100% of the base salary (60% cash and 40% stock grant) for achievement of target-level performance objectives (“Target Bonus”) with the eligible amount of such bonus being more or less than the Target Bonus in the event of achievement below or above target-performance objectives, in each case as determined by the Board in its discretion.

#### Employment agreement with Michael Howe, COO

The Company entered into a two-year employment agreement (“COO Employment Agreement”) with Michael Howe, dated February 1, 2024, to serve as the Company’s Chief Operating Officer. Pursuant to the terms and conditions set forth in the COO Employment Agreement, Mr. Howe is entitled to receive an annual base salary of \$250,000.

In addition to the base salary, Mr. Howe was eligible to receive an annual bonus in an amount equal to 100% of the base salary (60% cash and 40% stock grant) for achievement of target-level performance objectives (“Target Bonus”) (with the eligible amount of such bonus being more or less than the Target Bonus in the event of achievement below or above target-performance objectives, in each case as determined by the Board in its discretion). Effective June 19, 2025, Mr. Howe resigned from his position as COO.

#### Consulting agreement with FinTrust Consulting, LLC (of which the former Interim CFO is the Managing Member)

The Company entered into a consulting agreement (“Consulting Agreement”) with FinTrust Consulting, LLC (of which Ernest J. Scheidemann, Jr. is the Managing Member), dated December 19, 2023 to perform such duties and services as required by the Company relating to finance, strategy, accounting, business planning, insurance, capital raising initiatives, and other related activities as may be reasonably requested from time to time by the Company’s senior officers. Pursuant to the terms and conditions set forth in the Consulting Agreement, FinTrust Consulting, LLC was entitled to receive a fixed monthly fee of \$17,250, among other payments. The Consulting Agreement can be terminated by either party upon providing 30 days’ notice. Effective February 25, 2025, Mr. Scheidemann resigned from his position as Interim Chief Financial Officer of the Company and the Consulting Agreement was mutually terminated.

### **Outstanding Equity Awards at 2025 Fiscal Year-End**

Outstanding equity awards at 2025 fiscal year-end are comprised of Restricted Stock Units (“RSU”). There were no equity awards granted during the years ended December 31, 2025 and December 31, 2024.

### **Policies and Practices for Granting Certain Equity Awards**

As on date of this report, the Company does not have an equity compensation plan in place. We do not maintain any written policies on the timing of granting equity-based stock option awards. We generally do not schedule stock option grants in anticipation of the release of material nonpublic information, nor do we time the release of material nonpublic information based on stock option grant dates.

### **Compensation of Directors**

Following resignations of the previous directors on the board of the Company and the shift in the Company’s strategy, our sole board member is Mr. Lance Friedman, who is also the Company’s Chief Executive Officer (“CEO”). During the financial year ended December 31, 2024, our sole board member was Mr. Friedman. For information related to the compensation of Mr. Friedman in the financial year 2025, see “Executive Compensation—Summary Compensation Table” above.

### **Potential Payments upon Termination or Change in Control**

We do not have any contract, agreement, plan or arrangement that provides for any payment to any of our Named Executive Officers at, following, or in connection with a termination of the employment of such Named Executive Officer, a change in control of our Company or a change in such Named Executive Officer's responsibilities.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### Security beneficial ownership table

The following table sets forth information as of March 11, 2026 based on information obtained from the persons named below, with respect to the beneficial ownership of our common and preferred stock by (i) each person (including groups) known to us to be the beneficial owner of more than five percent (5%) of our Common Stock, or (ii) each Director and Officer, and (iii) all Directors and Officers of our Company, as a group. Except as otherwise indicated, all stockholders have sole voting and investment power with respect to the shares listed as beneficially owned by them, subject to the rights of spouses under applicable community property laws.

Name of Beneficial Owner	Shares of Common Stock beneficially owned (1) (2)	Percentage
<i>Beneficial Owners of more than 5%:</i>		
Kristen Jones Romandetti (3)	8,856,599	26.82%
Steward Physician Contracting (4)	5,000,000	15.17%
C.T. Capital, Ltd. (5)	2,666,667	8.09%
<i>Executive Officers and Directors:</i>		
Lance B. Friedman	-	-
Michael C. Howe (7)	-	-
Ernest J. Scheidemann, Jr. (6)	-	-

- (1) Except as otherwise indicated, we believe that the beneficial owners of the Common Stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of Common Stock subject to options or warrants currently exercisable or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage ownership of the person holding such option or warrants but are not deemed outstanding for purposes of computing the percentage ownership of any other person.
- (2) Based on 32,958,288 (16,479 on a pro forma basis after giving effect to the 1 for 2,000 reverse split) shares of Common Stock issued and outstanding as of March 11, 2026.
- (3) Kristen Jones Romandetti is the spouse of our former Chief Executive Officer, Christian C. Romandetti, Sr. and her address is 3540 Charlton Pl., Melbourne, FL 32934.
- (4) The natural person with voting and dispositive control of the shares held by Steward Physician Contracting is Ralph de la Torre and his address is c/o Steward Health Care 1900 N Pearl St., Suite 2400, Dallas, Texas 75201.
- (5) On June 13, 2013, we entered into a Loan and Security Agreement (the "Loan Agreement") with C.T. Capital, Ltd, a Florida Limited Partnership. Under the Loan Agreement and subsequent amendments, C.T. Capital committed to make an accounts receivable line of credit to a maximum aggregate amount of \$2,500,000. C.T. Capital may convert all or any portion of the outstanding principal amount – up to \$2,000,000 – or interest on the loan into our Common Stock at a price equal to \$0.75 per share. In December 2016, C.T. Capital converted \$1,400,000 of the outstanding principal amount to 1,866,667 shares of Common Stock. For purposes of percent ownership calculation, we have assumed that the remaining \$600,000 eligible for conversion to equity was converted into our Common Stock at a price of \$0.75 per share. The natural person with voting and dispositive

control of the shares held by C.T. Capital is Jeffrey Scott Roschman, and his address is c/o C.T. Capital, Ltd., 6300 NE 1st Avenue, Ste 202 Ft. Lauderdale, FL 33334.

- (6) On February 25, 2025, Mr. Scheidemann resigned from his position as Interim Chief Financial Officer of the Company.
- (7) On June 19, 2025, Mr. Howe resigned from his position as Chief Operating Officer of the Company.

### **Description of Securities**

The Company has 100,000,000 shares of Common Stock, par value \$0.001 per share, authorized for issuance (266,666 shares, par value \$0.001 on a proforma basis adjusted for the contemplated 1 for 2,000 reverse split), 1,000,000 shares of Preferred Stock, of which (i) 40,000 Preferred shares were allocated to the Series B Convertible Preferred Stock, par value \$0.01 per share, (ii) 4 Preferred shares were allocated to the Series A Super Voting Preferred Stock, par value \$0.10 per share and (iii) 50,000 Preferred shares were allocated to Series C Preferred Stock, par value \$0.0001 per share, authorized for issuance.

As of December 31, 2025, there were 32,958,288 (16,479 on a proforma basis adjusted for the contemplated 1 for 2,000 reverse split) shares of Common Stock, 147 shares of Series B 10% Convertible Preferred Stock, 4 shares of Series A Super Voting Preferred Stock, and 0 shares of Series C Convertible Preferred Stock that are issued and outstanding.

The holders of the Series A Super Voting Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Company's Common Stock, and on all such matters, the four (4) shares of Series A Super Voting Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of the Common Stock and all other voting securities of the Company are entitled to, as of any such date of determination, *plus* one million (1,000,000) votes, it being the intention that the holders of the Series A Super Voting Preferred Stock shall have effective voting control of the Company, on a fully diluted voting basis. Accordingly, each share of Series A Super Voting Stock shall entitle the Holder to that number of votes as is equal to 12.5% of the outstanding shares of Common Stock and all other voting securities of the Company are entitled to, as of such date of determination, plus 250,000 votes. The holders of the Series A Super Voting Preferred Stock shall vote together with the holders of Common Stock as a single class. Currently, Lance Friedman, our Chief Executive Officer, holds all 4 outstanding shares of the Series A Super Voting Preferred Stock.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

There have been no transactions since January 1, 2023 in which the amount involved in the transaction exceeded or will exceed the lesser of \$120,000 or one percent of the average of our total assets as at the year-end for the last two completed fiscal years, and to which any of our directors, executive officers or beneficial holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest.

#### **Policies and Procedures for Related Person Transactions**

In connection with this offering, we expect to adopt a written-related party transactions policy that will provide that transactions with directors, officers and holders of five percent or more of our voting securities and their affiliates, each a related party must be approved by our audit committee. This policy will become effective on the date on which the registration statement of which this prospectus in part is declared effective by the SEC. Pursuant to this policy, the audit committee will have the primary responsibility for reviewing and approving or disapproving "related party transactions," which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed the lesser of (i) \$120,000 or (ii) one percent of the average of our total assets

for the last two completed fiscal years, and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person will be defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and their immediate family members.

### Director Independence

The Board evaluates the independence of each nominee for election as a director of our Company in accordance with the applicable provisions of the NYSE listing standards and the Exchange Act. Currently, none of our directors qualify as independent directors under the NYSE listing standards and Rule 10A-3 and Rule 10C-1 of the Exchange Act.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

### *Audit Fees*

We engaged Bush and Associates CPAs (“Bush”) as our independent registered public accounting firm for the audit of our financial statements for the years ended December 31, 2025 and 2024.

Our independent auditor, Bush, was engaged in 2025 and billed \$82,500 for the year ended December 31, 2024. Audit Fees consist of fees billed for professional services rendered for auditing our Financial Statements, reviews of interim Financial Statements included in quarterly reports, services performed in connection with other filings with the Securities & Exchange Commission and related comfort letters and other services that are normally provided by our independent auditors in connection with statutory and regulatory filings or engagements. Tax Fees consists of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and local tax compliance and consultation in connection with various transactions and acquisitions. All Other Fees consists of fees billed by accountants other than Bush for non-audit or tax related professional services.

