3773 Howard Hughes Parkway

www.beyondcommerceinc.com
investors@beyondcommerceinc.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:

16,801,735,578 as of March 31, 2026 (*Current Reporting Period Date or More Recent Date)*
16,801,735,578 as of December 31, 2025 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[5] of the company has occurred during this reporting period:

[5] "Change in Control" shall mean any events resulting in:

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

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.

The exact name of the Issuer is Beyond Commerce, Inc. We were originally incorporated in Nevada on January 12, 2006, as Reel Estate Services, Inc. with a subsequent name change to BOOMj.com, Inc. on January 14, 2008. On January 5, 2009, we changed our name to Beyond Commerce, Inc

Current State and Date of Incorporation or Registration: Nevada – January 12, 2006
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

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

N/A

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

N/A

Address of the issuer's principal executive office:

3773 Howard Hughes Parkway, Suite 500, Las Vegas Nevada 89169

Address of the issuer's principal place of business:
☐ *Check if principal executive office and principal place of business are the same address:*

X

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: Colonial Stock Transfer
Phone: 801-355-5740
Email: info@colonialstock.com
Address: 7840 S 700 E, Sandy, UT 84070

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: BYOC
Exact title and class of securities outstanding: Common Stock
CUSIP: 08861P105
Par or stated value: $0.001
Total shares authorized: 30,000,000,000 as of date: 03/31/2026
Total shares outstanding: 16,801,735,578 as of date: 03/31/2026
Total number of shareholders of record: 5,359 as of date: 03/31/2026

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

Trading Symbol: N/A
Exact title and class of the security: Series A
CUSIP: N/A
Par or stated value: $0.001
Total shares authorized: 250 as of date: 03/31/2026
Total shares outstanding: 250 as of date: 03/31/2026
Total number of shareholders of record: 2 as of date: 03/31/2026

Trading Symbol: N/A
Exact title and class of the security: Series B
CUSIP: N/A
Par or stated value: $0.001
Total shares authorized: 51 as of date: 03/31/2026
Total shares outstanding: 51 as of date: 03/31/2026
Total number of shareholders of record: 2 as of date: 03/31/2026

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: Series C
Par or stated value: $0.001
Total shares authorized: 50,000,000 as of date: 03/31/2026
Total shares outstanding: 608,585 as of date: 03/31/2026
Total number of shareholders of record: 1 as of date: 03/31/2026

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

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.

Certain stockholders possess a majority of our voting power, and through this ownership, may control our Company and our corporate actions.

Our controlling stockholder, Geordan Pursglove, our Former President, CEO and Director, The 2GP Group, LLC and Fiona Oakley, together hold a majority of the total voting power of our outstanding capital stock as of March 31, 2026. The 2GP Group, LLC is an entity controlled by Mr. Pursglove, who holds sole voting and dispositive power over these shares. Each share of Series A Preferred Stock is convertible into one million shares of common stock. In addition, each share of Series A Preferred Stock entitles its holder to (i) cumulative, non-participating dividends in preference and priority to any declaration or payment of a dividend on any of the Company's common stock, at a rate of 12% per annum, and (ii) three times (3x) voting preference over common stock. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis. These shareholders have the ability to control our management and affairs through the election and removal of our entire Board of Directors, the amendment of our articles of incorporation or bylaws, and the adoption of measures that could delay or prevent a change in control or impede a merger, takeover or other business combination involving us. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

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

We have no plans to pay dividends on our Common Stock or our Series A Preferred Stock.

We have not previously paid any cash dividends, nor have we determined to pay dividends on any share of Series A Preferred Stock or shares of Common Stock, except as described in the rights and preferences detailed in the "Certificate of Designation of Preferences" for the Series A Preferred Stock filed with the Secretary of State of the State of Nevada. The permissibility to pay dividends on our shares is restricted by Section 78.288 of the Nevada Revised Statutes, which provides that a company may not issue a dividend if the result of such dividend would be to make the company have negative retained earnings. There can be no assurance that our operations will result in sufficient revenues to enable us to operate at profitable levels or to generate positive cash flows. Furthermore, there is no assurance that the Board of Directors will declare dividends even if profitable. Dividend policy is subject to the Nevada Revised Statutes and the discretion of our Board of Directors and will depend on, among other things, our earnings, financial condition, capital requirements and other factors.

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

If we issue additional shares in the future, it will result in the dilution of our existing stockholders.

We are authorized to issue up to 30,000,000,000 shares of common stock with a par value of $0.001, of which

16,801,735,578 are issued and outstanding as of December 31, 2025. Our board of directors, upon the approval of the stockholders, may seek to increase the number of authorized shares in the future and may choose to issue some or all of such shares to acquire one or more businesses or to provide additional financing in the future. The issuance of any such shares will result in a reduction of the book value and market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will cause a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of our company

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.

Voting power is highly concentrated in holders of our Preferred Stock.

We are authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock of which 249.99 shares of Series A, 51 shares of Series B and 608,585 shares of Series C are currently issued and outstanding. The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the "Numerator"), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to 102,036 e.g., (0.019607 x 5,000,000) / 0.49) - (0.019607 x 5,000,000) = 102,036). With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation's Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company. We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of $0.001 per share (the "Series C Preferred Stock").
Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution rank: (a) pari passu with the Corporation's Common Stock, $0.001 par value per share ("Common Stock"); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the "Other Preferred"), and (c) junior to all existing and future indebtedness of the Corporation. Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of preferred stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder's Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated.

Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law. There are an additional 10,000,099 authorized and undesignated Preferred Shares that are not yet issued or outstanding.

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: X (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Date January 1, 2024 Common: 16,533,929,830 Preferred: Series A 250 _ Preferred: Series B 51 _Preferred: Series C 608,585			*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.**
12/29/25	Issuance	267,805,748	Common	$0.00	No	Peter Stazzone	Issuance Per Employment Agreement	Restricted	
Shares Outstanding on Date of This Report: Ending Balance: Date December 31, 2025 Common: 16,801,735,578 Preferred: Series A 250 Preferred: Series B 51									

Preferred: Series C 608,585	

Example: A company with a fiscal year end of December 31st 2025, 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, 2024 through December 31, 2025 pursuant to the tabular format above.

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

As of December 31, 2025, our authorized capital stock consisted of 30,000,000,000 shares of common stock, par value $0.001 per share.

The Company issued 267,805,748 shares of common stock during the year ended December 31, 2025.

There were 16,801,735,578 and 16,533,929,830 shares of common stock issued and outstanding as of December 31, 2025 and December 31, 2024, respectively.

For the twelve months ending December 31, 2025 and 2024, zero shares of Series C Convertible Preferred Stock were converted to shares of common stock.

Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

Preferred Stock

As of December 31, 2025, the Company is authorized to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock.

We have designated 250 shares of Series A Convertible Preferred Stock, par value of $0.001 per share (the "Series A Preferred Stock"). As of December 31, 2025 and December 31, 2024, there were 249.9999 shares of Series A Preferred Stock issued and outstanding.

The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock, be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock. The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to therefore receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available, such dividends as may be declared from time to time by the Board of Directors.

We have designated 51 shares of Series B Convertible Preferred Stock, par value of $0.001 per share (the "Series B Preferred Stock"). One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the "Numerator"), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to 102,036 (e.g., ((0.019607 x 5,000,000) / 0.49) – (0.019607 x 5,000,000) = 102,036).

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation's Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

As of December 31, 2025 and December 31, 2024, there were 51 shares of Series B Preferred Stock issued and outstanding.

We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of $0.001 per share (the "Series C Preferred Stock").

Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis. The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) pari passu with the Corporation's Common Stock, $0.001 par value per share ("Common Stock"); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the "Other Preferred"), and (c) junior to all existing and future indebtedness of the Corporation.

Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of Preferred Stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder's Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law.

As of December 31, 2025 and December 31, 2024, there were 608,585 shares of Series C Preferred Stock issued and outstanding.

