

# Synbio International Inc.

Amendment to [Annual Report](#) - Amended for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/30/2026

Explanatory Note:  
Corporate entity controlled person

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

## **23SYNBIO INTERNATIONAL INC**

30 n Gould Street Suite5835  
Sheridan, WY 82801

646 359 4854  
Synbioint.com  
enquiries.syin@gmail.com

# **Annual Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

316,496,511 as of December 31, 2024

341,513,239 as of December 31, 2025

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Synbio International Inc. (previously known as Natural Harmony Foods, Inc.) was incorporated and began operations on January 14, 2002. The company operated as an "S" Corporation in 2002 and 2003. In 2004 the "S" status was dropped and the Company became a publicly traded company.

Current State and Date of Incorporation or Registration: Florida: January 14, 2002

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

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

NA

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

NA

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

NA

Address of the issuer's principal executive office:

NA

Address of the issuer's principal place of business:

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

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

\_\_\_\_\_

## 2) Security Information

### **Transfer Agent**

Name: Pacific Stock Transfer Co

Phone: 702-361-3033

Email: [info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

### **Publicly Quoted or Traded Securities:**

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

Trading symbol:	SYIN
Exact title and class of securities outstanding:	Common
CUSIP:	63888X102
Par or stated value:	\$0.001
Total shares authorized:	2,000,000,000 as of date: 12/31/2025
Total shares outstanding:	341,513,239 as of date: 12/31/2025
Total number of shareholders of record:	276,256,511 as of date: 12/31/2025

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

N/A

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

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

Exact title and class of the security:	Special 2023 Series A Preferred
Par or stated value:	\$0.0001
Total shares authorized:	200 as of date: 12/31/2025
Total shares outstanding:	200 as of date: 12/31/2025
Total number of shareholders of record:	1 as of date: 12/31/2025

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

Exact title and class of the security:	Special 2023 Series B Preferred
Par or stated value:	\$0.0001
Total shares authorized:	2 as of date: 12/31/2025
Total shares outstanding:	2 as of date: 12/31/2025
Total number of shareholders of record:	2 as of date: 12/31/2025

**Security Description:**

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

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

One-for-one voting rights on all common stock, entitled to dividends as determined by the board of directors. No Pre-emptive rights.

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

2023 Preferred A: 1 Preferred convert to 10,000,000 Common Shares. This preferred stock has super voting rights, and the stockholder is entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock, including on an as converted basis) entitled to vote at each meeting of stockholders of the corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the corporation for their actions or consideration.

Preferred B: 1 Preferred convert to 4.99% of the outstanding common shares at the time of conversion. The holder of the share of 2023 Series B Preferred stock shall have no voting rights. Shall not be entitled to dividends or liquidation.

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

N/A

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

N/A

### 3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u> Date 01/01/2024 Common: 386,138,196 Preferred A: 200 Preferred B: 2			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
03/18/2024	Cancellation	(98,641,685)	Common	N/A	N/A	N/A	N/A	N/A	
03/25/2024	New Issue	22,000,000	Common	\$0.005	No	Stockholder: Pacific Capital Markets LLC Control Person: Zachory Logan	Public Relations	Restricted	4(a)(2)
04/22/2024	New Issue	7,000,000	Common	\$0.001	No	Quick Capital LLC Control Person: Eilon Natan.	Working Capital	Restricted	4(a)(2)
03/31/2025	New Issue	5,500,000	Common	\$0.0015	No	Gizella Lopusanszky	Working Capital	Restricted	4(a)(2)
03/31/2025	New Issue	9,758,364	Common	\$0.0014	No	Gemini Pty Ltd Control Person: Frank DeMarte	Working Capital	Restricted	4(a)(2)
03/31/2025	New Issue	9,758,364	Common	\$0.0014	No	Roman Super Fund Control Person: Michael DeMarte	Working Capital	Restricted	4(a)(2)
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u> Date 12/31/2025 Common: 341,513,239 Preferred A: 200 Preferred B: 2									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