	<u>2025</u>	<u>2024</u>
Audit Fees	\$ 82,500	\$ 150,000
Tax Fees	-	-
All Other Fees	\$ 47,500	\$ 40,000
Total	<u>\$ 130,000</u>	<u>\$ 190,000</u>

## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Incorporation of First Choice Healthcare Solutions, Inc. (incorporated by reference to Annex B to the Company’s Information Statement on Schedule 14C, filed with the SEC on March 14, 2012)</u></a>
3.2*	<a href="#"><u>Certificate of Designation for Series A Super Voting Preferred Stock of the Company</u></a>
3.3*	<a href="#"><u>Certificate of Designation for Series B Preferred Stock of the Company</u></a>

- 3.4 [Certificate of Designation for Series C Preferred Stock of the Company \(incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1; No. 333-279357, as amended, originally filed with the Securities and Exchange Commission on May 13, 2024\).](#)
- 3.5 [By-laws of the Company \(incorporated by reference to Annex C to the Company's Information Statement on Schedule 14C, filed with the SEC on March 14, 2012\)](#)
- 4.1\* [Description of Capital Stock](#)
- 10.1 [Share Exchange Agreement dated December 29, 2010, by and between the Company, FCID Medical, Inc., and FCID Holdings, Inc. \(incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on January 3, 2011\)](#)
- 10.2 [Loan and Security Agreement dated as of June 13, 2013, by and between C.T. Capital Ltd and First Choice Medical Group of Brevard, LLC \(incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K, filed with the SEC on March 31, 2014\).](#)
- 10.3 [Asset Purchase Agreement dated January 25, 2024 by and between the Company and Leading Primary Care, LLC \(incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K, filed with the SEC on May 13, 2024\).](#)
- 10.4 [Stock Purchase Agreement dated July 20, 2023 by and between the Company and Gary C. Bernard, as amended by addendum dated May 5, 2024 \(incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K, filed with the SEC on May 13, 2024\).](#)
- 10.5+ [Employment agreement dated June 6, 2022 between the Company and Lance Friedman, as amended by the addendum dated March 1, 2024 \(incorporated by reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K, filed with the SEC on May 13, 2024\).](#)
- 10.6+ [Employment agreement dated February 1, 2024 between the Company and Michael Howe \(incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K, filed with the SEC on May 13, 2024\).](#)
- 10.7+ [Consulting agreement dated December 19, 2023 between the Company and FinTrust Consulting, LLC \(incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K, filed with the SEC on May 13, 2024\).](#)
- 10.8 [Form of Subscription Agreement between the Company and Subscribers for Purchase of Strip comprising note, common stock and warrant \(incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1; No. 333-279357, as amended, originally filed with the Securities and Exchange Commission on May 13, 2024\).](#)
- 10.9 [Warrant issued by Company to Puritan Partners LLC \(incorporated by reference to Exhibit 10.9 of the Registrant's Registration Statement on Form S-1; No. 333-279357, as amended, originally filed with the Securities and Exchange Commission on May 13, 2024\).](#)
- 10.10 [Form of Warrant issued by Company to Roderic Prat \(incorporated by reference to Exhibit 10.10 of the Registrant's Registration Statement on Form S-1; No. 333-279357, as amended, originally filed with the Securities and Exchange Commission on May 13, 2024\).](#)
- 14 [Code of Ethics, \(incorporated by reference to Exhibit 14 to the Company's Annual Report on Form 10-K, filed with the SEC on March 30, 2012\)](#)
- 19.1\* [Insider Trading Policy](#)
- 21\* [List of Subsidiaries of the Company](#)

- 24.1 [Power of Attorney \(as seen on signature page herein\)](#)
- 23.1\* [Consent of Bush & Associates CPA LLC](#)
- 31.1\* [Certification of Principal Executive Officer pursuant to Rules 13a-14\(a\) and 15d-14\(a\) of the Securities Exchange Act, as amended.](#)
- 31.2\* [Certification of Principal Accounting Officer pursuant to Rules 13a-14\(a\) and 15d-14\(a\) of the Securities Exchange Act, as amended.](#)
- 32.1\*\* [Certification of Principal Executive Officer and Principal Accounting Officer pursuant to Rules 13a-14\(b\) or 15d-14\(b\) of the Securities Exchange Act, as amended, and 18 U.S.C. Section 1350.](#)
- 97.1 [Clawback Policy \(incorporated by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K, filed with the SEC on May 13, 2024\).](#)

EX-101.INS INLINE XBRL INSTANCE DOCUMENT+  
EX-101.SCH INLINE XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT+  
EX-01.CAL INLINE XBRL TAXONOMY EXTENSION CALCULATION LINKBASE+  
EX-101.DEF INLINE XBRL TAXONOMY EXTENSION DEFINITION LINKBASE+  
EX-01.LAB INLINE XBRL TAXONOMY EXTENSION LABELS LINKBASE+  
EX-101.PRE INLINE XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE+  
104 Interactive Data File

\* Filed herewith

\*\* Furnished herewith

+ Indicates management contract or compensatory plan

## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: *s/ Lance Friedman*

Lance Friedman  
Chief Executive Officer (Principal Executive Officer)

By: *s/ Lance Friedman*

Lance Friedman  
Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

### FIRST CHOICE HEALTHCARE SOLUTIONS, INC.

Dated: March 11, 2026

By: *s/ Lance Friedman*

Lance Friedman  
Chief Executive Officer (Principal Executive Officer)

Dated: March 11, 2026

By: /s/ Lance Friedman  
Lance Friedman  
Principal Accounting Officer

56

**Exhibit 3.2**

CERTIFICATE OF DESIGNATION OF FIRST CHOICE HEALTHCARE SOLUTIONS, INC.  
CREATING CLASS A SUPER VOTING PREFERRED STOCK

First Choice Healthcare Solutions, a Delaware corporation (the **“Corporation”**), hereby certifies that, pursuant to the authority to designate up to 1,000,000 shares of preferred stock with such rights and designations as the Board may determine in its discretion, conferred upon the Board of Directors of the Corporation (the **“Board”**) by Article Fourth of the Articles of Incorporation, filed on December 14, 2011, the Board hereby adopts the following Certificate of Designation authorizing four (4) shares of the Corporation’s Series A Super Voting Preferred Stock (the **“Series A Super Voting Preferred Stock”**):

**RESOLVED**, that pursuant to the authority vested in the Board by the Corporation’s Articles of Incorporation, the Board hereby authorizes the Chief Executive Officer to file with the Delaware Secretary of State this Certificate of Designation establishing a new series of capital stock to be known as “Series A Super Voting Preferred Stock,” consisting of Four (4) shares with the following designations, preferences, rights, qualifications, limitations and privileges:

1. Designation and Amount; Designated Holder. Of the One Million (1,000,000) shares of the Company’s authorized Preferred Stock, \$0.10 par value per share, Four (4) shares are designated as “Series A Super Voting Preferred Stock,” with the rights and preferences set forth below. Each of the corporation’s four directors will receive a share of the Series A Super Voting Preferred Stock (the **“Holders”**), in whose name the initial certificates representing the Series A Super Voting Preferred Stock shall be issued. Any transfer of the Series A Super Voting Preferred Stock to a different Holder must be approved in advance by the Corporation; provided, however, the Holders shall have the right to transfer the Series A Super Voting Preferred Stock, or any portion thereof, to any affiliate of such Holder or nominee of such Holder, without the approval of the Corporation.

2. Rights of Series A Preferred Stock. The Series A Super Voting Preferred Stock shall have no value in the event of the liquidation of the Corporation or any rights to distributions declared by the Corporation. The Series A Super Voting Stock Preferred Stock is not convertible into shares of Common Stock or other equity securities of the Corporation. The only rights granted to the Series A Super Voting Preferred Stock are the voting rights specified in Paragraph 3 below.

3. Voting Rights. The holders of the Series A Super Voting Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Corporation’s Common Stock, and on all such matters, the four (4) shares of Series A Super Voting Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of Common Stock and all other voting securities of the Corporation are entitled to, as of any such date of determination, *plus* one million (1,000,000) votes, it being the intention that the Holders of the Series A Super Voting Preferred Stock shall have effective voting control of the Corporation, on a fully diluted voting basis. Accordingly, each share of Series A Super Voting Stock shall entitle the Holder to that number of votes as is equal to 12.5% of the outstanding shares of Common Stock and all other voting securities of the Corporation are entitled to, as of such date of determination, plus 250,000 votes. The Holders of the Series A Super Voting Preferred Stock shall vote together with the holders of Common Stock as a single class.

4. Protection Provisions.

(a) The Corporation shall not amend, alter, change or repeal the preferences, privileges, special rights or other powers of the Series A Super Voting Preferred Stock to adversely affect the Series A Super Voting Preferred Stock, without the written consent of the majority of Holders.

(b) So long as shares of Series A Super Voting Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the majority of Holders, which consent may be withheld in the Holder's sole and absolute discretion: (i) dissolve the Corporation or effectuate a liquidation; (ii) alter, amend, or repeal the Certificate of Incorporation of the Corporation; or (iii) issue any securities of the Corporation of any nature or kind, including securities convertible into any capital stock of the Corporation.

(c) In case Series A Super Voting Preferred Stock shall be redeemed or otherwise cancelled or re-acquired by the Corporation, the shares so redeemed, repurchased, or reacquired shall resume the status of authorized but unissued shares of Preferred Stock and shall no longer be designated as Series A Super Voting Preferred Stock.

5. Severability. If any right, preference or limitation of the Series A Super Voting Preferred Stock set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

6. Amendment. This Certificate of Designation shall not be amended, either directly or indirectly or through merger or consolidation with another entity, in any manner that would alter or change the powers, preferences or special rights of the Series A Super Voting Preferred Stock to affect them materially and adversely without the consent of the majority of Holders.

7. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction, or mutilation of any certificate evidencing shares of Series A Super Voting Preferred Stock, and in the case of any such loss, theft or destruction upon receipt of indemnity reasonably satisfactory to the Corporation or in the case of any such mutilation upon surrender of such certificate, the Corporation, at its expense, shall execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such Series represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

\*\*\*\*

---

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be executed by the Chief Executive Officer of the Corporation, this 3<sup>rd</sup> day of May 2021.