Dividends

The Company anticipates that all future earnings will be retained to finance future growth. The payment of dividends, if any, in the future to the Company's common stockholders is within the discretion of the Board of Directors of the Company and will depend upon the Company's earnings, its capital requirements and financial condition and other relevant factors. The Company has not paid a dividend on its common stock and does not anticipate paying any dividends on its common stock in the foreseeable future but instead intends to retain all earnings, if any, for use in the Company's business operations**.**

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	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

						Issued Upon Conversion[6]		
11/27/18	250,000	252,903	8/27/19	60% if the lowest trading price of common stock for 25 trading days prior to conversion	0	2,529,032,100	Auctus Fund LLC Lou Posner	Loan
7/19/21	1,500,000	1,471,285	7/19/22	100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion	375,000,000	13,500,000,000	Tysadco Partners	Accrued Payroll
4/1/22	1,200,000	2,198,392	4/1/23	All or any portion of then outstanding balance of the Note into shares of common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of $0.0003.	0	4,000,000,000	Discover Growth Fund John Kirkland	Loan

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

On November 27, 2018, the Company received funding in conjunction with a convertible promissory note and a security purchase agreement dated November 27, 2018, in the amount of $250,000. The lender was Auctus Fund LLC. The notes have a maturity of August 27, 2019, and interest rate of 12% per annum and are convertible at a price of 60% of the lowest trading price on the primary trading market on which the Company's Common Stock is then listed for the twenty-five (25) trading days immediately prior to conversion. Additionally, if the stock price falls below par value, additional shares will be issued at the lower conversion rate so that stocks continue to be issued at par value. The note may be prepaid but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash. The Company is currently negotiating an extension with the noteholder as it is currently past due. As a result of a default provision, the interest rate has increased to 24% and additional principal was added in the amount of $15,000. As of December 31, 2025, the outstanding balance with accrued interest was $252,903.

On December 31, 2019, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle (the "Buyer" or "TCA ICAV"), and TCA Beyond Commerce, LLC, a Wyoming limited liability company ("TCA Beyond Commerce"), pursuant to which the Buyer purchased from the Company a senior secured redeemable debenture having an initial principal amount of $900,000 and an interest rate of 16% per annum (the "Initial Debenture").

The Initial Debenture, and any future debentures that may be purchased by Buyer pursuant to the Securities Purchase Agreement (the "Additional Debentures"), is secured through an unconditional and continuing security interest in all of the assets and

[6] 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.

properties, including after acquired assets, of the Company and each of its subsidiaries, which are acting as guarantors with respect to the Company's obligations under the Initial Debenture and any Additional Debentures, pursuant to that certain Security Agreement, dated December 31, 2019, entered into by the Company and TCA Beyond Commerce in favor of the Buyer (the "Security Agreement"). The maturity date on this security is December 31, 2021.

In May 2020, the SEC appointed a Receiver to close down the TCA Global Master Fund, L.P. over allegations of accounting fraud. The amount recorded by the Company as being owed to TCA was based on TCA's application of prior payments made by the Company. On April 13, 2023, the Company received a Notice of Default and Demand for Payment for $933,687. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking $1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of $320,000. The Company made an initial payment of $220,000 and the remaining balance of $100,000 will be paid in twenty-four (24) monthly payments of $4,166.67 beginning November 1, 2024. As of December 31, 2025 the outstanding balance owed by the Company was $41,667.

On July 19, 2021, the Company issued a convertible promissory note (the "Note") in favor of Geordan G. Pursglove, the Company's Chairman and Chief Executive Officer, in the principal amount of $1,500,000, in satisfaction of Mr. Pursglove's accrued salary owing of $1,239,800 and $260,200 for loss on settlement. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder's election, the Note is convertible into shares of the Company's common stock, at a price per share equal to 100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion (the "Conversion Price"). The cash maturity date is July 19, 2022. On February 8, 2022 there was a conversion of $150,000 and 375,000,000 shares of common stock issued. Mr. Pursglove assigned the note to Tysadco Partners in a private transaction. The amount of the accrued interest payable on the $1,350,000 note payable was $121,285 as of December 31, 2025.

On April 1, 2022, the Company entered into a promissory note (the "Note") in favor of Discover Growth Fund, LLC (the "Discover"), in the aggregate principal amount of $1,200,000 for which the Company received $1,000,000 in cash, reflecting an original issuance discount of 20%, with repayment to be made not later than April 1, 2023. Pursuant to the Note, at any time and from time to time Discover may, in its sole discretion, subject to certain ownership limitations, convert all or any portion of the then outstanding balance of the Note into shares of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of $ 0.0003. The Company recorded a debt discount of $200,000 for the original issue discount amortizable over the succeeding twelve months in accordance with ASC 835-30- 45. Interest expense related to the issue discount of $50,000 and $150,000 was recorded for the years ended December 31, 2023, and 2022, respectively. The interest rate on the note is the prime rate. The Company defaulted on the loan on April 1, 2023 incurring the default rate of interest of the prime rate plus 20%. The amount of accrued interest on the note as of December 31, 2025 was $998,392.

4) Issuer's Business, Products and Services

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

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

Beyond Commerce, Inc. is a Nevada corporation that operates as a holding company focusing on the acquisition of "big data" companies in the B2B Internet Marketing Technology and Services (IMT&S) space. BCI's objective is to develop, acquire, and deploy disruptive strategic software technology and market-changing business models through acquisitions or organic growth. BCI plans to offer a cohesive global digital product and services platform to provide clients with a single point of contact for all of their IMT&S initiatives. The all-inclusive platform will result in substantial organic growth potential generated through cross-selling opportunities and future expansion possibilities for BCI and its investors. The company was formerly known as BOOMj, Inc. and changed its name to Beyond Commerce, Inc. in December 2008. Beyond Commerce, Inc. is headquartered in Las Vegas, Nevada.

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

Service 800, Inc; Customer Centered Strategies LLC

C. Describe the issuers' principal products or services.

Beyond Commerce, Inc (the "Company", "we" and "our"), has planned business objective to develop, acquire and deploy disruptive strategic software technology and market-changing business models through selling our own products and the acquisitions of existing companies. The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as psychedelics, cryptocurrency, Esports and Logistics among others.

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.

We currently lease virtual office space at 3773 Howard Hughes Parkway, Suite: 500 Las Vegas, NV 89169. We pay an annual fee of $120 for this lease.

The public entity guidance in ASU 2016-02, Leases (Topic 842) requires lessees to recognize substantially all leases on their balance sheets as lease liabilities with a corresponding right-of-use asset. Our accounting policy is to keep leases with an initial term of 12 months or less off of the balance sheet.

The Company leases no office space under an operating lease. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments under the lease. Operating lease, right-of-use assets, and liabilities are recognized at the lease commencement date based on the present value of lease payments over the reasonably certain lease term. The implicit rates with the Company's operating leases are generally not determinable and the Company uses its incremental borrowing rate at the lease commencement date to determine the present value of its lease payments. The determination of the Company's incremental borrowing rate requires judgement. The company determines its incremental borrowing rate for each lease using its then-current borrowing rate. Certain of the Company's leases may include options to extend or terminate the lease. The Company establishes the number of renewal options periods used in determining the operating lease term based upon its assessment at the inception of the operating lease. The option to renew the lease may be automatic, at the option of the Company, or mutually agreed to between the landlord and the Company. Once the facility lease term has begun, the present value of the aggregate future minimum lease payments is recorded as a right-of-use asset.

6) All Officers, Directors, and 5% Beneficial Owners 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.

Individual Name (First, Last) or **Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, ≥ 5% beneficial owner)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
The 2GP Group, LLC	Director	Boca Raton, FL	206.2499	Preferred Series A	82.5%
Geordan Pursglove	Director	Boca Raton, FL	45	Preferred Series B	88.2%
Peter Stazzone	CFO	Chandler, AZ	535,611,496 6	Common Preferred Series B	2% 11.8%
Danielle Garfield	Interim CEO / Corporate Secretary	Boca Raton, FL	0	N/A	N/A
Fiona Oakley	_	Newport Beach, CA	1,556,632 43.750	Common Preferred Series A	____ 17.5%

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

Applicable percentage ownership is based on shares of common stock outstanding 249.9999 shares of Series A Preferred Stock, 51 shares of Series B Preferred Stock and 608,585 shares of Series C Preferred Stock issued and outstanding as of December 31, 2025. Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the number of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of December 31, 2025.

As of December 31, 2025, we have 249.9999 shares of Series A Preferred Stock issued and outstanding, each entitled to 3,000,000 votes per share, 51 shares of Series B Preferred Stock and 608,585 shares of Series C Preferred Stock issued and outstanding. Each share of Series A Preferred Stock is convertible into one million shares of common stock. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis, provided that the shareholder is prohibited from converting into a number of shares of common stock that exceeds 9.99% of the issued and outstanding common stock.

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, <u>in the past 10 years</u>:

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);

<u>No</u>

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;

<u>No</u>

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;

<u>No</u>

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

<u>No</u>

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.

<u>No</u>

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.

<u>No</u>

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.