N/A

## B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$)  (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
04/22/2023	\$55,555	\$71,750	02/28/2025	The amount not repaid in cash on maturity will convert to the lower of common stock at \$0.002 each or 70% of the average of the two lowest trading prices during the 20 trading days prior to termination.	Nil	102,500,000	Noteholder: Quick Capital LLC.  Control Person: Eilon Natan	Working Capital
06/30/2025	\$65,882	\$70,470	06/30/2026	At maturity, the outstanding principal and accrued interest are mandatorily convertible into shares of the Company's common stock at a fixed conversion price of \$0.001	Nil	75,764,070	Noteholder and Control Person: Peter Vlahos	Working Capital
09/21/2025	\$9,600	\$9,998	09/21/2026	At maturity, the outstanding principal and accrued interest are mandatorily convertible into shares of the Company's common stock at a fixed conversion price of \$0.001	Nil	11,040,000	Noteholder and Control Person: Francesco DeMarte	Working Capital
<b>Total Outstanding Balance:</b>		\$152,218		<b>Total Shares:</b>	Nil	189,304,070		

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

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

The Company issued a \$55,555 secured convertible promissory note to Quick Capital, LLC on April 22, 2024. The interest on the Note was 12% per annum until it matured on February 28, 2025. The note is currently in default and accrues interest at 24% per annum. As of December 31, 2025, the total amount due, including accrued interest, was approximately \$71,750. The note is convertible at the holder's option into common stock at the lesser of \$0.002 per share or 70% of the average of the two lowest trading prices in the 20 days preceding conversion. The note is secured by Series A Preferred stock held by the CEO.

On December 16, 2025, the Company also entered into a Promissory Note Agreement for amounts borrowed on June 30, 2025 and September 21, 2025, for a total of US\$75,482 as shown in the table above. The notes bear interest at a rate of 15% per annum and have a term of twelve (12) months from inception. At maturity, the outstanding principal and accrued interest are mandatorily convertible into shares of the Company's common stock at a fixed conversion price of \$0.001 per share and \$0.002 per share, respectively. The noteholder may elect to convert all or any portion of the outstanding principal and accrued interest into common stock prior to maturity at the same fixed conversion price. The notes provide that settlement shall occur solely in shares of the Company's common stock and no cash repayment is permitted. The conversion price is subject only to customary adjustments for stock splits or similar recapitalization events.

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

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

Synbio International Inc. is a company focused on advancing artificial intelligence-based medical technologies for the screening of mental health conditions. During the reporting period, the Company's primary operational focus has been the clinical validation of proprietary facial analysis software developed by FacialDx Inc. for the early detection of Post Traumatic Stress Disorder (PTSD) and Major Depressive Disorder ("MDD"). Pursuant to a Clinical Trial License Agreement dated January 28, 2025, Synbio was granted a non-exclusive license to utilize FacialDx's proprietary software solely for the purpose of conducting a structured clinical trial. Under this agreement, the Company is responsible for conducting a feasibility study followed by a validation study, designed to compare the software's screening output against diagnoses made by licensed behavioral health clinicians. The proposed feasibility trial participation size is designed to provide sufficient data to inform subsequent adequately powered prospective validation trials. If the feasibility study is successful, a larger prospective validation trial will follow.

In September 2025, Synbio also entered into a Stock Purchase Agreement with FacialDx under which Synbio has agreed to invest \$200,000 in FacialDx in four tranches over 12 months, at \$2.00 per share. Furthermore, the agreements provide Synbio the right to convert clinical trial expenditures into additional equity of FacialDx at the same \$2.00 per share price, subject to FDA approval. In connection with this investment, Synbio issued FacialDx a 5-year warrant to acquire shares of Synbio common stock, exercisable upon FDA approval.

The Company remains pre-revenue and is currently focused on funding and executing its clinical validation program. Upon successful completion of the feasibility phase, the parties intend to negotiate a separate commercialization license agreement. The Company's strategy is to establish clinical credibility and regulatory positioning prior to commercial rollout.

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

N/A

##### C. Describe the issuers' principal products or services.

As summarized in Section 4A above, the Company's focus is on an innovative facial analysis mental health medical technology developed by FacialDx, known as NIMS™. NIMS™ employs AI and machine learning algorithms integrated into a mobile application that analyzes facial features from images captured by smartphones or other devices to generate instant results, providing objective biological data intended to supplement — not replace — clinical judgment. Synbio's commercial strategy for NIMS™ aims to engage health professionals and forge corporate partnerships to maximize its impact. Key focus areas will include but not be limited to:

- **Medical Practitioners:** By collaborating with family physicians, general practitioners and mental health professionals such as psychologists, therapists and counsellors, NIMS™ will be integrated into clinical settings, providing professionals with a rapid, objective tool to enhance diagnostic accuracy and patient care.