By: /s/ Lance Friedman  
Lance Friedman  
Chief Executive Officer

---

**Exhibit 3.3**

**CERTIFICATE OF DESIGNATION  
OF FIRST CHOICE HEALTHCARE SOLUTIONS, INC.  
CREATING SERIES B 10% CONVERTIBLE PREFERRED STOCK**

First Choice Healthcare Solutions, Inc., a Delaware corporation (the "Corporation"), hereby certifies that, pursuant to the authority to designate shares of preferred stock with such rights and designations as the Board may determine in its discretion, conferred upon the Board of Directors of the Corporation (the "Board") by Article Fourth of the Articles of Incorporation, filed on December 14, 2011, the Board hereby adopts the following Certificate of Designation:

RESOLVED, that pursuant to the authority vested in the Board by the Corporation's Articles of Incorporation, the Board hereby authorizes the Chief Executive Officer to file with the Delaware Secretary of State this Certificate of Designation establishing a new series of capital stock to be known as "Series B 10% Convertible Preferred Stock," with the following designations, preferences, rights, qualifications, limitations and privileges:

1. Designation and Amount. Of the One Million (1,000,000) shares of the Company's authorized Preferred Stock, \$0.01 par value per share, 40,000 shares are designated as "Series B 10% Convertible Preferred Stock".

2. Rights of Series B 10% Convertible Preferred Stock.

(a) The Series b 10% Convertible Preferred Stock shall have preference in liquidation so that holders of Series B 10% Convertible Preferred Stock are paid in full prior to any payments to holders of common stock of the Corporation.

(b) A holder of Series B 10% Convertible Preferred Stock shall have the right at his/her/its option to convert a share of Serie B 10% Convertible Preferred Stock into 10,000 shares of the Corporation's common stock.

(c) The Series B 10% Convertible Preferred Stock shall be automatically converted into shares of common stock of the Corporation on the effective date of the Corporation's S-1 filing with the Securities Exchange Commission. Such conversion shall happen without any action necessary on the part of holders of the Series B 10% Convertible Preferred Stock. Such conversion shall occur at a conversion rate of \$0.75 per share of common stock issued on the conversion and shall be calculated by dividing the purchase price of a unit containing 10,000 shares of Preferred Stock under the Stock Purchase Agreement divided by \$0.75 per common share.

(d) There shall be no fractional shares of common stock issued on conversion of the 10% Convertible Series B Preferred Stock.

(e) The Series B 10% Convertible shares shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Corporation's Common Stock, and on all such matters. Each share of Preferred Stock shall have ten votes.

(f) Each share of Series B 10% Convertible Preferred Stock shall have a ten (10) percent dividend rate which shall be paid in Series B 10% Convertible Preferred Stock quarterly.

(g) The Series B 10% Convertible Preferred Stock will have registration rights in accordance with the Registration Rights Agreement entered into with holders of the Series B 10% Convertible Preferred shares at the time of issuance of such Series B 10% Convertible Preferred Stock.

(h) Shares of the Series B 10% Convertible Preferred Stock shall have full ratchet anti-dilution protection as more fully specified in Exhibit A hereto.

3. Protection Provisions.

(a) The Corporation shall not amend, alter, change or repeal the preferences, privileges, special rights or other powers of the Series B 10% Convertible Preferred Stock to adversely affect the Series B 10% Convertible Preferred Stock, without the written consent of the majority of Holders of the Series B 10% Convertible Preferred Stock.

(b) In case Series B 10% Convertible Preferred Stock shall be redeemed or otherwise cancelled or reacquired by the Corporation, the shares so redeemed, repurchased, or reacquired shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Series B 10% Convertible Preferred Stock.

4. Severability. If any right, preference or limitation of the Series B 10% Convertible Preferred Stock set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

5. Amendment. This Certificate of Designation shall not be amended, either directly or indirectly or through merger or consolidation with another entity, in any manner that would alter or change the powers, preferences or special rights of the Series B 10% Convertible preferred Stock to affect them materially and adversely without the consent of the majority of Holders.

6. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction, or mutilation of any certificate evidencing shares of Series B 10% Convertible Preferred Stock, and in the case of any such loss, theft or destruction upon receipt of indemnity reasonably satisfactory to the Corporation or in the case of any such mutilation upon surrender of such certificate, the Corporation, at its expense, shall execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such Series represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

---

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be executed by the Chief Executive Officer of the Corporation, this 23rd day of June 2022.

By: /s/ Lance Friedman

Lance Friedman  
Chief Executive Officer  
First Choice Healthcare Solutions

---

**EXHIBIT A TO THE CERTIFICATE OF DESIGNATION OF THE 10% SERIES B CONVERTIBLE  
PREFERRED STOCK**

**Anti-Dilution Provisions.**

a) Stock Dividends and Splits. If the Company, at any time while the Series B Convertible Preferred Stock (“Series B”) is outstanding: (i) pays a stock dividend or otherwise makes a distribution or distributions on shares of its Common Stock or any other equity or equity equivalent securities payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Company upon conversion of the Series B), (ii) subdivides outstanding shares of Common Stock into a larger number of shares, (iii) combines (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares or (iv) issues by reclassification of shares of the Common Stock, any shares of capital stock of the Company, then in the event that the Company effects a forward split of its Common Stock, the amount of shares issuable upon exercise of the Series B and the Exercise Price of the Series B shall be adjusted proportionally; however, in the event that the Company effects a reverse split of its Common Stock the amount of shares issuable upon exercise of the Series B and the Exercise Price of the Series B shall not be adjusted. Any adjustment made pursuant to this Section (a) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification.

b) Subsequent Equity Sales. If and whenever, at any time while the Series B is outstanding, the Company issues or sells, announces any offer, sale, or other disposition of, or in accordance with this Exhibit A is deemed to have issued, sold or granted (or makes an announcement regarding the same), any shares of Common Stock and/or Common Stock Equivalents (including the issuance or sale of shares of Common Stock owned or held by or for the account of the Company, but excluding any securities issued or sold or deemed to have been issued or sold solely in connection with an Exempt Issuance) for a consideration per share (the “New Issuance Price”) less than a price equal to the Exercise Price in effect immediately prior to such issuance or sale or deemed issuance or sale (such Exercise Price then in effect is referred to herein as the “Applicable Price”) (the foregoing a “Dilutive Issuance”), then immediately after such Dilutive Issuance, (1) the Exercise Price then in effect shall be reduced to an amount equal to the New Issuance Price and (2) the number of common shares issuable hereunder shall be increased such that the aggregate Exercise Price payable hereunder, after taking into account the decrease in the Exercise Price, shall be equal to the aggregate Exercise Price prior to such adjustment (subject to adjustment as provided herein). For all purposes of the foregoing (including, without limitation, determining the adjusted Exercise Price and the New Issuance Price under this Section (b)), the following shall be applicable:

i. Issuance of Options. If the Company in any manner grants, issues or sells (or enters into any agreement to grant, issue or sell) any Options (as defined below) and the lowest price per share for which one Common Stock is at any time issuable upon the exercise of any such Option (as defined below) or upon conversion, exercise or exchange of any Common Stock Equivalents issuable upon exercise of any such Option (as defined below) or otherwise pursuant to the terms thereof is less than the Applicable Price, then such Common Stock shall be deemed to be outstanding and to have been issued and sold by the Company at the time of the granting or sale of such Option (as defined below) for such price per share. For purposes of this Section (b)(i), the “lowest price per share for which one Common Stock is at any time issuable upon the exercise of any such Options (as defined below) or upon conversion, exercise or exchange of any Common Stock Equivalents issuable upon exercise of any such Option (as defined below) or otherwise pursuant to the terms thereof” shall be equal to (1) the lower of (x) the sum of the lowest amounts of consideration (if any) received or receivable by the Company with respect to any one share of Common Stock upon the granting, issuance or sale of such Option (as defined below), upon exercise of such Option (as defined below) and upon conversion, exercise or exchange of any Common Stock Equivalents issuable upon exercise of such Option (as defined below) or otherwise pursuant to the terms thereof and (y) the lowest exercise price set forth in such Option (as defined below) for which one Common Stock is issuable (or may become issuable assuming all possible market conditions) upon the exercise of any such Options (as defined below) or upon conversion, exercise or exchange of any Common Stock Equivalents issuable upon exercise of any such Option (as defined below) or otherwise pursuant to the terms thereof minus (2) the sum of all amounts paid or payable to the holder of such Option (or any other Person) upon the granting, issuance or sale of such Option (as defined below), upon exercise of such Option (as defined below) and upon conversion, exercise or exchange of any Common Stock Equivalents issuable upon exercise of such Option (as defined below) or otherwise pursuant to the terms thereof plus the value of any other consideration received or receivable by, or benefit conferred on, the holder of such Option (as defined below) (or any other Person). Except as contemplated below, no further adjustment of the Exercise Price shall be made upon the actual issuance of such shares of Common Stock or of such Common Stock Equivalents upon the exercise of such Options (as defined below) or otherwise pursuant to the terms of or upon the actual issuance of such shares of Common Stock upon conversion, exercise or exchange of such Common Stock Equivalents. “Option” means any rights, warrants or options to subscribe for or purchase shares of Common Stock or Convertible Securities, other than option issued in an Exempt Issuance. “Convertible Securities” means any shares or other security (other than Options) that is at any time and under any circumstances, directly or indirectly, convertible into, exercisable or exchangeable for, or which otherwise entitles the holder thereof to acquire, any shares of Common Stock.

ii. Issuance of Convertible Securities. If the Company in any manner issues or sells (or enters into any agreement to issue or sell) any Common Stock Equivalents and the lowest price per share for which one share of Common Stock is at any time issuable upon the conversion, exercise or exchange thereof or otherwise pursuant to the terms thereof is less than the Applicable Price, then

such shares of Common Stock shall be deemed to be outstanding and to have been issued and sold by the Company at the time of the issuance or sale of such Common Stock Equivalents for such price per share. For the purposes of this Section (b)(ii), the “lowest price per share for which one Common Stock is at any time issuable upon the conversion, exercise or exchange thereof or otherwise pursuant to the terms thereof” shall be equal to (1) the lower of (x) the sum of the lowest amounts of consideration (if any) received or receivable by the Company with respect to one Common Stock upon the issuance or sale of the Common Stock Equivalents and upon conversion, exercise or exchange of such Common Stock Equivalents or otherwise pursuant to the terms thereof and (y) the lowest conversion price set forth in such Common Stock Equivalents for which one share of Common Stock is issuable (or may become issuable assuming all possible market conditions) upon conversion, exercise or exchange thereof or otherwise pursuant to the terms thereof minus (2) the sum of all amounts paid or payable to the holder of such Common Stock Equivalents (or any other Person) upon the issuance or sale of such Common Stock Equivalents plus the value of any other consideration received or receivable by, or benefit conferred on, the holder of such Common Stock Equivalents (or any other Person). Except as contemplated below, no further adjustment of the Exercise Price shall be made upon the actual issuance of such shares of Common Stock upon conversion, exercise or exchange of such Common Stock Equivalents or otherwise pursuant to the terms thereof, and if any such issuance or sale of such Common Stock Equivalents is made upon exercise of any Options for which adjustment of the Series B conversion has been or is to be made pursuant to other provisions of this Exhibit A, except as contemplated below, no further adjustment of the conversion price shall be made by reason of such issuance or sale.