A complaint against the Company, dated February 5, 2020, has been filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800, seeking in excess of $1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional

Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial. On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of $2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached. On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On October 31, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of $150,000.In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson. As of December 31, 2024, the balance of the amount due to Jean Mork Bredeson was $0. In addition, Bredeson and Warner Law agreed to pay $225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking $1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of $320,000. The Company made an initial payment of $220,000 and the remaining balance of $100,000 will be paid in twenty-four (24) monthly payments of $4,166.67 beginning November 1, 2024. As of December 31, 2025 the outstanding balance owed by the Company was $41,667.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name:	Law Offices of Gary L Blum
Address 1:	3278 Wilshire Boulevard, Suite 603
Address 2:	Los Angeles, CA 90010
Phone:	213-369-8112

All other means of Investor Communication:

LinkedIn https://www.linkedin.com/company/beyond-commerce-inc

9) Disclosure & Financial Information

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

Name: **Peter Stazzone / Danielle Garfield**
Title: **CFO / Interim CEO**
Relationship to Issuer: **CFO/ Interim CEO**

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

☐ IFRS
X U.S. GAAP

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

Name: **Peter Stazzone**
Title: **CFO**
Relationship to Issuer: **CFO**
Describe the qualifications of the person or persons who prepared the financial statements:[7]

Peter Stazzone, the Company's CFO, prepared the financial statements. Mr. Stazzone has been a Chief Financial Officer for more than 25 years and has been the Chief Financial Officer of the Company since 2021. His previous work experience includes auditing public companies at a public accounting firm. He has a B.S. in Accounting from the University of Illinois and an MBA in Finance from DePaul University. In addition, Mr. Stazzone is a member of the American Institute of Certified Public Accountants.

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.

[7] 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.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Danielle Garfield certify that:

1. I have reviewed this Disclosure Statement for Beyond Commerce, 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.

04/15/26 [Date]

/s/ Danielle Garfield [CEO's Signature]

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

Principal Financial Officer:

I, Peter Stazzone certify that:

1. I have reviewed this Disclosure Statement for Beyond Commerce, 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.

04/15/26 [Date]

/s/ Peter Stazzone [CFO's Signature]

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

Beyond Commerce, Inc.

CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE YEARS ENDED 2025 AND 2024
(unaudited)

TABLE OF CONTENTS

BEYOND COMMERCE, INC.
CONSOLIDATED BALANCE SHEETS
(unaudited)

	December 31, 2025	December 31, 2024
Current assets:		
Cash & cash equivalents	$ 65,369	$ 18,629
Other current assets	274,522	274,422
Total current assets	339,891	293,051
Property, equipment, and software, net		
Investments	300,000	300,000
Intangible assets, net	8,536	30,736
Total assets	$ 648,427	623,787
Current liabilities:		
Accounts payable	$ 301,223	$ 279,464
Accrued interest	1,196,643	812,701
Deferred revenue	-	552,000
Derivative liability	582,746	561,202
Short-term borrowings, net of discount	2,703,926	1,412,259
Short-term borrowings- related party	65,058	1,350,000
Total current liabilities	4,849,596	4,967,626
Long-term borrowings	-	-
Total liabilities	4,849,596	4,967,626
Commitments and Contingencies		
Stockholders' Deficit:		
Preferred stock undesignated; no par value; 10,000,099 authorized; no shares issued and outstanding, respectively.	-	-
Preferred stock series A; $0.001 par value; 250 shares authorized; 249.9 and 249.9 shares issued and outstanding, respectively.	-	-
Preferred stock series B, $0.001 par value; 51 shares authorized; 51 and 33 shares issued and outstanding, respectively.	-	-
Preferred Stock series C; $0.001 par value; 50,000,000 shares authorized; 608,585 shares issued and outstanding, respectively.	609	609
Common stock, $0.001 par value, 30,000,000,000 shares authorized, 16,801,735,578 and 16,533,929,830 shares issued and outstanding, respectively.	16,801,736	16,533,930
Additional paid in capital	47,955,672	48,196,697
Accumulated deficit	(68,964,526)	(69,098,763)
Deficit attributable to Beyond Commerce, Inc. stockholders	(4,206,509)	(4,367,527)
Equity attributable to noncontrolling interest	5,341	23,688
Total stockholders' deficit	(4,201,169)	(4,343,839)
Total liabilities and stockholders' deficit	$ 648,427	$ 623,787

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

BEYOND COMMERCE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDING DECEMBER 31,
(unaudited)

	2025	2024
Revenues	$ 4	$ 2,593,961
Operating expenses		
Cost of revenue	-	700,265
Selling general and administrative	15,936	449,926
Payroll expense	26,781	1,712,729
Professional fees	114,801	182,487
Depreciation and amortization	22,200	255,623
Total costs and operating expenses	179,718	3,301,030
(Loss) from operations	(179,713)	(707,069)
Non-operating income (expense)		
Interest expense	(383,942)	(784,781)
Change in derivative liability	21,544	429,792
Gain (Loss) on extinguishments of debt, net	-	6,764,693
Loss on sale of assets of subsidiary	-	(2,425,637)
Other expense	701,089	23,305
Net non-operating income (expense)	295,603	4,007,372
Income (Loss) from continuing operations before income tax	115,889	3,300,303
Provision for income tax	-	-
Consolidated net income (loss)	115,889	3,300,303
Consolidated net income (loss) attributable to:		
Noncontrolling interest	(18,347)	(18,347)
Consolidated net income (loss), controlling interest	$ 134,236	$ 3,318,650
Net earnings (loss) per common share-basic	$ 0.00	$ 0.00
Weighted average common shares outstanding, basic	16,801,735,578	16,533,929,830
Net earnings (loss) per common share-diluted	$ n/a	$ n/a
Weighted average common shares outstanding, diluted	n/a	n/a

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

BEYOND COMMERCE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDING DECEMBER 31,
(unaudited)

		2025		2024
Net Income (Loss)	$	115,889	$	3,300,303
Cash flows from operating activities:				
Adjustments to reconcile net income (loss) to net cash used in operating activities:				
Stock issued for services		26,781		
Loss on sales of assets of subsidiary		-		2,425,637
(Gain) loss on extinguishment of debt		-		(6,762,449)
Change in derivative liability		21,544		(429,792)
Depreciation and amortization		22,200		251,923
Depreciation of ROU asset		-		18,578
Changes in assets and liabilities:				
(Increase) decrease in accounts receivables		-		251,913
(Increase) decrease in current assets		(100)		(9,922)
Increase (decrease) in accounts payable		21,760		67,423
Increase (decrease) in other current liabilities		(161,333)		685,832
Increase (decrease) in lease liabilities		-		(15,947)
Net cash (used) provided in operating activities		(46,740)		(216,503)
Cash flows from investing activities:				
Change in equity due to sale of assets/liabilities of subsidiary		-		(73,619)
Net cash used in investing activities		-		(73,619)
Cash flows from financing activities:				
Cash receipts from notes payable		-		-
Net cash provided by financing activities				
Net increase (decrease) in cash and cash equivalents	$	46,740	$	(290,122)
Cash and cash equivalents, beginning balance		18,629	$	308,751
Cash and cash equivalents, ending balance	$	65,369	$	18,629
Supplemental Disclosure of Cash Flow Information:				
Cash Paid For:				
Interest	$	-	$	-
Income taxes	$	-	$	-
Summary of Non-Cash Investing and Financing Information:				
Right of Use asset in exchange for lease obligations	$	-	$	75,593
Stock issued for conversion of series C preferred stock	$		$	
Stock issued for investment letter of intent	$		$	
Stock issued for warrant settlement	$		$	

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

BEYOND COMMERCE, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(unaudited)

	Preferred Stock A		Preferred Stock B		Preferred Stock C		Common Stock		Additional	Accumulated	Non Controlling	Stockholders'
	Shares	Par Value	Shares	Par Value	Shares	Par Value	Shares	Par Value	Paid in Capital	Deficit	Interest	Equity
Balance, Year December 31, 2024	**249.9999**	**$ -**	**51**	**$ -**	**608,585**	**$ 609**	**16,533,929,830**	**$ 16,533,930**	**$ 48,196,697**	**$ (69,098,763)**	**$ 23,688**	**$ (4,343,839)**
Common stock issued for												
employment agreement							267,805,748	267,806	(241,025)	-	-	26,781
Net income										134,237	(18,347)	115,889
Balance, Year December 31, 2025	**249.9999**	**$ -**	**51**	**$ -**	**608,585**	**$ 609**	**16,801,735,578**	**$ 16,801,736**	**$ 47,955,672**	**$ (68,964,526)**	**$ 5,341**	**$ (4,201,169)**
Balance, Year December 31, 2023	**249.9999**	**$ -**	**51**	**$ -**	**608,585**	**$ 609**	**16,533,929,830**	**$ 16,533,930**	**$ 48,196,697**	**$ (72,466,641)**	**$ 42,035**	**$ (7,693,371)**
Change in equity - sale of assets/												
liabilities of subsidiary										49,228	-	49,228
Net income (loss)										3,318,650	(18,347)	3,300,303
Balance, Year December 31, 2024	**249.9999**	**$ -**	**51**	**$ -**	**608,585**	**$ 609**	**16,533,929,830**	**$ 16,533,930**	**$ 48,196,697**	**$ (69,098,763)**	**$ 23,688**	**$ (4,343,839)**

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

BEYOND COMMERCE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

NOTE 1 - DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Beyond Commerce, Inc. (the "Company", "we" and "our"), has a planned business objective to develop, acquire, and deploy disruptive strategic software technology and market-changing business models through selling our own products and the acquisitions of existing companies. The Company currently owns and operates a data company and is actively seeking acquisition opportunities in high growth sectors such as psychedelics, cryptocurrency, ESports and Logistics among others.