- **Corporate Partnerships:** NIMS™ will support employee wellness in sectors such as aviation, law enforcement, emergency services and veterans' affairs.

This support may include routine, non-invasive screenings for airline staff and first responders who are often exposed to high-stress environments, helping to identify early signs of PTSD or depression and improve mental health outcomes, safety and productivity. Additionally, insurance companies may utilize NIMS™ as an objective tool to confirm or rule out the presence of mental illness, enhancing the accuracy of underwriting and claims evaluations.

Synbio's vision extends beyond AI, encompassing innovative nutraceutical solutions. The market for nutraceuticals in the USA has been experiencing robust growth, driven by increasing consumer awareness of the link between diet, health, and wellness. With a growing emphasis on preventive healthcare, the demand for dietary supplements and functional foods that offer potential health benefits beyond basic nutrition continues to expand, creating a dynamic landscape for the Company's nutraceutical businesses to flourish. Marketing will be the cornerstone of success, beginning with an aggressive social media campaign, leveraging platforms such as Facebook, Instagram, TikTok, and X (Twitter). Synbio will collaborate with influencers and bloggers in the mental health and wellness space to amplify product reach. Additionally, Synbio will produce engaging video testimonials and educational content, reinforcing Synbio's product credibility. As at December 31, 2025, the Company had completed the formulation of a number of nutraceutical products and the design of its initial product: "Healing Force – Anxiety Relief". As of December 31, 2025, the Company has not commenced commercial sales of its nutraceutical products. The timing of commercial sales activities are dependent upon the Company securing sufficient working capital to provide the business unit with its best chance of success. Management intends to advance the launch of the nutraceutical division during 2026, subject to funding availability and prevailing market conditions.

## 5) Issuer's Facilities

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

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

Synbio has acquired the rights to conduct trials to clinically validate NIMS™ for PTSD and MDD. Under a Clinical Trial License Agreement with FacialDx, Synbio will undertake trials to validate NIMS's accuracy, reliability, and scalability. Upon successful Proof of Concept trial, Synbio has licensing rights to commercialize NIMS™ in clinical and corporate settings.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
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Giacinto Claudio Solitario	Sole Officer / Director	Perth, Western Australia	200	2023 Series A Preferred	100%
Giacinto Claudio Solitario	Sole Officer / Director	Perth, Western Australia	1	2023 Series B Preferred	50%
Synergy Management Group, LLC Benjamin Berry	5% Holder	Apple Valley, MN	1	2023 Series B Preferred	50%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

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

On February 2, 2026, the Company entered into a settlement agreement with certain creditors in respect of outstanding obligations arising from unpaid salary, consulting fees and other expenses totaling \$425,000. In connection with this settlement, the Company has filed an action in the Circuit Court of the State of Florida seeking court approval of the issuance of shares of common stock in satisfaction of such obligations pursuant to Section 3(a)(10) of the U.S. Securities Act of 1933. The settlement contemplates the issuance of shares of common stock,

subject to court approval following a fairness hearing, in full satisfaction of the relevant claims. At the date of this report, the court approval process was ongoing, and no shares had been issued under the settlement. Accordingly, the related liabilities remain recorded in the financial statements at their carrying amounts. Upon the completion of the court process and issuance of shares, the applicable liabilities will be extinguished, thereby strengthening the Company's working capital position and reducing overall indebtedness. While the issuance of shares will be dilutive to existing shareholders, management believes the transaction improves the Company's financial condition by converting outstanding obligations into equity and removing current and non-current liabilities. Management believes the Settlement Agreement resolves bona fide disputes at arm's length and is in the best interests of the Company and its shareholders. The Company does not expect the outcome of this matter to have a material adverse effect on its liquidity or continuing operations.