---

iii. Change in Option Price or Rate of Conversion. If the purchase or exercise price provided for in any Options, the additional consideration, if any, payable upon the issue, conversion, exercise or exchange of any Common Stock Equivalents, or the rate at which any Common Stock Equivalents are convertible into or exercisable or exchangeable for shares of Common Stock increases or decreases at any time (other than proportional changes in conversion or exercise prices, as applicable, in connection with an event referred to in Section (a)), the Exercise Price in effect at the time of such increase or decrease shall be adjusted to the Exercise Price which would have been in effect at such time had such Options or Common Stock Equivalents provided for such increased or decreased purchase price, additional consideration or increased or decreased conversion rate, as the case may be, at the time initially granted, issued or sold. For purposes of this Section (b)(iii), if the terms of any Option or Common Stock Equivalents that was outstanding as of the date the Series B was issued are increased or decreased in the manner described in the immediately preceding sentence, then such Option or Common Stock Equivalents and the shares of Common Stock deemed issuable upon exercise, conversion or exchange thereof shall be deemed to have been issued as of the date of such increase or decrease. No adjustment pursuant to this Section (b) shall be made if such adjustment would result in an increase of the Exercise Price then in effect.

iv. Change in Option Price or Rate of Conversion. If any Option and/or Common Stock Equivalents and/or Adjustment Right (as defined below) is issued in connection with the issuance or sale or deemed issuance or sale of any other securities of the Company (as determined by the Holder, the “Primary Security”, and such Option and/or Common Stock Equivalents and/or Adjustment Right (as defined below), the “Secondary Securities”), together comprising one integrated transaction, (or one or more transactions if such issuances or sales or deemed issuances or sales of securities of the Company either (A) have at least one investor or purchaser in common, (B) are consummated in reasonable proximity to each other and/or (C) are consummated under the same plan of financing) the aggregate consideration per share of Common Stock with respect to such Primary Security shall be deemed to be equal to the difference of (x) the lowest price per share for which one Common Stock was issued (or was deemed to be issued pursuant to Section (b)(i) or (b)(ii) above, as applicable) in such integrated transaction solely with respect to such Primary Security, minus (y) with respect to such Secondary Securities, the sum of (I) the Black Scholes

Consideration Value (as defined below) of each such Option, if any, (II) the fair market value (as determined by the Holder in good faith) or the Black Scholes Consideration Value (as defined below), as applicable, of such Adjustment Right (as defined below), if any, and (III) the fair market value (as determined by the Holder) of such Common Stock Equivalents, if any, in each case, as determined on a per share basis in accordance with this Section (b)(iv). If any shares of Common Stock, Options or Common Stock Equivalents are issued or sold or deemed to have been issued or sold for cash, the consideration received therefor (for the purpose of determining the consideration paid for such Common Stock, Option or Common Stock Equivalents, but not for the purpose of the calculation of the Black Scholes Consideration Value (as defined below)) will be deemed to be the net amount of consideration received by the Company therefor. If any shares of Common Stock, Options or Common Stock Equivalents are issued or sold for a consideration other than cash, the amount of such consideration received by the Company (for the purpose of determining the consideration paid for such Common Stock, Option or Common Stock Equivalents, but not for the purpose of the calculation of the Black Scholes Consideration Value (as defined below)) will be the fair value of such consideration, except where such consideration consists of publicly traded securities, in which case the amount of consideration received by the Company for such securities will be the arithmetic average of the volume weighted average prices of such security for each of the five (5) Trading Days immediately preceding the date of receipt. If any shares of Common Stock, Options or Common Stock Equivalents are issued to the owners of the non-surviving entity in connection with any merger in which the Company is the surviving entity, the amount of consideration therefor (for the purpose of determining the consideration paid for such shares of Common Stock, Option or Common Stock Equivalents, but not for the purpose of the calculation of the Black Scholes Consideration Value (as defined below)) will be deemed to be the fair value of such portion of the net assets and business of the non-surviving entity as is attributable to such shares of Common Stock, Options or Common Stock Equivalents (as the case may be). The fair value of any consideration other than cash or publicly traded securities will be determined jointly by the Company and the Holder. If such parties are unable to reach agreement within ten (10) days after the occurrence of an event requiring valuation (the "Valuation Event"), the fair value of such consideration will be determined within five (5) Trading Days after the tenth (10th) day following such Valuation Event by an independent, reputable appraiser jointly selected by the Company and the Holder. The determination of such appraiser shall be final and binding upon all parties absent manifest error and the fees and expenses of such appraiser shall be borne by the Company). "Adjustment Right" means any right granted with respect to any securities issued in connection with, or with respect to, any issuance or sale (or deemed issuance or sale hereunder) of Common Stock (other than rights of the type described in Sections (c) and (d) hereof) that could result in a decrease in the net consideration received by the Company in connection with, or with respect to, such securities (including, without limitation, any cash settlement rights, cash adjustment or other similar rights).

---

v. Change in Option Price or Rate of Conversion. If the Company takes a record of the holders of shares of Common Stock for the purpose of entitling them (A) to receive a dividend or other distribution payable in shares of Common Stock, Options or in Common Stock Equivalents or (B) to subscribe for or purchase shares of Common Stock, Options or Common Stock Equivalents, then such record date will be deemed to be the date of the issuance or sale of the shares of Common Stock deemed to have been issued or sold upon the declaration of such dividend or the making of such other distribution or the date of the granting of such right of subscription or purchase (as the case may be).

c) Subsequent Rights Offerings. In addition to any adjustments pursuant to Section (a) above, if at any time the Company grants, issues or sells any Common Stock Equivalents or rights to purchase stock, warrants, securities or other property pro rata to the record holders of any class of shares of Common Stock (the "Purchase Rights"), then the Holder will be entitled to acquire, upon the terms applicable to such Purchase Rights, the aggregate Purchase

Rights which the Holder could have acquired if the Holder had held the number of shares of Common Stock acquirable upon complete conversion of the Series B (without regard to any limitations on exercise hereof, including without limitation, the Beneficial Ownership Limitation) immediately before the date on which a record is taken for the grant, issuance or sale of such Purchase Rights, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the grant, issue or sale of such Purchase Rights (provided, however, that, to the extent that the Holder's right to participate in any such Purchase Right would result in the Holder exceeding the Beneficial Ownership Limitation, then the Holder shall not be entitled to participate in such Purchase Right to such extent (or beneficial ownership of such shares of Common Stock as a result of such Purchase Right to such extent) and such Purchase Right to such extent shall be held in abeyance for the Holder until such time, if ever, as its right thereto would not result in the Holder exceeding the Beneficial Ownership Limitation).

d) Pro Rata Distributions. During such time as the Series B is outstanding, if the Company shall declare or make any dividend or other distribution of its assets (or rights to acquire its assets) to holders of shares of Common Stock, by way of return of capital or otherwise (including, without limitation, any distribution of cash, stock or other securities, property or options by way of a dividend, spin off, reclassification, corporate rearrangement, scheme of arrangement or other similar transaction) (a "Distribution"), at any time after the issuance of the Series B, then, in each such case, the Holder shall be entitled to participate in such Distribution to the same extent that the Holder would have participated therein if the Holder had held the number of shares of Common Stock acquirable upon complete exercise of the Series B (without regard to any limitations on exercise hereof, including without limitation, the Beneficial Ownership Limitation) immediately before the date of which a record is taken for such Distribution, or, if no such record is taken, the date as of which the record holders of shares of Common Stock are to be determined for the participation in such Distribution (provided, however, that, to the extent that the Holder's right to participate in any such Distribution would result in the Holder exceeding the Beneficial Ownership Limitation, then the Holder shall not be entitled to participate in such Distribution to such extent (or in the beneficial ownership of any shares of Common Stock as a result of such Distribution to such extent) and the portion of such Distribution shall be held in abeyance for the benefit of the Holder until such time, if ever, as its right thereto would not result in the Holder exceeding the Beneficial Ownership Limitation).

---

e) Fundamental Transaction. If, at any time while the Series B is outstanding:

(i) the Company, directly or indirectly, in one or more related transactions effects any merger or consolidation of the Company with or into another Person, (ii) the Company, directly or indirectly, effects any sale, lease, license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions, (iii) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Company or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (iv) the Company, directly or indirectly, in one or more related transactions effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (v) the Company, directly or indirectly, in one or more related transactions consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off, merger or scheme of arrangement) with another Person or group of Persons whereby such other Person or group acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination) (each a "Fundamental Transaction"), then, upon any subsequent exercise of the Series B, the Holder shall have the right to receive, for each common share that would have been issuable upon the conversion of a Series B such immediately prior to the occurrence of such Fundamental Transaction, at the option of the Holder (without regard to any limitation in Section 2(e) on the conversion of the Series B), the number of shares of Common Stock