Basis of Presentation

The consolidated financial statements and the notes thereto for the years ended December 31, 2025 and 2024 included herein included herein include the accounts of the Company, its wholly-owned subsidiary Service 800 Inc., and Customer Centered Strategies, LLC ("CCS"), which the Company has an 80% investment interest.

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and pursuant to the rules and regulations of the SEC. All significant intercompany accounts and transactions have been eliminated in consolidation. Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Updates ("ASU") of the Financial Accounting Standards Board ("FASB").

NOTE 2 - ACCOUNTING POLICIES

Use of Estimates

The preparation of consolidated financial statements and accompanying notes 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Estimates are used in the determination of depreciation and amortization and the valuation for non-cash issuances of equity instruments, income taxes, and contingencies, among others. Actual results could differ materially from these estimates.

Cash and Cash Equivalents

The Company classifies as cash and cash equivalents amounts on deposit in banks and cash temporarily in various instruments with original maturities of three months or less at the time of purchase. The Company's cash management system is currently integrated within several banking institutions.

Fair Value of Financial Instruments

The carrying value of the current assets and liabilities approximate fair value due to their relatively short maturities.

Fair Value Measurements

Statement of financial accounting standard FASB Topic 820, Disclosures about Fair Value of Financial Instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for assets and liabilities qualifying as financial instruments are a reasonable estimate of fair value.

The Company applies the fair value hierarchy as established by GAAP. Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure the fair value as follows.

• *Level 1* – quoted prices in active markets for identical assets or liabilities.

• *Level 2* – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date.

• *Level 3* – significant unobservable inputs that reflect management's best estimate of what market participants would use to price the assets or liabilities at the measurement date.

Below is a summary of liabilities carried at fair value on a recurring basis:

	Level 1	Level 2	Level 3	Total Fair Value
Liabilities				
Derivative Liabilities	$	$ -	$ 582,746	$ 582,746
Total	$	$ -	$ 582,746	$ 582,746

	Level 1	Level 2	Level 3	Total Fair Value
Liabilities				
Derivative Liabilities	$	$ -	$ 561,202	$ 561,202
Total	$	$ -	$ 561,202	$ 561,202

Below is the summary of changes in Level 3 liabilities:

Derivative liability as of December 30, 2024	$ 561,202
Change in derivative liability during the period	21,544
Balance at December 31, 2025	$ 582,746

Management considers all of its derivative liabilities to be Level 3 liabilities.

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC Subtopic 606-10, Revenue Recognition. We recognize revenue as we transfer control of deliverables (products, solutions and services) to our customers in an amount reflecting the consideration to which we expect to be entitled. To recognize revenue, we apply the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied. We account for a contract based on the terms and conditions the parties agree to, the contract has commercial substance and collectability of consideration is probable. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience.

The majority of the Company's revenue is generated by the completion of a survey. Revenue is recognized and customers are billed at the point in time a survey occurs or when a related service is complete. The Company may require a deposit from new customers for set up costs or as down payments. These amounts are not significant to the financial statements.

Property and Equipment

Property and equipment are carried at cost, and are being depreciated using the straight-line over the estimated useful lives as follows:

Equipment, Furniture and fixtures	5-7 years
Software	16-60 months

When retired or otherwise disposed, the carrying value and accumulated depreciation of the property and equipment is removed from its respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. Expenditures for maintenance and repairs which do not extend the useful lives of the related assets are expensed as incurred.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and then is revalued at each reporting date, with changes in fair value reported in the consolidated statement of operations. For stock based derivative financial instruments, Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at the end of each reporting period. Any increase or decrease in the fair value from inception is made quarterly and appears in results of operations as a change in fair market value of derivative liabilities.

Valuation of Derivative Instruments

ASC 815 "Derivatives and Hedging" requires that embedded derivative instruments be bifurcated and assessed, along with free-standing derivative instruments such as warrants, on their issuance date and measured at their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option pricing formula. Upon conversion of a note where the embedded conversion option has been bifurcated and accounted for as a derivative liability, the Company records the shares at fair value, relieves all related notes, derivatives and debt discounts, and recognizes a net gain or loss on debt extinguishment.

Management used the following inputs to value the Derivative Liabilities for the years ended December 31, 2025 and 2024, respectively:

	2025 Derivative Liability	**2024 Derivative Liability**
Expected term	1 year	1 year
Exercise price	$0.00004	$0.00004
Expected volatility	460% - 303%	599% - 510%
Expected dividends	None	None
Risk-free rate	4.03% - 3.48%	5.03% - 4.16%

Intangible Assets

Intangible assets with a finite life consist of Technology/Intellectual Property; Customer Base; Tradename/Trademarks; Assembled Workforce; Non-Compete Agreements and Customer Relationships are carried at cost less accumulated amortization. The Company amortizes the cost of identified intangible assets on a straight-line basis over the expected period of benefit, which is generally three years for customer relationships and the contractual term for covenants not to compete, which range from five to ten years. No impairment was taken in 2025 or 2024.

Impairment of Long-lived Assets

The Company accounts for long-lived assets in accordance with the provisions of ASC 360-10-35-21, *Accounting for the Impairment of Long-Lived Assets*. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Fair values are determined based on quoted market value, discounted cash flows or internal and external appraisals, as applicable. No impairment was taken in 2025 or 2024.

Leases

The Company accounts for leases in accordance with the provisions of ASC 842, Leases. This standard requires lessees to recognize on the balance sheet assets and liabilities for leases with lease terms of more than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend primarily on its classification as a finance or operating lease.

In accordance with ASC 842, the Company determines if an arrangement is a lease at inception. The Company has an operating lease for the Company's subsidiary Service 800 corporate office. Operating leases are included in operating lease ROU assets and operating lease liabilities, current and noncurrent, on the consolidated balance sheet. Lease liabilities are initially recorded at the present value of the lease payments by discounting the lease payments by the Incremental Borrowing Rate and then recording accretion over the lease term using the effective interest method. Operating lease classification results in a straight-line expense recognition pattern over the lease term and recognized lease expense as a single expense component, which results in amortization of the ROU asset that equals the difference between lease expense and interest expense. Operating lease expense is included in selling, general and administrative expense, based on the use of the leased asset, on the consolidated statement of income. Leases with an initial term of 12 months or less are not recorded on the balance sheet and are not material; the Company recognizes lease expense for these leases on a straight-line basis over the remaining lease term.

Income Taxes

The Company accounts for income taxes under ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the 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 of the consolidated statements of operations in the period that includes the enactment date. A valuation allowance is provided when it is more likely than not that some or all of the deferred tax assets may not be realized.

The Company follows the guidance of ASC 740-10-25 in determining whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. The Company had no material adjustments to its liabilities for unrecognized income tax benefits.

Stock Based Compensation

During the year ending December 31, 2025, the Company issued 267,805,748 shares of common stock to an officer and recorded stock-based compensation in the amount of $26,781. During the year ending December 31, 2024, the Company issued 0 shares of common stock.

Recent Accounting Pronouncements

Recent accounting pronouncements issued by the FASB, including its Emerging Issues Task Force, the American Institute of Certified Public Accountants, and the Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

The Company will continue to monitor these emerging issues to assess any potential future impact on its financial statements. The Company has taken the position that any future standards will not be disclosed to the extent they are not material to our operations.

NOTE 3 – SALE OF ASSETS OF SUBSIDIARY

On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On October 31, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of $150,000.In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson.

In addition, Bredeson and Warner Law agreed to pay $225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking $1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of $320,000. The Company made an initial payment of $220,000 and the remaining balance of $100,000 will be paid in twenty-four (24) monthly payments of $4,166.67 beginning November 1, 2024. As of December 31, 2025, the outstanding balance owed by the Company was $41,667.