## 8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name: JDT Legal, PLLC  
Address 1: 897 W Baxter Dr  
Address 2: South Jordan, Utah 84095  
Phone: 801 810 4465  
Email: jeff@jdt-legal.com

### Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### *All other means of Investor Communication:*

X (Twitter): @syinofficial  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ]: \_\_\_\_\_

### Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 9) Disclosure & Financial Information

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

Name: Giacinto Claudio Solitario  
Title: CEO  
Relationship to Issuer: Officer/Director

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

IFRS  
 U.S. GAAP

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

Name: Giacinto Claudio Solitario  
Title: CEO  
Relationship to Issuer: Officer/Director

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup>

Mr. Solitario has over 25 years' experience in the development of new and emerging technology, with a deep understanding of licensing and commercialization of intellectual property. He has served on a number of Australian private and publicly listed company boards that span across industries such as telecommunications, primary production and biotechnology, with a particularly strong emphasis in more recent years on medical technology, where he founded and until June 2022 was Chairman and CEO of a company pioneering the use of objective, biological measures to aid in the screening of mental health conditions. Mr. Solitario has a Bachelor of Business (Accounting) degree from Curtin University and a member of the Institute of Chartered Accountants in Australia whilst working in the accounting profession.

Provide the following qualifying financial statements:

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

### **Financial Statement Requirements:**

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

## 10) Issuer Certification

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<sup>6</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Giacinto Claudio Solitario certify that:

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

03/29/2026

/s/ Giacinto Claudio Solitario

*Principal Financial Officer:*

I, Desiree Cain certify that:

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

03/29/2026

/s/ Desiree Cain

**SYNBIO INRENATIONAL, INC.**  
**FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024**  
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**SYNBIO INTERNATIONAL INC.**  
**BALANCE SHEETS**

	December 31, 2025	December 31, 2024
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 1,319	\$ 1,724
Prepayments (Note 4)	110,000	110,000
<b>Total assets</b>	<b>\$ 111,319</b>	<b>\$ 111,724</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 125,494	\$ 210,044
Unsecured loans	-	14,028
Accrued interest	-	4,685
Promissory notes (Note 5)	152,225	51,381
Derivative liability	-	32,953
<b>Total current liabilities</b>	<b>277,719</b>	<b>313,091</b>
<b>Non-Current liabilities:</b>		
Accounts payable - related party	450,000	300,000
Advances - related party	65,845	86,685
<b>Total Non-current liabilities</b>	<b>515,845</b>	<b>386,685</b>
<b>Total Liabilities</b>	<b>\$ 793,564</b>	<b>\$ 699,776</b>
Commitments and contingencies (Note 6)		
<b>Stockholder's deficit</b>		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized;		
Preferred stock 2023 Series A: 200 shares authorized, issued and outstanding	-	-
Preferred stock Series B: 2 shares authorized, issued and outstanding	-	-
Common stock, \$0.001 par value; 2,000,000,000 shares authorized		
341,513,239 issued and outstanding at December 31, 2025 and		
316,496,511 issued and outstanding at December 31, 2024	341,513	316,496
Additional Paid-In Capital	2,295,339	2,287,033
Accumulated deficit	(3,319,097)	(3,191,581)
<b>Total stockholders' deficit</b>	<b>(682,245)</b>	<b>(588,052)</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 111,319</b>	<b>\$ 111,724</b>

The accompanying notes are an integral part of these financial statements

**SYNBIO INTERNATIONAL INC.  
STATEMENT OF OPERATIONS**

	December 31, 2025	December 31, 2024
Revenues	\$ -	\$ -
Cost of goods sold	-	-
Gross profit	-	-
<b>Operating expenses:</b>		
Professional fees	-	-
Management fees, related party	150,000	150,000
General and administrative expenses	(40,875)	64,340
<b>Total operating expenses</b>	<b>109,125</b>	<b>214,340</b>
<b>Other Income (Expense)</b>		
Interest expense	18,389	4,685
Loss on fair value of derivative	-	869
Amortization expense	-	51,381
<b>Total Other Income (Expense)</b>	<b>18,389</b>	<b>56,935</b>
Loss before income tax	127,514	271,274
Income tax benefit (expense)	-	-
Net loss	127,514	271,274
<b>Basic and diluted loss per share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of shares outstanding, basic and diluted</b>	<b>332,731,458</b>	<b>351,317,354</b>