of the successor or acquiring corporation or of the Company, if it is the surviving corporation, and any additional consideration (the “Alternate Consideration”) receivable as a result of such Fundamental Transaction by a holder of the number of shares of Common Stock for which the Series B is convertible immediately prior to such Fundamental Transaction (without regard to any limitation in Section 2(e) on the exercise of the Series B). For purposes of any such exercise, the determination of the Exercise Price shall be appropriately adjusted to apply to such Alternate Consideration based on the amount of Alternate Consideration issuable in respect of one share of Common Stock in such Fundamental Transaction, and the Company shall apportion the Exercise Price among the Alternate Consideration in a reasonable manner reflecting the relative value of any different components of the Alternate Consideration. If holders of Common Stock are given any choice as to the securities, cash or property to be received in a Fundamental Transaction, then the Holder shall be given the same choice as to the Alternate Consideration it receives upon any exercise of the Series B following such Fundamental Transaction. Notwithstanding anything to the contrary, in the event of a Fundamental Transaction, the Company or any Successor Entity (as defined below) shall, at the Holder’s option, exercisable at any time concurrently with, or within 30 days after, the consummation of the Fundamental Transaction (or, if later, the date of the public announcement of the applicable Fundamental Transaction), purchase the Series B from the Holder by paying to the Holder an amount of cash equal to the Black Scholes Value (as defined below) of the remaining convertible Series B on the date of the consummation of such Fundamental Transaction. “Black Scholes Value” means the value the Series B based on the Black-Scholes Option Pricing Model obtained from the “OV” function on Bloomberg, L.P. (“Bloomberg”) determined as of the day of consummation of the applicable Fundamental Transaction for pricing purposes and reflecting (A) a risk-free interest rate corresponding to the U.S. Treasury rate for a period equal to the time between the date of the public announcement of the applicable Fundamental Transaction and the Termination Date, (B) an expected volatility equal to the greater of 100% and the 100 day volatility obtained from the HVT function on Bloomberg as of the Trading Day immediately following the public announcement of the applicable Fundamental Transaction, (C) the underlying price per share used in such calculation shall be the greater of (i) the sum of the price per share being offered in cash, if any, plus the value of any non- cash consideration, if any, being offered in such Fundamental Transaction and (ii) the greater of (x) the last volume weighted average price immediately prior to the public announcement of such Fundamental Transaction and (y) the last volume weighted average price immediately prior to the consummation of such Fundamental Transaction and (D) a remaining option time equal to the time between the date of the public announcement of the applicable Fundamental Transaction and the Termination Date. The payment of the Black Scholes Value will be made by wire transfer of immediately available funds within five Business Days of the Holder’s election (or, if later, on the effective date of the Fundamental Transaction). The Company shall cause any successor entity in a Fundamental Transaction in which the Company is not the survivor (the “Successor Entity”) to assume in writing all of the obligations of the Company under the Series B and the other Transaction Documents in accordance with the provisions of this Section (e) pursuant to written agreements in form and substance reasonably satisfactory to the Holder and approved by the Holder (without unreasonable delay) prior to such Fundamental Transaction and shall, at the option of the Holder, deliver to the Holder in exchange for the Series B a security of the Successor Entity evidenced by a written instrument substantially similar in form and substance to the Series B which is exercisable for a corresponding number of shares of capital stock of such Successor Entity (or its parent entity) equivalent to the shares of Common Stock acquirable and receivable upon conversion of the Series B (without regard to any limitations on the exercise of the Series B) prior to such Fundamental Transaction, and with an exercise price which applies the exercise price hereunder to such shares of capital stock (but taking into account the relative value of the shares of Common Stock pursuant to such Fundamental Transaction and the value of such shares of capital stock, such number of shares of capital stock and such exercise price being for the purpose of protecting the economic value of the Series B immediately prior to the consummation of such Fundamental Transaction), and which is reasonably satisfactory in form and substance to the Holder. Upon the occurrence of any such Fundamental Transaction, the Successor Entity shall succeed to, and be substituted for (so that from and after the date of such Fundamental Transaction, the provisions of the Preferred Stock and the other Transaction Documents referring to the “Company” shall refer instead to the Successor Entity), and may exercise every right and power of

the Company and shall assume all of the obligations of the Company under the Series B and the other Transaction Documents with the same effect as if such Successor Entity had been named as the Company herein.

---

f) Calculations. All calculations under this Section 3 shall be made to the nearest cent or the nearest 1/100th of a share, as the case may be. For purposes of this Exhibit A, the number of shares of Common Stock deemed to be issued and outstanding as of a given date shall be the sum of the number of shares of Common Stock (excluding treasury shares, if any) issued and outstanding.

g) Adjustment to Exercise Price. Whenever the Exercise Price is adjusted pursuant to any provision of this Exhibit A, the Company shall promptly deliver to the Holder by email a notice setting forth the Exercise Price after such adjustment and any resulting adjustment to the number of Common Shares and setting forth a brief statement of the facts requiring such adjustment.

h) Notice to Allow Exercise by Holder. If (A) the Company shall declare a dividend (or any other distribution in whatever form) on the Common Stock, (B) the Company shall declare a special nonrecurring cash dividend on or a redemption of the Common Stock, (C) the Company shall authorize the granting to all holders of the Common Stock rights or warrants to subscribe for or purchase any shares of capital stock of any class or of any rights, (D) the approval of any stockholders of the Company shall be required in connection with any reclassification of the Common Stock, any consolidation or merger to which the Company is a party, any sale or transfer of all or substantially all of the assets of the Company, or any compulsory share exchange whereby the Common Stock is converted into other securities, cash or property, or (E) the Company shall authorize the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Company, then, in each case, the Company shall cause to be delivered by facsimile or email to the Holder at its last facsimile number or email address as it shall appear in the records of the Company, at least 20 calendar days prior to the applicable record or effective date herein after specified, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution, redemption, rights or warrants, or if a record is not to be taken, the date as of which the holders of the Common Stock of record to be entitled to such dividend, distributions, redemption, rights or warrants are to be determined or (y) the date on which such reclassification, consolidation, merger, sale, transfer or share exchange is expected to become effective or close, and the date as of which it is expected that holders of the Common Stock of record shall be entitled to exchange their shares of the Common Stock for securities, cash or other property deliverable upon such reclassification, consolidation, merger, sale, transfer or share exchange; provided that the failure to deliver such notice or any defect therein or in the delivery thereof shall not affect the validity of the corporate action required to be specified in such notice. To the extent that any notice provided in this section constitutes, or contains, material, non-public information regarding the Company or any of the Subsidiaries, the Company shall simultaneously file such notice with the Commission pursuant to a Current Report on Form 8-K. The Holder shall remain entitled to convert the Series B during the period commencing on the date of such notice to the effective date of the event triggering such notice except as may otherwise be expressly set forth herein.

---

#### **Exhibit 4.1**

### **DESCRIPTION OF CAPITAL STOCK**

*The following summary of the material terms of our securities is not intended to be a complete summary of the rights and preferences of such securities, and is qualified by reference to First Choice Healthcare Solutions, Inc.'s Certificate of Incorporation (as amended, the "Certificate of Incorporation") and the Bylaws, which are exhibits to First Choice Healthcare Solutions, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024. We encourage you to read each of the Certificate of Incorporation, the Bylaws and the applicable provisions of the*

*Delaware General Corporation Law (“DGCL”) in their entirety for a complete description of the rights and preferences of our securities.*

## **General**

Our authorized capital stock consists of 100,000,000 shares of common stock, par value \$0.001 per share, and 1,000,000 shares of preferred stock.

## **Common Stock**

### *Common stock outstanding*

As of December 31, 2024, there were 32,958,288 shares of our common stock outstanding.

### *Voting rights*

Each share of common stock entitles the holder to one vote, either in person or by proxy, at meetings of stockholders. The holders are not permitted to vote their shares cumulatively.

### *Dividend rights*

Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board out of funds legally available.

### *Rights upon liquidation*

Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities.

### *Other rights*

Holders of our common stock do not have any pre-emptive rights or other subscription rights, conversion rights, redemption or sinking fund provisions.

## **Preferred Stock**

Under the terms of our certificate of incorporation, our Board is authorized to issue shares of preferred stock in one or more series without stockholder approval. Our Board has the discretion to determine the rights, preferences, privileges, and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences, of each series of preferred stock.

The purpose of authorizing our Board to issue preferred stock and determine its rights and preferences is to eliminate delays associated with a stockholder vote on specific issuances. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions, future financings, and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or could discourage a third party from seeking to acquire, a majority of our outstanding voting stock.

---

### Series B Preferred Convertible Stock

The Company is authorized to issue 40,000 shares, \$0.01 par value Series B preferred stock.

Each share of the Series B preferred stock is convertible into 10,000 shares of common stock in the Company. The Series B 10% Convertible Preferred Stock shall have a 10% dividend rate and have preference in liquidation so that holders of Series B 10% Convertible Preferred Stock are paid in full prior to any payments to holders of common stock of the Corporation. The Series B 10% Convertible Preferred Stock shall be automatically converted into shares of common stock of the Company on the effective date of the Company's S-1 filing with the U.S. Securities and Exchange Commission.

As of December 31, 2025, and 2024, the total Series B preferred shares outstanding were 147 and 147 shares, respectively.

#### Series A Super Voting Preferred Stock

The Company is authorized to issue 4 shares of its Series A Super Voting Preferred Stock, \$0.10 par value per share.

The holders of the Series A Super Voting Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Company's Common Stock, and on all such matters, the four (4) shares of Series A Super Voting Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of the Common Stock and all other voting securities of the Company are entitled to, as of any such date of determination, *plus* one million (1,000,000) votes, it being the intention that the holders of the Series A Super Voting Preferred Stock shall have effective voting control of the Company, on a fully diluted voting basis. Accordingly, each share of Series A Super Voting Stock shall entitle the Holder to that number of votes as is equal to 12.5% of the outstanding shares of Common Stock and all other voting securities of the Company are entitled to, as of such date of determination, plus 250,000 votes. The holders of the Series A Super Voting Preferred Stock shall vote together with the holders of Common Stock as a single class.

Currently, Lance Friedman, our Chief Executive Officer holds all 4 outstanding shares of the outstanding Series A Super Voting Preferred Stock.

#### **Anti-Takeover Effects**

Our certificate of incorporation and bylaws will include a number of provisions that may have the effect of delaying, deferring, or preventing a party from acquiring control of us and encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with our Board rather than pursue non-negotiated takeover attempts. The provisions include the items described below.

#### ***Potential Effects of Authorized but Unissued Stock***

We have shares of common stock available for future issuance without stockholder approval. We may utilize these additional shares for a variety of corporate purposes, including future public offerings to raise additional capital, to facilitate corporate acquisitions or payment as a dividend on the capital stock.

The existence of unissued and unreserved common stock and preferred stock may enable our Board to issue shares to persons friendly to current management or to issue preferred stock with terms that could render more difficult or discourage a third-party attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise, thereby protecting the continuity of our management. In addition, our Board has the discretion to determine designations, rights, preferences, privileges, and restrictions, including voting rights, dividend rights, conversion rights, redemption privileges and liquidation preferences of each series of preferred stock, all to the fullest extent permissible under the Delaware General Corporation Law and subject to any limitations set forth in our second amended and restated certificate of incorporation. The purpose of authorizing the Board to issue preferred stock and to determine the rights and preferences applicable to such preferred stock is to eliminate delays associated with a stockholder vote on specific issuances. The issuance of preferred stock, while providing desirable flexibility in connection with possible financings, acquisitions, and other corporate purposes, could have the effect of making it more difficult for a third party to acquire, or could discourage a third party from acquiring, a majority of our outstanding voting stock.