NOTE 4 - GOING CONCERN

The Company's financial statements are prepared using GAAP, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because of recent events, the Company cannot state with certainty of its ability to continue as a going concern. The accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has a working capital deficit, and negative cash flows from operations which raise substantial doubt about its ability to continue as a going concern. As of December 31, 2025, the accumulated deficit was 68,964,526 and the negative working capital was $4,509,705. Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in attempting to raise capital from additional debt and equity financing. Due to its nominal revenues, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue, including through a merger transaction with a well-capitalized entity. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. If we are unable to obtain additional funds, or if the funds cannot be obtained on terms favorable to us, we will be required to delay, scale back or eliminate our plans to continue to develop and expand our operations or in the extreme situation, cease operations altogether.

NOTE 5 - PROPERTY, SOFTWARE AND COMPUTER EQUIPMENT

Property and equipment at December 31, 2025 and 2024 consisted of the following:

	2025	2024
Office and computer equipment	$ 25,003	$ 25,003
Furniture and fixtures	17,888	17,888
Software	20,822	20,822
Total property, software and computer equipment	63,713	63,713
Less: accumulated depreciation	(63,713)	(63,713)
	$ -	$ -

Depreciation expense for the years ended December 31, 2025 and 2024 was $0 and $0, respectively.

NOTE 6 – INVESTMENTS

On November 23, 2021, the Company entered into a simple agreement for future equity (the "SAFE") with Cityfreighter, Inc. ("Cityfreighter"), pursuant to which the Company invested $250,000 (the "Purchase Amount"). Cityfreighter is a California based developer of electric low-floor trucks for the last mile delivery industry. Beyond Commerce received customary representations and warranties from Cityfreighter.

The SAFE provides the Company with the right to either (a) future equity in Cityfreighter when it completes an Equity Financing (as defined below), or (b) future equity in Cityfreighter or cash proceeds if there is a liquidity or dissolution event.

On April 8, 2022, the Company executed a binding Letter of Intent ("LOI") with Electric Built, Inc., headquartered in Inglewood, California. The acquisition will provide the Company exclusive access to Electric Built's commercial business know-how, intellectual property, and business relationships and operations in electric vehicle fleet service. The Company paid Electric Built an initial payment in the amount of $50,000 in shares of restricted common stock of Beyond Commerce in connection with the execution of a Definitive Agreement, which shares are being held in escrow. If the closing has not occurred prior to the termination date in the Definitive Agreement, Electric Built shall release such shares and return the shares to the Company.

The Company and Electric Built entered into a Stock Purchase Agreement (the "SPA") dated as of June 27, 2022, setting forth the definitive terms and condition for the Transaction, whereby the Company would acquire, for a balance of $950,000 in the form of shares of the Company's common stock, all equity of Electric Built. Pursuant to the SPA, the SPA is subject to termination if due diligence review and required conditions for closing have not been satisfied by September 20, 2022 (the "Termination Date").

On September 14, 2022, the Company and Electric Built entered into a First Amendment to the SPA (the "Amendment"), whereby the Termination Date was extended until October 31, 2022, and then, on October 24, 2022, Electric Built requested that the October 2022 Termination Date be extended (the "Extension"), to accommodate Electric Built's need to relocate its operations, among other reasons. The Company has accepted such request and the SPA, as amended by the Amendment, is subject to the Extension. The parties have agreed to extend the Termination Date indefinitely or until the parties agree to terminate the agreement.

NOTE 7 - INTANGIBLE ASSETS

Intangible Assets of the Company at December 31, 2025 and 2024 are summarized as follows:

	December 31, 2025			
	Cost	**Accumulated Amortizatio n**	**Impairment of Asset**	**Net**
Customer Relationships - CCS	$ 264,714	$ (256,178)	$ -	$ 8,536
			-	
Total	$ 264,714	$ (256,178)	$ -	$ 8,536

	December 31, 2024			
	Cost	**Accumulated Amortization**	**Impairment of Asset**	**Net**
Customer Relationships - CCS	264,715	(233,978)	-	30,736
Total	$ 264,714	$ (233,978)	$ -	$ 30,736

Amortization expense for the year ended December 31, 2025 was $22,200 compared to $255,623 for the year ended December 31, 2024. The Company did not recognize an impairment expense for the years ended December 31, 2025 and 2024, respectively, of its intangible assets.

As of December 31, 2024, future amortization expense is expected to be:

Fiscal years ended December 31,		Amortization
2025		22,200
2026		8,536
Total	$	30,736

NOTE 8 - SHORT AND LONG TERM BORROWINGS

Short-term and Long-term borrowings, consist of the following: Short term debt;		December 31, 2025		December 31, 2024
Convertible Promissory Notes, bearing an annual interest rate of 24% secured, past due	$	112,259	$	112,259
Convertible promissory note, interest rate 2.0%		1,350,000		1,350,000
Note payable – Discover Growth Fund, 20% OID, prime rate, due 04/01/2023		1,200,000		1,200,000
Senior Secured Redeemable Debenture, bearing an annual interest rate of 16%, due 12/31/2021, past due		41,667		91,667
Short-Term Loan – related party		65,058		8,333
Total short-term debt		2,768,984		2,762,259
Long term debt;		-		-
Total short-term and long-term borrowings, net	$	2,768,984	$	2,762,259

Short-term and Long-term borrowings, consist of the following:				
Short-term borrowings - net of discount	$	2,768,984	$	2,762,259
Long-term borrowings - net of discount		-		-
Total short-term and long-term borrowings - net of discount	$	2,768,984	$	2,762,259

On November 27, 2018, the Company received funding in conjunction with a convertible promissory note and a security purchase agreement dated November 27, 2018, in the amount of $250,000. The lender was Auctus Fund LLC. The notes have a maturity of August 27, 2019 and interest rate of 12% per annum and are convertible at a price of 60% of the lowest trading price on the primary trading market on which the Company's Common Stock is then listed for the twenty-five (25) trading days immediately prior to conversion. Additionally, if the stock price falls below par value, additional shares will be issued at the lower conversion rate so that stocks continue to be issued at par value. The note may be prepaid but carries a penalty in association with the remittance amount, as there is an accretion component to satisfy the note with cash.

The Company is currently negotiating an extension with the noteholder as it is currently past due. As a result of a default provision, the interest rate has increased to 24% and additional principal was added in the amount of $15,000. As of December 31, 2025 and 2024, the outstanding balance with accrued interest was $252,903 and $225,961, respectively.

On December 31, 2019, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") with TCA Special Situations Credit Strategies ICAV, an Irish collective asset vehicle (the "Buyer" or "TCA ICAV"), and TCA Beyond Commerce, LLC, a Wyoming limited liability company ("TCA Beyond Commerce"), pursuant to which the Buyer purchased from the Company a senior secured redeemable debenture having an initial principal amount of $900,000 and an interest rate of 16% per annum (the "Initial Debenture").

The Initial Debenture, and any future debentures that may be purchased by Buyer pursuant to the Securities Purchase Agreement (the "Additional Debentures"), is secured through an unconditional and continuing security interest in all of the assets and properties, including after acquired assets, of the Company and each of its subsidiaries, which are acting as guarantors with respect to the Company's obligations under the Initial Debenture and any Additional Debentures, pursuant to that certain Security Agreement, dated December 31, 2019, entered into by the Company and TCA Beyond Commerce in favor of the Buyer (the "Security Agreement"). In addition, Service 800, Inc., Customer Centered Strategies ("CCS") and Path UX LLC ("PathUX") delivered corporate guarantees and Geordan Pursglove, the Company's CEO, delivered a personal guarantee with respect to the Company's obligations under the Securities Purchase Agreement. The maturity date on this security is December 31, 2021.

In May 2020, the SEC appointed a Receiver to close down the TCA Global Master Fund, L.P. over allegations of accounting fraud. The amount recorded by the Company as being owed to TCA was based on TCA's application of prior payments made by the Company. A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking $1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. The matter was settled as of October 31, 2024 that resulted in the amount due of $100,000 paid over twelve months. The balance on the note as of December 31, 2025 was $41,667.

On July 19, 2021, the Company issued a convertible promissory note (the "Note") in favor of Geordan G. Pursglove, the Company's Chairman and Chief Executive Officer, in the principal amount of $1,500,000, in satisfaction of Mr. Pursglove's accrued salary owing of $1,239,800 and recognized a $260,200 loss on extinguishment of debt. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder's election, the Note is convertible into shares of the Company's common stock, at a price per share equal to 100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion (the "Conversion Price").

The cash maturity date is July 19, 2022. There was a conversion of $150,000 during the first quarter of 2022, and the Company issued 375,000,000 shares of common stock at the quoted stock price at the date of conversion of $0.0004 per shares. Mr. Pursglove assigned the note to Tysadco Partners in a private transaction. The amount of the accrued interest payable on the $1,350,000 note payable was $121,285 and $94,285 as of December 31, 2025 and 2024, respectively.