The accompanying notes are an integral part of these financial statements

**SYNBIO INTERNATIONAL INC.**  
**STATEMENTS OF STOCKHOLDERS' DEFICIT**  
**FOR THE YEARS DECEMBER 31, 2025 AND 2024**

	<b>Preferred Shares</b>	<b>Amount</b>	<b>Common Shares</b>	<b>Amount</b>	<b>Additional Paid-In Capital</b>	<b>Accumulated Deficit</b>	<b>Total</b>
<b>Balance December 31, 2023</b>	202	\$ -	386,138,196	386,138	2,089,475	(2,920,307)	(444,694)
Issues of Common Stock for services	-	-	29,000,000	29,000	90,090	-	119,090
Issuance of Common Stock for exercise of warrants	-	-	-	-	8,826	-	8,827
Cancellation of Common Stock	-	-	(98,641,685)	(98,642)	(98,642)	-	-
Net Loss	-	-	-	-	-	(271,275)	(271,275)
<b>Balance December 31, 2024</b>	202	-	316,496,511	316,496	2,287,033	(3,191,582)	(588,052)
Issues of Common Stock for services	-	-	5,500,000	5,500	-	-	5,500
Issuance of Common Stock for exercise of warrants	-	-	19,516,728	19,517	8,306	-	27,823
Net loss	-	-	-	-	-	(127,515)	(127,515)
<b>Balance December 31, 2024</b>	202	\$ -	341,513,239	\$ 341,513	\$ 2,295,339	\$ (3,319,097)	\$ (682,244)

The accompanying notes are an integral part of these financial statements

**SYNBIO INTERNATIONAL INC.  
STATEMENTS OF CASH FLOWS**

	<b>Years Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (127,514)	\$ (271,275)
Adjustments to Reconcile Net Loss to Net Cash from Operating Activities:		
Stock compensation	-	-
Loss on fair value of derivative	-	869
Amortization of debt discount	-	51,381
Changes in operating assets and liabilities:		
Increase in Prepayments	-	(110,000)
Increase in Accrued interest	-	4,685
Increase in Accounts payable and accrued liabilities	39,144	186,775
Net cash used in operating activities	<u>\$ (88,370)</u>	<u>\$ (137,565)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Additional paid-up capital	33,323	110,000
Advances from related parties	(20,840)	(24,059)
Advance from Promissory Note	75,482	50,000
Net cash provided by financing activities	<u>87,965</u>	<u>135,941</u>
<b>NET INCREASE/(DECREASE) IN CASH</b>	(405)	1,624
<b>CASH, BEGINNING OF PERIOD</b>	1,724	100
<b>CASH, END OF PERIOD</b>	<u>\$ 1,319</u>	<u>\$ 1,724</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid for interest expense	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Debt discount from derivative liabilities	<u>\$ -</u>	<u>\$ 23,030</u>

The accompanying notes are an integral part of these financial statements

**SYNBIO INTERNATIONAL INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024**

**1. Nature of operations**

Synbio International Inc. aims to clinically validate Artificial Intelligence-based medical technology to improve patient outcomes. Artificial Intelligence can analyze vast amounts of medical data and can identify patterns and insights that may escape human detection. This capability may lead to earlier and more accurate diagnoses and improved patient outcomes. The company also aims to market nutritional supplements known as nutraceuticals that may assist in the long-term management of health and wellness.

**2. Summary of significant accounting policies**

Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

Revenue Recognition

The Company is pre-revenue, however, the Company will recognize revenue when received in accordance with Accounting Standards Update (“ASU”) 2014-09, “*Revenue from contracts with customers*,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, *Fair Value Measurements*. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

#### Fair Value of Financial Instruments

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash, accounts payable and advances from related party when reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed. The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

#### Convertible Debentures

The Company adopted the guidance in Accounting Standards Updated ("ASU") 2020-06, Accounting for Convertible Instruments and Contracts in an Entity's Own Equity on July 1, 2022. ASU 2020-06 simplifies an issuer's accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features. The Company adopted ASU 2020-06 utilizing the modified retrospective method, which resulted in an immaterial impact to the Company. Prior to adoption of ASU 2020-06, if the conversion features of conventional convertible debt provided for a rate of conversion that is below market value at issuance, this feature was characterized as a beneficial conversion feature ("BCF").

#### Derivative Liability

The Company evaluates convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "Derivatives and Hedging". The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815, are reclassified to liabilities at the fair value of the instrument on the reclassification date.

#### Cash and Cash Equivalents

For the purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

#### Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

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

The Company has adopted FASB ASC 740-10, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

#### Net Income (Loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

#### Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and 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 financial position or results of operations.

#### Subsequent Events

In accordance with ASC 855, *Subsequent Events*, the Company evaluated subsequent events through the consolidated financial statements were available for issue.