#### ***Limitations of Director Liability and Indemnification of Directors, Officers, and Employees***

Our certificate of incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors.

Our bylaws provide that we will indemnify our directors and officers to the fullest extent permitted by law and may indemnify employees and other agents. Our bylaws also provide that we are obligated to advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding.

We currently do not have a policy of directors' and officers' liability insurance but intend to obtain such a policy in the near future.

---

Our bylaws, subject to the provisions of Delaware Law, contain provisions which allow the corporation to indemnify any person against liabilities and other expenses incurred as the result of defending or administering any pending or anticipated legal issue in connection with service to us if it is determined that person acted in good faith and in a manner which he or she reasonably believed was in the best interest of the corporation. Insofar as indemnification for liabilities arising under the Securities Act of 1933 as amended, or the Securities Act, may be permitted to our directors, officers and controlling persons, we have been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

The limitation of liability and indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might provide a benefit to us and our stockholders. The results of operations and financial condition may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

At present, there is no pending litigation or proceeding involving any of our directors or officers as to which indemnification is required or permitted, and we are not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

#### ***Requirements for Advance Notification of Stockholder Nominations and Proposals***

Our bylaws establish advance notice procedures with respect to stockholder proposals and nomination of candidates for election as directors.

#### ***Limits on Special Meetings***

Special meetings may be called for any purpose and at any time by the Chairman of the Board, the President (if there be one) or by any member of the Board. Business transacted at each special meeting shall be confined to the purposes stated in the notice of such meeting.

#### ***Election and Removal of Directors***

Our Board is elected annually by our stockholders. The number of directors that shall constitute the whole Board shall not be less than three (3) nor more than seven (7) directors. Directors are elected by a plurality of the votes of shares of our capital stock present in person or represented by proxy at a meeting and entitled to vote in the election of directors. Each director shall hold office until a successor is duly elected and qualified or until his or her earlier death, resignation, or removal.

Newly created directorships resulting from any increase in the number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or any other cause may be filled, so long as there is at least one remaining director, only by the Board, provided that a quorum is then in office and

present, or by a majority of the directors then in office, if less than a quorum is then in office, or by the sole remaining director. Directors elected to fill a newly created directorship or other vacancies shall hold office until such director's successor has been duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

Any director may be removed from office at any time for cause, at a meeting called for that purpose, but only by the affirmative vote of the holders of at least 50% of the voting power of all outstanding shares of our capital stock entitled to vote generally in the election of directors, voting together as a single class.

Our certificate of incorporation and bylaws do not provide for cumulative voting in the election of directors.

### ***Amendments to Our Governing Documents***

The affirmative vote of the holders of at least 50% of the voting power of all outstanding shares of our capital stock entitled to vote generally in the election of directors, shall be required to adopt any provision inconsistent with, to amend or repeal any provision of, or to adopt a bylaw inconsistent with, Article VI of our Certificate of Incorporation.

Our bylaws may be amended or repealed, and new bylaws may be adopted by the stockholders and/or the Board. Any bylaws adopted, amended, or repealed by the Board may be amended or repealed by the stockholders.

### **Listing**

We intend to apply to list our common stock on the NYSE under the symbol "FCHS." No assurance can be given that our application will be approved.

### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is VStock Transfer, LLC.

---

**Exhibit 19.1**

## **FIRST CHOICE HEALTHCARE SOLUTIONS, INC. INSIDER TRADING POLICY**

This Insider Trading Policy (the "Policy") provides guidelines to all employees, officers, and affiliates of First Choice Healthcare Solutions, Inc., and its subsidiaries (the "Company"), as well as members of the Company's Board of Directors (the "Directors"), with respect to transactions in the Company's securities and codifies the Company's standards on trading and enabling, or causing the trading of securities of the Company or other publicly-traded companies while in possession of material, non-public information.

### *Scope of Policy*

The Policy applies to Directors, officers, employees, independent contractors and special consultants of the Company, and their respective immediate family members ("Insiders"), and is divided into two parts:

Part I applies to all Insiders, and prohibits trading in the Company's and other companies' securities in certain circumstances; and

Part II applies to Directors, certain officers and employees of the Company who typically have access to financial and other highly sensitive information regarding the Company's business, and imposes additional restrictions on those individuals with respect to trading in the Company's securities. Part II may also apply to certain other employees that the Company may from time to time designate as "covered persons" or

“Insiders” under this policy, because of their position, responsibilities, or their actual or potential access to material information.

### *Purpose of the Policy*

One of the principal purposes of the federal securities laws is to prohibit insider trading. Insider trading occurs when a person uses material nonpublic information obtained through involvement with the Company to make decisions to purchase, sell, give away or otherwise trade the Company’s securities or the securities of certain other companies or to provide that information to others outside the Company. The prohibitions against insider trading apply to trades, tips and recommendations by virtually any person, including all persons associated with the Company, if the information involved is “material” and “non-public information” (defined below in this Policy.) The prohibitions would apply to any Insider who buys or sells securities on the basis of material nonpublic information that he or she obtained about the Company, its customers, suppliers, partners, competitors or other companies with which the Company has contractual relationships or may be negotiating transactions.

### *Exceptions for Certain Transactions*

This Policy does not apply to all transactions involving the Company’s securities. The following exceptions are intended to facilitate several common types of transactions.

Stock Option Exercises. This Policy does not apply to the mere exercise of a stock option for cash under the Company’s stock option plans. This Policy does apply, however, to:

- Any sale of stock as part of a broker-assisted “cashless” exercise of an option (i.e., any market sale for the purpose of generating the cash needed to pay the exercise price of an option); and
- Any sale of shares of Company stock received upon exercise of an option.

Net Settlement upon Vesting of Restricted Stock. This Policy does not apply to a surrender of shares to the Company or the retention and withholding from delivery to the applicable officer, director, or employee of shares by the Company (i.e., a so-called “net settlement”) upon vesting of restricted stock in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement or the Company plan pursuant to which the restricted stock was granted. ***The Policy does apply, however, to any market sale of restricted stock or to the sale of common stock received by you as a result of the vesting.***

Employee Stock Purchase Plan. This Policy will not apply to (i) an employee’s election to participate in, or increase his or her participation in, any employee stock purchase plan, that the Company may adopt, (ii) purchases of Company stock in the plan resulting from periodic contributions of money to the plan pursuant to the elections made at the time of enrollment in the plan, or (iii) purchases of Company stock resulting from lump-sum contributions to the plan, provided that the participant elected to participate by lump-sum payment at the beginning of the applicable enrollment period. However, this Policy does apply to a participant’s sale of Company stock purchased under such plan.

---

## **PART I**

### *Insider Trading Prohibition (Applies to All Insiders)*

Insider trading occurs when a person in possession of material and non-public information obtained through involvement with the Company (1) uses that information to make decisions to purchase, sell, or otherwise trade in securities of the Company or another company, or (2) provides that information to others outside the Company to enable such trading.

U.S federal law, and the laws of any other countries in which the Company operates or may operate, prohibit insider trading, and a violation of these laws may cause reputational and financial damage to the Company.

### *Scope*

Part I of this Policy applies to all Insiders, and all transactions in the Company's securities, including common or preferred stock, options, and warrants to purchase common stock, notes, bonds, convertible securities, and any other debt or equity securities that the Company may issue, as well as to derivative securities relating to any of the Company's securities, whether or not issued by the Company.

### *General Policy: No Trading or Causing Trading While in Possession of Material Non-public Information*

- (a) No Insider may purchase or sell any Company security while in possession of material non-public information about the Company, its customers, suppliers, consultants, or other companies with which the Company has contractual relationships or may be negotiating transactions (the terms "material" and "non-public information" are defined in Part I, Section 4(a) and (b) below).
- (b) No Insider who knows of any material non-public information about the Company may communicate that information to any other person, including family and friends.
- (c) In addition, no Insider may purchase or sell any security of any other company, whether or not issued by the Company, while in possession of material non-public information about that company that was obtained in the course of their involvement with the Company. No Insider who knows of any such material non-public information may communicate that information to any other person, including family and friends.
- (d) For compliance purposes, no Insider should ever trade, tip, or recommend securities (or otherwise cause the purchase or sale of securities) while in possession of information that the Insider has reason to believe is material and non-public unless the Insider first consults with, and obtains the advance approval of, the Compliance Officer (which is defined in Part I, Section 4(c) below).
- (e) From time to time, the Company may engage in transactions in its own securities. It is the Company's policy that any transactions in securities by the Company will comply with applicable laws with respect to insider trading.

### *Other Prohibited Transactions*

The Company considers it improper and inappropriate for Insiders to engage in short-term or speculative transactions in the Company's securities or in other transactions that may lead to inadvertent violations of the insider trading laws. Accordingly, trading in the Company's securities by Insiders is subject to the following additional restrictions:

- (a) Short sales. No Insider may sell the Company's securities short (sale of stock that the seller does not own or a sale that is completed by delivery of borrowed stock). Note that in addition to this Policy, Section 16(c) of the Exchange Act prohibits Section 16 Officers and Directors of the Company from engaging in short sales.
- 
- (b) Options trading. No Insider may buy or sell puts or calls or other derivative securities on the Company's securities.
  - (c) Trading on margin; Pledging. No Insider may hold Company securities in a margin account or pledge Company securities as collateral for a loan.
  - (d) Hedging. No Insider may enter into hedging, monetization transactions, or similar arrangements with respect to Company securities.

### *Gifts made by Insiders*

A disposition of the Company's securities by bona fide gift (including charitable donations and transfers for estate planning purposes) could create insider trading concerns under some circumstances if the donor is aware of or in possession of material nonpublic information. Therefore, unless approved by the Compliance Officer, Insiders are not permitted to gift Company securities when aware of or in possession of material nonpublic information about the Company or its securities or otherwise subject to a closed trading window (as described in Part II). This approval requirement applies even if you are not otherwise subject to the pre-approval requirements set forth below.