On April 1, 2022, the Company entered into a promissory note (the "Note") in favor of Discover Growth Fund, LLC (the "Discover"), in the aggregate principal amount of $1,200,000 for which the Company received $1,000,000 in cash, reflecting an original issuance discount of 20%, with repayment to be made not later than April 1, 2023. Pursuant to the Note, at any time and from time to time Discover may, in its sole discretion, subject to certain ownership limitations, convert all or any portion of the then outstanding balance of the Note into shares of the common stock of the Company at a price per share equal to the closing bid price on March 31, 2022 of $ 0.0003. The Company recorded a debt discount of $200,000 for the original issue discount amortizable over the succeeding twelve months in accordance with ASC 835-30-45. Interest expense related to the issue discount of $50,000 and $150,000 was recorded for the years ended December 31, 2023 and 2022, respectively. The interest rate on the note is the prime rate. The Company defaulted on the loan on April 1, 2023 incurring the default rate of interest of the prime rate plus 20%. The amount of accrued interest on the note as of December 31, 2025 and 2024 was $998,392and $668,392, respectively.

NOTE 9 - COMMON STOCK, WARRANTS AND PAID IN CAPITAL

Common Stock

As of December 31, 2025, our authorized capital stock consisted of 30,000,000,000 shares of common stock, par value $0.001 per share, and the number of common shares outstanding was 16,801,735,578.

The Company issued 267,805,748 commons stock during the year ended December 31, 2025 in connection with a compensation agreement with an officer of the company.

The Company did not issue any shares of its common stock during the year ended December 31,2024.

Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law, the holders of our common stock possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

Preferred Stock

In March 2021, we approved authorization to issue up to 60,000,400 shares of preferred stock, which are designated Series A, B, C and undesignated Preferred Stock.

We have designated 250 shares of Series A Convertible Preferred Stock, par value of $0.001 per share (the "Series A Preferred Stock"). As of December 31, 2025 and 2024, there were 249.9999 shares of Series A Preferred Stock issued and outstanding.

The Series A Preferred Stock will, with respect to each holder of the Series A Preferred Stock, be entitled to three million (3,000,000) votes for each share of Series A Preferred Stock standing in his, her or its name on the books of the corporation. Each share of Series A Preferred Stock is convertible, at the option of the holder, into one million shares of Common Stock.

The Series A Preferred Stock is entitled, in the event of any voluntary liquidation, dissolution or winding up of the Corporation, to receive payment or distribution of a preferential amount before any payments or distributions are received by any class or series of common stock. Subject to the prior or equal rights of the holders of all classes of stock at the time outstanding having prior or equal rights as to dividends and ranking ahead of the Common Stock, the holders of the Series A Preferred Stock shall be entitled to therefore receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available, such dividends as may be declared from time to time by the Board of Directors.

We have designated 51 shares of Series B Convertible Preferred Stock, par value of $0.001 per share (the "Series B Preferred Stock"). One (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 *multiplied by* the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote (the "Numerator"), *divided by* (y) 0.49, *minus* (z) the Numerator. For the avoidance of doubt, if the total number of votes of the issued and outstanding shares of Common Stock and other Preferred Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of one share of the Series B Preferred Stock shall be equal to 102,036 (e.g., ((0.019607 x 5,000,000) / 0.49) – (0.019607 x 5,000,000) = 102,036).

With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of Series B Preferred Stock shall vote together with the holders of Common Stock without regard to class, except as to those matters on which separate class voting is required by applicable law or the Corporation's Articles of Incorporation or by-laws. Such concentrated control of the Company may adversely affect the price of our common stock. A stockholder that acquires common stock will not have an effective voice in the management of the Company.

We have designated 50,000,000 shares of Series C Convertible Preferred Stock, par value of $0.001 per share (the "Series C Preferred Stock").

The Series C Preferred Stock will, with respect to dividend rights and rights upon liquidation, winding-up or dissolution, rank: (a) pari passu with the Corporation's Common Stock, $0.001 par value per share ("Common Stock"); (b) junior to all other series of Preferred Stock, as such may be designated as of the date of this Designation, or which may be designated by the Corporation after the date of this Designation (the "Other Preferred"), and (c) junior to all existing and future indebtedness of the Corporation.

Holders of the Series C Preferred Stock shall vote on all matters requiring a vote of the shareholders of the Corporation, together with the holders of shares of Common Stock and other classes of Preferred Stock entitled to vote, as a single class. Subject to the applicable beneficial ownership limitation, each Holder shall be entitled to the whole number of votes equal to the number of shares of Common Stock into which such holder's Preferred Shares would be convertible using the record date for determining the stockholders of the Corporation eligible to vote on such matters as the date as of which the number of Conversion Shares is calculated. Holders of the Series C Preferred Stock will also be entitled to vote as a separate class with respect to any matter as to which such voting rights are required by applicable law.

For the years ended December 31, 2025 and 2024, the Company did not issue any shares of Series C Convertible Preferred Stock. As of December 31, 2025 and 2024, there were 608,585 shares of Series C Preferred Stock issued and outstanding.

Dividends

The Company anticipates that all future earnings will be retained to finance future growth. The payment of dividends, if any, in the future to the Company's common stockholders is within the discretion of the Board of Directors of the Company and will depend upon the Company's earnings, its capital requirements and financial condition and other relevant factors. The Company has not paid a dividend on its common stock and does not anticipate paying any dividends on its common stock in the foreseeable future but instead intends to retain all earnings, if any, for use in the Company's business operations**.**

NOTE 10 - RELATED PARTIES

On July 19, 2021, the Company issued a convertible promissory note (the "Note") in favor of Geordan G. Pursglove, the Company's Chairman and Chief Executive Officer, in the principal amount of $1,500,000, in satisfaction of Mr. Pursglove's accrued salary owing of $1,239,800 and $260,200 for loss on settlement. The Note accrues interest at 2% per annum, with the principal and interest payments due in twelve equal monthly installments. At the holder's election, the Note is convertible into shares of the Company's common stock, at a price per share equal to 100% of the average closing price of the Company's common stock for the five trading days immediately preceding the date of such conversion (the "Conversion Price"). On February 8, 2022 there was a conversion of $150,000 of the note into 375,000,000 shares of common stock. Mr. Pursglove assigned the note to Tysadco Partners in a private transaction. The cash maturity date was July 19, 2022 and is past due as of December 31, 2025.

On April 8, 2022, the Company executed a binding Letter of Intent ("LOI") with Electric Built, Inc., headquartered in Inglewood, California. The acquisition will provide the Company exclusive access to Electric Built's commercial business know-how, intellectual property, and business relationships and operations in electric vehicle fleet service. The Company paid Electric Built an initial payment in the amount of $50,000 in shares of restricted common stock of Beyond Commerce in connection with the execution of a Definitive Agreement, which shares are being held in escrow. During 2025, the owner of Electric Built, Inc., loaned the Company $65,058 for operating expenses and loan obligations.

During the year ended 2025, the Company issued 267,805,748 common stock valued at $26,781, as part of the Company's employment agreement with the Chief Financial Officer, Peter Stazzone.

NOTE 11 - INCOME TAXES

A reconciliation of the statutory income tax rates and the Company's effective tax rate is as follows:

	December 31,	
	2025	2024
Statutory U.S. federal rate	(21.0)%	(21.0)%
Permanent differences	(3.0)%	3.0%
Valuation allowance	24.0%	18.0%
Provision for income tax expense(benefit)	0.0%	0.0%

A reconciliation of deferred tax assets and valuation is as follows:

	2025	2024
Deferred tax assets:		
Net operating loss carry-forwards	$ 68,964,526	$ 68,998,763
Total deferred tax assets	$ 14,482,550	$ 14,489,740
Valuation allowance	(14,482,550)	(14,489,740)
Net deferred tax asset	$ -	$ -

At December 31, 2025, the Company had estimated U.S. federal net operating losses of $68,964,526 for income tax purposes, which are carried forward indefinitely but are limited to 80% of the current taxable income. Applying the federal corporate tax rate of 21.0%, the amount of net deferred tax assets is approximately $14,482,550.

For financial reporting purposes, the entire amount of the net deferred tax assets has been offset by a valuation allowance due to uncertainty regarding the realization of the assets. The net change in the total valuation allowance for the year ended December 31, 2025 was an increase of approximately $7,200 mainly attributable to the accumulated losses incurred. The Company follows ASC 740-10-25 which requires a company to evaluate whether a tax position taken by the company will "more likely than not" be sustained upon examination by the appropriate tax authority. The Company has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years in these jurisdictions. The Company believes that its income tax filing positions and deductions would be sustained in an audit and does not anticipate any adjustments that would result in a material change to its financial position. Therefore, no reserves for uncertain income tax positions have been recorded.