### **3. Going concern**

The accompanying financial statements have been prepared on a going concern basis. For the twelve months ended December 31, 2025, the Company had a net loss of \$127,514, had a \$682,245 working capital deficit, accumulated deficit of \$3,319,096 and stockholders' deficit of \$682,245. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

To help mitigate the abovementioned going concern risk:

On October 21, 2023, the Company entered into a Securities Purchase and Subscription Agreement with Global Corporate Finance Inc. (“GCF”), an esteemed private family office located in New York City, to provide working capital that will underpin the Company’s growth. The Securities Purchase and Subscription Agreement will enable the Company to draw up to US\$5,000,000 at its discretion over a period of 30 months. In return for each drawdown, the Company will issue common stock at a discount of 9% to the Company’s average daily volume weighted stock price during the five (5) consecutive trading days immediately preceding the date of the Company’s drawdown request. This agreement is subject to the Company being able to deliver Deposit Withdrawal at Custodian stock to GCF. As of December 31, 2025 the Company had not drawn down on the Share Purchase and Subscription Agreement with Global Corporate Finance Inc. As at the date of this report, the Company is yet to draw down on this facility.

Also refer to Note 5 - Convertible Note.

#### **4. Prepayments**

Prepayments represent prepaid corporate marketing and promotional services to be delivered over the next 12 months.

#### **5 Convertible Notes**

On April 22, 2024, Synbio executed the Purchase Agreement with Quick Capital, LLC (the “Investor”). Pursuant to the terms and conditions of the Purchase Agreement, the Investor agreed to purchase (the “Financing”) from us an unsecured convertible note in the aggregate principal amount of up to \$555,555 (the “Note”). The Purchase Agreement contemplates funding of the investment across multiple tranches. At the first closing (the “Initial Closing”) a Note in the aggregate principal amount of \$55,555 was issued upon the satisfaction of certain customary closing conditions in exchange for aggregate gross proceeds of \$50,000, representing an original issue discount of 10%. On such date (the “Initial Closing Date”), Synbio also issued the Investor 7,000,000 shares of common stock as commitment shares (the “Commitment Shares”). The Notes matured on February 28<sup>th</sup>, 2025. The Notes remain outstanding at the date of this report and are secured by shares of our Series A Preferred stock held by our CEO. The Notes accrue interest at the rate of 12% per annum. The interest rate of the Notes will automatically increase to 24% per annum (the “Default Rate”) upon the occurrence and continuance of an event of default. Conversion at Option of Investor: The Investor may convert all, or any part, of the outstanding Notes, at any time at such holder’s option, into shares of our common stock at a “Conversion Price” of the lower of \$0.002 per share, or 70% of the average of the two lowest trading prices for the Common Stock during the twenty (20) trading day period ending on the latest complete trading day before the conversion date.

On December 16, 2025, the Company also entered into a Promissory Note Agreement for amounts borrowed on June 30, 2025 and September 21, 2025, for a total of US\$75,482. The notes bear interest at a rate of 15% per annum and have a term of twelve (12) months from inception. At maturity, the outstanding principal and accrued interest are mandatorily convertible into shares of the Company’s common stock at a fixed conversion price of \$0.001 per share and \$0.002 per share, respectively. The noteholder may elect to convert all or any portion of the outstanding principal and accrued interest into common stock prior to maturity at the same fixed conversion price. The notes provide that settlement shall occur solely in shares of the Company’s common stock and no cash repayment is permitted. The maximum number of shares issuable upon conversion, including accrued interest, is contractually capped at a total of 86,804,070 shares. The conversion price is subject only to customary adjustments for stock splits or similar recapitalization events.

#### **6. Commitments and contingencies**

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with FASB ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of December 31, 2025 and 2024, the Company is not aware of any contingent liabilities that should be reflected in the financial statements.

#### **Investment Commitment – FacialDx, Inc.**

On September 18, 2025, the Company entered into a Stock Purchase Agreement with FacialDx, Inc. pursuant to which the Company agreed to purchase up to 100,000 shares of Class A common stock at a price of \$2.00 per share, for aggregate consideration of \$200,000, payable in four tranches of \$50,000 each. The first tranche of \$50,000 was due within thirty (30) days of execution of the agreement but had not been paid as of December 31, 2025. Under the terms of the agreement, no shares are issued unless and until the applicable tranche payment is received by FacialDx Inc. Accordingly, as of December 31, 2025, the Company had not acquired any shares, and no investment asset has been recorded.