The existence of the foregoing approval procedures does not in any way obligate the Compliance Officer to approve any trades or gifts requested by the Insider, including hardship applicants. The Compliance Officer may reject any trading or gift requests in his or her sole and reasonable discretion. Additionally, if any approved trade or gift is not executed within two trading days following the date of receipt of approval, then the Insider shall not be permitted to engage in a trade, until new approval is obtained from the Compliance Officer in accordance with the requirements of this Policy.

### *Definitions*

- (a) **Material.** Insider trading restrictions come into play only if the information that a director, officer, or employee of the Company possess is "material." Materiality, however, involves a relatively low threshold. Information is generally regarded as "material" if it has market significance, that is, if its public dissemination is likely to affect the market price of securities, or if it otherwise were information that a reasonable investor would want to know before making an investment decision. Information dealing with the following subjects is reasonably likely to be found material in particular situations, including, but not limited to:
- Significant changes in the Company's prospects;
  - financial results, projections of future earnings or losses;
  - significant write-downs in assets;
  - the timelines or the results of pre-clinical studies or clinical trials;
  - scientific, medical, or financial data relating to the Company's products or products under development;
  - developments regarding significant litigation or government agency investigations;
  - impending bankruptcy or liquidity problems;
  - changes in earnings estimates or unusual gains or losses in major operations;
  - major changes in management;
  - a determination to declare a dividend;
  - extraordinary borrowings;
  - changes in debt ratings;
  - entry into or modification or termination of a significant contract;
  - proposals, plans, or agreements, even if preliminary in nature, involving mergers, acquisitions or tender offers, divestitures, recapitalizations, strategic alliances, licensing arrangements, or purchases or sales of substantial assets;
  - public offerings; and
  - actions of regulatory and health agencies, particularly the U.S. Food and Drug Administration.

---

Material information is not limited to historical facts but may also include projections and forecasts. With respect to a future event, such as a merger or acquisition, or the development of a new product, the point at which negotiations or new product development plans are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on a company's operations or stock price should it occur. Thus, information concerning an event that may have a large effect on stock prices, such as a merger, may be material

even if the possibility that the event will occur is relatively small. When in doubt about whether non-public information is material, presume it is material.

Keep in mind that materiality is judged in hindsight, and while a development may not seem material at the time, if following its announcement to the public, the Company's stock price increases or decreases, a plaintiff's lawyer or the United States Securities and Exchange Commission ("SEC") will use this fact to demonstrate materiality. If you are unsure whether the information is material, you should consult with the Compliance Officer before making any decision to disclose such information (other than to persons who need to know it) or to trade in or recommend securities to which that information relates.

- (b) **Non-public Information.** Insider trading prohibitions come into play only when you possess information that is material and "non-public." The fact that information has been disclosed to a few members of the public does not make it public for insider trading purposes. To be "public" the information must have been disseminated in a manner designed to reach investors generally, and the investors must be given the opportunity to absorb the information. Even after the public disclosure of information about the Company, you must wait until the close of business on the second trading day (two full trading days) after the information was publicly disclosed before you can treat the information as public.

As with questions of materiality, if you are not sure whether the information is considered public, you should either consult with the Compliance Officer or assume that the information is "non-public" and treat it as confidential.

- (c) **Compliance Officer.** The Company has appointed the Controller of the Company as the Compliance Officer for this Policy. The duties of the Compliance Officer include, but are not limited to, the following:

- (i) assisting with the implementation of this Policy;
- (ii) circulating this Policy to all Directors, officers, and employees of the Company and ensuring that this Policy is amended as necessary to remain up-to-date with insider trading laws;
- (iii) notifying Covered Persons (as defined in Part II below) and, if appropriate, other employees of the Company of the Company's imposition of a trading "blackout" period as described in Part II, Section 3 below;
- (iv) reviewing and approving Approved 10b5-1 Plans (as defined below) or revisions or amendments to such Plans, and referring such plans or revisions to such Plans to the Board or a duly appointed committee thereof for approval if required or otherwise appropriate, as described in Part II, Section 3(d) below;
- (v) pre-clearing all trading in securities of the Company by all Covered Persons in accordance with the procedures set forth in Part II, Section 4 below: and

In the event that the Compliance Officer is not available or desires to effect a transaction in Company securities for which pre-clearance or approval is required under this Policy, the Controller of the Company shall serve as the Compliance Officer. In the event that the Compliance Officer is unavailable and such information is cleared by the Controller, the Compliance Officer must be informed of such clearance as soon as possible.

- (vi) providing a reporting system with an effective whistleblower protection mechanism.

Penalties for trading on or communicating material non-public information can be severe, both for individuals involved in such unlawful conduct and their employers and supervisors. Penalties may include jail terms, criminal fines, civil penalties, and civil enforcement injunctions. Given the severity of the potential penalties, compliance with this Policy is absolutely mandatory.

A person who tips others may also be liable for transactions by the tippers to whom he or she has disclosed material non-public information. Tippers can be subject to the same penalties and sanctions as the tpees. The SEC has imposed large penalties even when the tipper did not profit from the transaction.

Individuals who violate this Policy may be subject to disciplinary action by the Company, up to and including dismissal for cause. Any exceptions to the Policy, if permitted, may only be granted by the Compliance Officer in writing and must be provided before any activity contrary to the above requirements takes place.

---

## **PART II**

### Additional Trading Restrictions for Covered Persons

#### *Covered Persons*

Covered Persons are the individuals described below (collectively, “Covered Persons”):

- Current Directors of the Company and its affiliates;
- “Executive officers” of the Company as described in Rule 3b-7 under the Securities Exchange Act of 1934, as amended (“Exchange Act”), and all individuals designated as “officers” of the Company for purposes of Section 16 under the Exchange Act (“Section 16 Officers”);
- All employees in the accounting, finance, sales, reimbursements, investor relations, and law departments of the Company (or other departments, groups or individual specifically requested to acknowledge receipt of this policy) and its affiliates;
- Immediate family members (parents, siblings, spouses, children) and household members of each of the foregoing groups.

The Company’s Compliance Officer may designate additional “Covered Persons” from time to time as described in Part II, Section 3.

#### *Scope*

Because Covered Persons are exposed to a wider range of material non-public information than their colleagues (e.g., information regarding quarterly results, strategic transactions, or the like), this Policy includes additional restrictions on transactions by such persons.

#### *Blackout Periods*

- (a) Persons Covered. All Covered Persons are prohibited from trading the Company’s securities during blackout periods, except in certain events, or with permission from the Compliance Officer. In addition, the Compliance Officer may notify other employees of the Company that they are prohibited from trading in the Company’s securities during blackout periods, in which event such notified persons shall also be considered “Covered Persons.”
- (b) Quarterly Blackout Periods. Announcement of quarterly financial results almost always has the potential to have a material effect on the market for its securities. Therefore, to avoid even the appearance of trading on the basis of material, non-public information, and to assist in compliance with insider trading laws, the Company has created the following blackout periods during which

Covered Persons must not trade, or receive prior approval of all trades with the Compliance Officer or the full Board of Directors, as appropriate:

- (i) From December 15 until the end of the second trading day following the public announcement of fourth-quarter and year-end financial results;
  - (ii) From March 15 until the end of the second trading day following the public announcement of first-quarter financial results;
  - (iii) From June 15 until the end of the second trading day following the public announcement of second-quarter financial results; and
  - (iv) From September 15 until the end of the second trading day following the public announcement of third-quarter financial results.
- (c) Other Blackout Periods. From time to time, other types of material non-public information regarding the Company (such as negotiation of mergers, acquisitions or dispositions, new product developments, clinical trials, or other material events) may be pending and not be publicly disclosed. While such material non-public information is pending, the Company may impose special blackout periods during which Covered Persons are prohibited from trading in the Company's securities.
- 

- (d) Approved Rule 10b5-1 Plan. These trading restrictions do not apply to transactions by Covered Persons under a pre-existing written plan, contract, instruction, or arrangement under Exchange Act Rule 10b5-1 ("Approved 10b5-1 Plan") that:
- (i) has been reviewed and approved at least thirty days in advance of any trades thereunder by the Compliance Officer (or, if an Approved 10b5-1 plan is to be revised or amended, such revision or amendment has been reviewed and approved by the Compliance Officer at least thirty days in advance of any subsequent trades);
  - (ii) was entered into in good faith by the Covered Person outside a Blackout Period and at a time when he or she was not in possession of material non-public information about the Company; and
  - (iii) gives a third party the authority to execute such purchases and sales, outside the control of the applicable officer, Director, or employee, providing such third party does not possess any material non-public information about the Company, or explicitly specifies the security or securities to be purchased or sold, the number of shares, the prices and/or dates of transactions, or other formula(s) describing such transactions.

Rule 10b5-1 provides an affirmative defense from insider trading liability under the federal securities laws for trading plans that meet certain requirements. In general, a 10b5-1 plan must be entered into before the person is aware of material non-public information. Once the plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. As a practical matter, this means that the Insider may set up 10b5-1 plans, or delegate trading discretion, only outside of a Blackout Period (as discussed above). The plan must either specify (including by formula) the amount, pricing and timing of transactions in advance or delegate discretion on those matters to a broker or an independent third party, but you must not exercise any subsequent discretion affecting the transactions, and if your broker, independent third party or any other person exercises discretion in implementing the trades, you must not influence his or her actions and he or she must not be aware of any Material Nonpublic Information at the time of the trades.

- (a) Because Covered Persons are likely to obtain material non-public information on a regular basis, the Company requires all Covered Persons to obtain a pre-clearance, even outside a Blackout Period, from the Compliance Officer for all transactions in the Company's securities. In addition, transactions made by a Section 16 Officer or Director require a supplemental pre-clearance by the Company's Chief Financial Officer (or, for trades by the Chief Financial Officer, by the Company's Controller).
- (b) These procedures also apply to transactions by such person's spouse, other persons living in such person's household, and minor children, and to transactions by entities over which such person exercises control.
- (c) Unless revoked, a grant of permission will normally remain valid until the close of trading five days following the day on which it was granted. If the transaction does not occur during the five-day period, pre-clearance of the transaction must be re-requested.
- (d) Pre-clearance is not required for purchases and sales of securities under an Approved 10b5-1 Plan. With respect to any purchase or sale under an Approved 10b5-1 Plan, the third-party effecting transactions on behalf of the applicable Covered Person should be instructed to send duplicate confirmations of all such transactions to the Compliance Officer. In addition, pre-clearance is not required for stock option exercises and net issuances of restricted stock under the limited circumstances described in the introduction to this Policy.