The Company may not be able to utilize the net operating loss carryforwards for its US income taxes in future periods should it experience a change in ownership as defined in Section 382 of the Internal Revenue Code ("IRC"). Under section 382, should the Company experience a more than 50% change in its ownership over a three year period, the Company would be limited based on a formula as defined in the IRC to the amount per year it could utilize in that year of the net operating loss carryforwards. As of December 31, 2025, the Company had not performed an analysis to determine if the Company was subject to the provisions of Section 382. The Company is subject to U.S. federal income tax including state and local jurisdictions. Currently, no federal or state income tax returns are under examination by the respective taxing jurisdictions.

The Company's accounting policy is to recognize Interest and penalties related to uncertain tax positions in income tax expense. The Company has not accrued interest for any periods in which there are uncertain tax positions.

NOTE 12 - COMMITMENTS AND CONTINGENCIES

Legal Matters

A complaint against the Company, dated February 5, 2020, has been filed in Hennepin County, Minnesota, by Jean Mork Bredeson, the former President and former owner of Service 800, making certain claims related to the Company's acquisition of Service 800, seeking in excess of $1.6 million in damages. On March 16, 2020, the Company and Service 800 filed an answer, counterclaim and third-party claim against Ms. Bredeson and defendants Allen Bredeson and Jeff Schwedinger, former employees of Service 800. Answers and Affirmative and Additional Defenses to Third Party Claims were filed by Ms. Bredeson on April 7, 2020 and by Mr. Schwedinger on April 9, 2020 and, on April 24, 2020, Ms. Bredeson filed a Motion to Dismiss. The Court denied in full Ms. Bredeson's motion to dismiss for a more definite statement. Subsequently, using a wholly owned entity she controls, Ms. Bredeson filed another matter, captioned Green Valley Associates Inc. vs Service 800 Inc., 27-CV-20-13800. Although Ms. Bredeson is seeking to have the matters handled by separate judges, the Company sought consolidation of the two matters before Judge Klein, the judge who denied Ms. Bredeson's motion to dismiss, but the consolidation was denied. Discovery has closed in both cases. Trial commenced on October 3, 2022. After a week of trial, a technical mistrial occurred based on the Court falling under the minimum number of jurors required to maintain the trial. On May 22, 2023 Judge Klein granted Bredeson's motion for partial summary judgment on the purchase price promissory note in the amount of $2,464,496. As a result, Bredeson declined to participate in a June Mediation. On June 20, 2023 Judge Klein issued an amended order finalizing the Summary Judgment order of May 22, 2023. On August 19, 2023, the Company filed an appeal. On September 12, 2023 the Court of Appeals ruled in favor of the Company's appeal and ordered that Judge Klein had abused his discretion in certifying final partial judgment and the partial judgment is not final. On September 12, 2023 and September 25, 2023 Mediation on the Bredeson lawsuit occurred with no settlement reached. On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On October 31, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of $150,000.In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson. As of December 31, 2025, the balance of the amount due to Jean Mork Bredeson was $0. In addition, Bredeson and Warner Law agreed to pay $225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking $1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On October 31, 2024, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of $320,000. The Company made an initial payment of $220,000 and the remaining balance of

$100,000 will be paid in twenty-four (24) monthly payments of $4,166.67 beginning November 1, 2024. As of December 31, 2025 the outstanding balance owed by the Company was $41,667.

Operating Lease

We currently lease virtual office space at 3773 Howard Hughes Parkway, Suite: 500 Las Vegas, NV 89169. We pay an annual fee of $120 for this lease.

The public entity guidance in ASU 2016-02, Leases (Topic 842) requires lessees to recognize substantially all leases on their balance sheets as lease liabilities with a corresponding right-of-use asset. Our accounting policy is to keep leases with an initial term of 12 months or less off of the balance sheet.

The Company leases office space under an operating lease. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments under the lease. Operating lease, right-of-use assets, and liabilities are recognized at the lease commencement date based on the present value of lease payments over the reasonably certain lease term. The implicit rates with the Company's operating leases are generally not determinable and the Company uses its incremental borrowing rate at the lease commencement date to determine the present value of its lease payments. The determination of the Company's incremental borrowing rate requires judgement. The company determines its incremental borrowing rate for each lease using its then-current borrowing rate. Certain of the Company's leases may include options to extend or terminate the lease. The Company establishes the number of renewal options periods used in determining the operating lease term based upon its assessment at the inception of the operating lease. The option to renew the lease may be automatic, at the option of the Company, or mutually agreed to between the landlord and the Company. Once the facility lease term has begun, the present value of the aggregate future minimum lease payments is recorded as a right-of-use asset. The lease right of use asset and corresponding lease liability was assumed by the purchaser as of October 31, 2024. See Note 3. The Company had no right of use asset or lease liability as of December 31, 2025. The Company had no future lease obligations as of December 31, 2025.

NOTE 13 - NET INCOME (LOSS) PER SHARE OF COMMON STOCK

The Company follows ASC 260-10, which requires presentation of basic and diluted Earnings per Share ("EPS") on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying consolidated financial statements, basic net income (loss) per share of common stock is computed by dividing the net income (loss) by the weighted average number of shares of common stock outstanding during the year. Basic net income (loss) per common share is based upon the weighted average number of common shares outstanding during the period. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

Convertible debt that is convertible into 20,782,960,500 and 20,087,308,136 shares of the Company's common stock are not included in the computation, along with 249,999,900 and 249,999,900 of the Company's preferred stock after conversion as of December 31, 2024, respectively. As of December 31, 2025, there are 608,585 shares of series C preferred stock issued and outstanding that are convertible into 6,085,850,000 shares of common stock.

The following is a reconciliation of the numerator and denominator of the basic and diluted earnings per share computations for the years ended December 31, 2025 and 2024:

	2025	2024
Consolidated income (loss) from continuing operations	$ 115,889	$ 3,300,303
Weighted average shares used for diluted earnings per share	16,533,953,886	16,533,929,830
Incremental Diluted Shares	-*	-*
Weighted Average shares used for diluted earnings per share	16,533,953,886	16,533,929,830
Net income (loss) per share:		
Basic continuing operations	$ (0.00)	$ (0.00)
Diluted continuing operations	$ (0.00)	$ (0.00)

* The shares associated with convertible debt, preferred stock and warrants are not included because the inclusion would be anti-dilutive.

NOTE 14 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and did not determine that additional disclosure was needed.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and the notes thereto appearing elsewhere in this Annual Report. This discussion contains forward-looking statements reflecting our current expectations, whose actual outcomes involve risks and uncertainties. Actual results and the timing of events may differ materially from those stated in or implied by these forward-looking statements due to a number of factors, including those discussed in the section entitled "Cautionary Statement regarding Forward-Looking Statements" and elsewhere in this Annual Report. Please see the notes to our Financial Statements for information about our Critical Accounting Policies and Recently Issued Accounting Pronouncements. The following discussion provides information that management believes is relevant to an assessment and understanding of our past financial condition and plan of operations. The discussion below should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this annual report.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations is based on our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these audited consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, we evaluate past judgments and our estimates, including those related to allowance for doubtful accounts, allowance for inventory write-downs and write offs, deferred income taxes, provision for contractual obligations and our ability to continue as a going concern. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Note 2 to the consolidated financial statements, for the fiscal year ended December 31, 2025, describes the critical accounting estimates and policies used in preparation of our consolidated financial statements. There were no significant changes in our critical accounting estimates during the year ended December 31, 2025.

Use of Estimates

The preparation of consolidated financial statements and accompanying notes 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Estimates are used in the determination of depreciation and amortization and the valuation for non-cash issuances of equity instruments, income taxes, and contingencies, among others. Actual results could differ materially from these estimates.

Cash and Cash Equivalents

The Company classifies as cash and cash equivalents amounts on deposit in banks and cash temporarily in various instruments with original maturities of three months or less at the time of purchase. The Company's cash management system is currently integrated within one banking institution.

Fair Value of Financial Instruments

The carrying value of the current assets and liabilities approximate fair value due to their relatively short maturities.

Fair Value Measurements

Statement of financial accounting standard FASB Topic 820, Disclosures about Fair Value of Financial Instruments, requires that the Company disclose estimated fair values of financial instruments. The carrying amounts reported in the statements of financial position for assets and liabilities qualifying as financial instruments are a reasonable estimate of fair value.

The Company applies the fair value hierarchy as established by GAAP. Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure the fair value as follows.