## 7. Related party transactions

The Company's operations are being funded in part by its CEO and Preferred Shareholder, Mr Solitario. As at December 2025, Mr Solitario has contributed \$65,845 to cover the Company's operating expenses. Mr Solitario provides the funds on an interest-free basis and repayable as and when the Company has sufficient funds to do so. In addition, Mr Solitario earned \$150,000 in compensation expense during the year ended December 31, 2025, which is included in non-current Accounts Payable on the accompanying balance sheet.

## 8. Derivative Financial Instrument

The Company's convertible promissory notes gave rise to derivative financial instruments. The notes embodied certain terms and conditions that were not clearly and closely related to the host debt agreement in terms of economic risks and characteristics. These terms and features consist of the embedded conversion option.

The following tables summarize the components of the Company's derivative liabilities and linked common shares as of December 31, 2024, and 2025 and the amounts that were reflected in income related to derivatives for the period ended.

	<u>December 31, 2025</u>	
	<b>Indexed Shares</b>	<b>Fair Values</b>
<b>The financings giving rise to derivative financial instruments</b>		
Embedded derivatives	-	\$ -
Total	-	\$ -
	<u>December 31, 2024</u>	
	<b>Indexed Shares</b>	<b>Fair Values</b>
<b>The financings giving rise to derivative financial instruments</b>		
Embedded derivatives	49,222,650	\$ 32,952
Total	49,222,650	\$ 32,952

The following table summarizes the effects on the Company's gain (loss) associated with changes in the fair values of the derivative financial instruments by type of financing for the twelve months ended December 31, 2024 and 2023:

	<u>For the Year Ended</u>	
	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Embedded derivatives	\$ -	\$ 77,527
Loss on issuance of derivative	-	(78,396)
Total gain (loss)	\$ -	\$ (869)

## 9. Fair Value Measurement

The Company adopted the provisions of ASC Topic 820, “Fair Value Measurements and Disclosures,” which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements. The estimated fair value of certain financial instruments, including cash and cash equivalent, accounts payable and accrued liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments. The carrying amounts of short and long term credit obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates taken together with other features such as concurrent issuances of warrants and/or embedded conversion options, are comparable to rates of returns for instruments of similar credit risk.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes 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 - quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 - inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The derivative liability in connection with the conversion feature of the convertible debts and warrants, classified as a level 3 liability, are the only financial liabilities measured at fair value on a recurring basis.

The following table summarizes fair value measurement by level at December 31, 2025 and December 31, 2024, measured at fair value on a recurring basis:

	<u>December 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
Derivative Liabilities		
Level 1	\$ -	\$ -
Level 2	\$ -	\$ -
Level 3	\$ -	\$ 32,952

## 10. Equity

### *Preferred Stock*

The Company has 10,000,000 Shares of Preferred Stock authorized, and 202 Shares of Preferred Stock issued and outstanding with a par value of \$0.001.

2023 Series A — The Series A Preferred has the following designations:

- Each share of preferred stock is convertible into 10,000,000 shares of common stock.
- The holders are not entitled to receive dividends.
- Voting: The holder of this Series of Preferred shall vote with other classes on a converted share basis of 10,000,000 votes per share of preferred stock.

Series B — The Series B Preferred has the following designations:

- Each share of preferred stock is convertible into 4.99% shares of common stock.
- The holders are not entitled to receive dividends.
- The holders do not have voting rights.

## 11. Subsequent Events

In accordance with ASC 855-10, management has evaluated subsequent events through to February 2026, the date that the financial statements were available to be issued, and identified the following subsequent event requiring disclosure:

Dr Nick Vatakis resigned from the Company's Board of Directors on January 30, 2026. Dr Vatakis advised the Company that his resignation was for personal reasons and not due to any disagreement with the Company regarding its operations, policies, or practices. The Company thanks Dr Vatakis for his service and contributions and wishes him well in his future endeavours.

On February 9<sup>th</sup>, 2026, the Company executed a settlement agreement with certain creditors, including the CEO, in respect of outstanding obligations of \$425,000. The settlement provides for the issuance of shares of the Company's common stock in full satisfaction of such obligations, subject to approval by the Circuit Court of the State of Florida pursuant to Section 3(a)(10) of the U.S. Securities Act of 1933. As of the date of these financial statements, the required court approval had not yet been obtained, and no shares had been issued under the settlement.