---

*Short-Term Trading by Covered Persons*

Section 16 Officers and Directors who purchase Company securities may not sell any Company securities of the same class for at least six months after the purchase. This prohibition does not apply to stock option exercises and employee stock purchase plan, if any, purchases.

Note that in addition to this Policy, under Section 16(b) of the Exchange Act, any "short-swing profits" realized by a Section 16 Officer or Director of the Company from a "matching" purchase and sale or "matching" sale and purchase of Company stock occurring within a six-month period would be subject to disgorgement to the Company. Note that under Section 16(b), the highest sale price is matched with the lowest purchase price in determining profit, and purchases and sales that result in a loss are ignored— meaning that under these rules, you could be deemed to have a profit to be disgorged even though you actually lose money on your trades in the aggregate. There is an active group of lawyers that track purchases and sales by Section 16 Officers and Directors for violation of these rules. There is no defense against a violation of these rules.

**I, the undersigned employee, acknowledge that I have read, understood, and agree to abide by the terms and conditions outlined in this policy document.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_

---

**Exhibit 21**

**List of Subsidiaries of the Company**

1. FCID Medical, Inc.

2. First Choice Medical Group of Brevard, LLC (wholly owned subsidiary of FCID Medical, Inc.)
  3. The Good Clinic Properties, LLC
- 

Exhibit 23.1



## Bush & Associates CPA

### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Whom It May Concern:

We hereby consent to the use in the Annual Report on Form 10-K of First Choice Healthcare Solutions, Inc. of our Report of Independent Registered Public Accounting Firm, dated March 11, 2026, on the consolidated balance sheet of First Choice Healthcare Solutions, Inc. as of December 31, 2025 and 2024, and the related consolidated statements of operations, consolidated statement of stockholders' deficit and consolidated statement of cash flows for the years then ended.

Very truly yours,

*Bush & Associates CPA*

Bush & Associates CPA LLC (PCAOB 6797)  
Las Vegas, Nevada  
March 11, 2026

---

9555 S. Eastern Avenue, Suite 280, Las Vegas, NV 89123 • 702.703.5979 • [www.bushandassociatescpas.com](http://www.bushandassociatescpas.com)

---

Exhibit 31.1

### **CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER**

I, Lance Friedman, certify that:

1. I have reviewed this annual report on Form 10-K of First Choice Healthcare Solutions, Inc., a Delaware corporation (the "registrant");

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2026

*/s/ Lance Friedman*

Lance Friedman

Chief Executive Officer and Director

(Principal Executive Officer)

---

**Exhibit 31.2**

**CERTIFICATION PURSUANT TO**

**18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

**CERTIFICATION OF PRINCIPAL ACCOUNTING OFFICER**

I, Lance Friedman, certify that:

I have reviewed this Annual Report on Form 10-K of First Choice Healthcare Solutions, Inc. (the 'registrant').

1. Based on my knowledge, this report 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 the report;
2. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material aspects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
3. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
4. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Lance Friedman

Lance Friedman  
Principal Accounting Officer

Date: March 11, 2026

---

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of First Choice Healthcare Solutions, Inc. (the “Company”), as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), I, Lance Friedman, the Principal Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in such Report fairly presents, in all material respects, the financial condition and results of the Company.

By: /s/ Lance Friedman

Lance Friedman  
Principal Accounting Officer

Date: March 11, 2026

---

**Exhibit 97.1**

**FIRST CHOICE HEALTHCARE SOLUTIONS, INC.**

**CLAWBACK POLICY**

**Introduction**

The Board of Directors (“Board”) of First Choice Healthcare Solutions, Inc. (the “Company”) believes that it is in the best interests of the Company and its stockholders to adopt this policy which provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws (the “Policy”). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Rule 10D-1 promulgated under the Exchange Act (“Rule 10D-1”), and Listing Rule 5608 of The Nasdaq Stock Market LLC (“Nasdaq”).

**Administration**

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee of the Board (the “Compensation Committee”) or the Audit Committee of the Board (the “Audit Committee”), or any special committee comprised of members of the Compensation Committee or Audit Committee (the “Administrator”). Any determinations made by the Administrator shall be final and binding on all affected individuals. Subject to any limitation under applicable law, the Administrator may authorize and empower any officer or employee of the Company to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

## **Covered Executives**

This Policy applies to the Company's current and former executive officers, as determined by the Administrator in accordance with Section 10D of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed, and such other senior executives/employees who may from time to time be deemed subject to the Policy by the Administrator (each, a "Covered Executive").

For the purposes of this Policy, "executive officers" shall include persons subject to reporting and short-swing liability provisions of Section 16 under the Exchange Act. This shall include the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice president in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company and any person identified under Regulation S-K Item 401(b) in the Company's annual reports and proxy statements. Executive officers of a parent or subsidiary are deemed executive officers of the listed company if they perform such policy-making functions for the listed company or such parent or subsidiary. The policy-making function is not intended to include policy-making functions that are not significant.

## **Recoupment; Accounting Restatement**

In the event the Company is required to prepare an accounting restatement of its financial statements due to the Company's material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, the Administrator will require, as promptly as it reasonably can, reimbursement or forfeiture of any Incentive Compensation, as defined below, received by any Covered Executive during the three (3) completed fiscal years immediately preceding the date on which the Company is required to prepare an accounting restatement (the "Restatement Date"), so long as the Incentive Compensation received by such Covered Executive is in excess of what would have been awarded or vested after giving effect to the accounting restatement. The amount to be recovered will be the excess of Incentive Compensation paid to the Covered Executive based on the erroneous data in the original financial statements over the Incentive Compensation that would have been paid to the Covered Executive had it been based on the restated results, without respect to any taxes paid.

---

The Restatement Date is defined as the earlier of (i) the date the Board, a Board committee, or management (if no Board action is required) concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an accounting restatement.

## **Incentive Compensation**

For purposes of this Policy, "Incentive Compensation" means any of the following; *provided* that, such compensation is granted, earned, or vested based wholly or in part on the attainment of a financial reporting measure:

- Annual bonuses and other short-term and long-term cash incentives.
- Stock options.
- Stock appreciation rights.
- Restricted stock.
- Restricted stock units.

- Performance shares.
- Performance units.
- Non-equity incentive plan awards.

Financial reporting measures include any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in-part from such measure. The following examples (and any measures derived therefrom) are non-exhaustive:

- Company stock price.
- Total shareholder return.
- Revenues.
- Net income.

- Operating income.
- Earnings before interest, taxes, depreciation, and amortization (EBITDA).
- Funds from operations and adjusted funds from operations.
- Liquidity measures such as working capital or operating cash flow.
- Return measures such as return on invested capital or return on assets.
- Earnings measures such as earnings per share.
- Profitability of one or more reportable segments.
- Financial ratios such as accounts receivable turnover.
- Cost per employee, where cost is subject to any accounting restatement.
- Any of such financial reporting measures relative to a peer group, where the Company's financial reporting measure is subject to an accounting restatement and tax basis income.
- Capital raised through debt or equity financing.
- Reductions in accounts receivables.

For the avoidance of doubt, Incentive Compensation does not include annual salary, compensation awarded based on completion of a specified period of service, or compensation awarded based on subjective standards, strategic measures, or operational measures.

Incentive Compensation includes incentive-based compensation received by a person:

- after beginning service as an executive officer;

- who serves as an executive officer at any time during the performance period for the incentive-based compensation;
- who served as an executive officer while the Company has a class of securities listed on a national securities exchange; and
- who serves as an executive officer during the three (3) fiscal years preceding the Restatement Date.

For the avoidance of doubt, subsequent changes in a Covered Executive's employment status, including retirement or termination of employment, do not affect the Company's rights to recover incentive-based compensation pursuant to this Policy.

### **Excess Incentive Compensation: Amount Subject to Recovery**

The amount to be recovered will be the excess of the Incentive Compensation paid to the Covered Executive based on the erroneous data over the Incentive Compensation that would have been paid to the Covered Executive had it been based on the restated results, as determined by the Administrator. Incentive Compensation is deemed "received" during the fiscal period during which the financial reporting measure specified in the incentive-based compensation award is attained, even if payment or grant of the Incentive Compensation occurs after the end of the period.

If the Administrator cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement.

### **Method of Recoupment**

The Administrator will determine, in its sole discretion, the method for recouping excess Incentive Compensation hereunder, which may include, without limitation:

- requiring reimbursement of cash Incentive Compensation previously paid;
- seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards;
- offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive;
- canceling outstanding vested or unvested equity awards; and/or
- taking any other remedial and recovery action permitted by law, as determined by the Administrator.

### **No Indemnification of Covered Executives**

The Company shall not indemnify any current or former Covered Executive against the loss of any incorrectly awarded Incentive Compensation, and shall not pay, or reimburse any Covered Executive for premiums for any insurance policy to fund such executive's potential recovery obligations.

### **Indemnification of the Administrator**

Any members of the Administrator who assist in the administration of this Policy, shall not be personally liable for any action, determination, or interpretation made with respect to this Policy and shall be fully indemnified by the Company to the fullest extent under applicable law and Company policy with respect to any such action,

determination, or interpretation. The foregoing sentence shall not limit any other rights to indemnification of the Administrator under applicable law or Company policy.

### **Interpretation**

The Administrator is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act, Rule 10D-1, Nasdaq Listing Rule 5608, and any other applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which the Company's securities are then listed.

---

4

---

### **Effective Date**

This Policy shall be effective as of the date it is adopted by the Administrator (the "Effective Date") and shall apply to Incentive Compensation that is approved, awarded, or granted to any Covered Executive on or after that date.

### **Amendment; Termination**

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect final regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act, Rule 10D-1, and Nasdaq Listing Rule 5608 and to comply with any other rules or standards adopted by a national securities exchange on which the Company's securities are then listed. The Board may terminate this Policy at any time.

### **Other Recoupment Rights**

The Administrator intends that this Policy will be applied to the fullest extent of the law. The Administrator may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

### **Impracticability**

The Administrator shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Administrator in accordance with Rule 10D-1 of the Exchange Act and the listing standards of the national securities exchange on which the Company's securities are listed.

### **Successors**

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators, or other legal representatives.

### **Exhibit Filing Requirement**

A copy of this Policy and any amendments thereto shall be posted on the Company's website and filed as an exhibit to the Company's Annual Report on Form 10-K.

---

5

---