- *Level 1* - quoted prices in active markets for identical assets or liabilities.

- *Level 2* - other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date.

- *Level 3* - significant unobservable inputs that reflect management's best estimate of what market participants would use to price the assets or liabilities at the measurement date.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and then is revalued at each reporting date, with changes in fair value reported in the consolidated statement of operations. For stock based derivative financial instruments, fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at the end of each reporting period. Any increase or decrease in the fair value from inception is made quarterly and appears in results of operations as a change in fair market value of derivative liabilities.

Impairment of Long-lived Assets

The Company accounts for long-lived assets in accordance with the provisions of ASC 360-10-35-21, Accounting for the Impairment of Long-Lived Assets. This statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Fair values are determined based on quoted market value, discounted cash flows or internal and external appraisals, as applicable. No impairment was made for the years ended December 31, 2025 and 2024.

Leases

The Company accounts for leases in accordance with the provisions of ASC 842, Leases. This standard requires lessees to recognize on the balance sheet assets and liabilities for leases with lease terms of more than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend primarily on its classification as a finance or operating lease.

In accordance with ASC 842, the Company determines if an arrangement is a lease at inception. The Company has an operating lease for the Company's corporate office. Operating leases are included in operating lease ROU assets and operating lease liabilities, current and noncurrent, on the balance sheet. Lease liabilities are initially recorded at the present value of the lease payments by discounting the lease payments by the Incremental Borrowing Rate and then recording accretion over the lease term using the effective interest method. Operating lease classification results in a straight-line expense recognition pattern over the lease term and recognized lease expense as a single expense component, which results in amortization of the ROU asset that equals the difference between lease expense and interest expense. Operating lease expense is included in selling, general and administrative expense, based on the use of the leased asset, on the statement of income. Leases with an initial term of 12 months or less are not recorded on the balance sheet and are not material; the Company recognizes lease expense for these leases on a straight-line basis over the remaining lease term.

Income Taxes

The Company accounts for income taxes under ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the 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 of the consolidated statements of operations in the period that includes the enactment date. A valuation allowance is provided when it is more likely than not that some or all of the deferred tax assets may not be realized.

The Company follows the guidance of ASC 740-10-25 in determining whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. The Company had no material adjustments to its liabilities for unrecognized income tax benefits.

Push Down Accounting

Push down accounting is the establishment of a new accounting and reporting basis for an entity in its separate financial statements based on a substantial change in the ownership of the outstanding stock of the entity. ASC 805-50-05-5 states that: "Business combinations are recorded using the acquisition method. The acquirer recognizes the assets acquired and liabilities assumed at fair value with limited exceptions. If the acquired business prepares separate financial statements, a question arises as to whether the historical basis of the acquired company or the "stepped-up basis" of the acquirer should be reflected in those separate financial statements. Pushdown accounting refers to the latter, which means establishing a new basis for the assets and liabilities of the acquired company based on a "push down" of the acquirer's stepped-up basis."

Push down accounting was done when BYOC acquired S800. It was at that point that all of the assets/liabilities were stepped up in basis for the acquisition (push down accounting). As part of the acquisition, the Company obtained a valuation on the assets/liabilities of S800 for the purchase. These assets/liabilities were then recorded at these stepped-up amounts on S800 books (including goodwill). The company engaged Doty Scott Enterprises to perform a valuation and purchase price allocation to assist management in the allocation of the assets for financial reporting purposes under ASC 805.

Stock Based Compensation

During the year ended December 31, 2025, the Company did not issue any stock options. The Company's existing stock plan expired on September 11, 2018.

Employee Benefits

The Company during 2024 mainly attributable to the Service 800, Inc acquisition had approximately twenty-one (21) full time employees within this organization and offers certain healthcare benefits to remain competitive within the marketplace.

Recent Accounting Pronouncements

The Company reviews all of the Financial Accounting Standard Board's updates periodically to ensure the Company's compliance of its accounting policies and disclosure requirements to the Codification Topics.

The Company will continue to monitor these emerging issues to assess any potential future impact on its financial statements. The Company has taken the position that any future standards will not be disclosed to the extent they are not material to our operations.

Financial Presentation

The following sets forth a discussion and analysis of the Company's financial condition and results of operations for the fiscal years ended December 31, 2025 and 2024. This discussion and analysis should be read in conjunction with our consolidated financial statements appearing elsewhere in this Form. The following discussion contains forward-looking statements. Our actual results may differ significantly from the results discussed in such forward-looking statements.

Results of Operations

Through our Service 800 Inc subsidiary, many of our clients; GE Healthcare, Audiology System, Inc 3M Healthcare, Johnson & Johnson Vision Care, Albany Molecular Research Inc., Sakura Finetek, Abbott Diagnostics, Biosense Webster, a Johnson & Johnson Company and Medtronic to name a few took the time during pandemic to begin strategic planning with Service 800 to grow their business with the company by renewals, expansion, and better ways to grow our programs with each and every one of them for the future. This select market segment continues to be a major source of revenue for the Company as we expand our services within this business segment. We anticipate revenue getting back in line with exceeding our expectations as the economy recovers from the Covid-19 pandemic and we progress further into the year. All renewals that have taken place are on a minimum of a one to two-year term with an auto renewal taking place when the contract expires. During the pandemic, it made our customers realize the value that Service 800 brings to the clients in the form of providing valuable information to not only help their growth within their own companies, but it also helps them be better providers to their customers as well. We continue to look forward to growth into each division of these companies and expansion to exceed expectations that have been set. We value these customers and are looking for all of the positive growth we have set for the remainder of the year and moving onwards to future years to come.

On August 8, 2024, the parties in all lawsuits involving the Company, Jean Bredeson and Warner Law LLC reached a global mediated settlement agreement. On November 1, 2024, the Company, Jean Bredeson and Warner Law LLC finalized a Settlement Agreement and Mutual Release resolving all actions and claims on the above-mentioned lawsuits. As part of the settlement, the Company executed an Asset Purchase Agreement and agreed to transfer to Bredeson all the assets and certain liabilities of its wholly owned subsidiary, Service 800, Inc. Bredeson agreed to assume the Service 800, Inc. SBA loan of $150,000.In addition, Bredeson agreed that all loans, promissory notes and corresponding accrued interest due Bredeson by the Company are forgiven with no further obligation by the Company to Bredeson. In addition, Bredeson and Warner Law agreed to pay $225,000 to TCA Special Situations Credit Strategies ICAV to resolve the Company's lawsuit with TCA and a release of TCA's UCC-1 lien filed with the State of Minnesota on Service 800, Inc.'s assets.

A complaint against the Company, including the guarantors Service 800, CCS, and PathUX, and Geordan Pursglove, dated February 26, 2024, was filed in Clark County, Nevada, by New Horizons Special Situations Credit Strategies ("TCA ICAV") related to the TCS ICAV debenture seeking $1,300,191. The Company believes that prior payments of principal and interest may have been applied to unenforceable investment banking and other fees and charges. It is the Company's position that the amount owed to TCA is less than the amount set forth above. On November 1, 2025, the Company finalized a Settlement Agreement and Release resolving all disputes and controversies for a total settlement amount of $320,000. The Company made an initial payment of $220,000 and the remaining balance of $100,000 will be paid in twenty-four (24) monthly payments of $4,166.67 beginning November 1, 2024. As of December 31, 2025 the outstanding balance owed by the Company was $41,667.

For the Years Ended December 31, 2025 and 2024

Revenue

Revenue generated for the twelve months ended December 31, 2025 and 2024 was $4 and $2,593,961 respectively.

Operating Expenses

For twelve months ended December 31, 2025, and 2024 operating expenses were $179,718 and $3,301,030, respectively.

Non-operating income (expense)

The Company reported non-operating income of $295,603 during the twelve months ended December 31, 2025, compared to non-operating expenses of $4,007,372 during the twelve months ended December 31, 2024, *Consolidated Net Income (Loss)*

For twelve months ended December 31, 2025, the Company incurred consolidated net income of $115,889, as compared to a consolidated net loss of $3,300,303 for the twelve months ended December 31,2024, As of December 31, 2025 and 2024, the Company had accumulated deficit of $68,964,526 and $69,098,763, respectively.

Purchase of Significant Equipment

We do not anticipate the purchase or sale of any plant or significant equipment during the next twelve (12) months.

Going Concern

The Company's financial statements are prepared using GAAP, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because of recent events, the Company cannot state with certainty of its ability to continue as a going concern. The accompanying consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has suffered losses from operations and has a working capital deficit, and negative cash flows from operations which raise substantial doubt about its ability to continue as a going concern. Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time in attempting to raise capital from additional debt and equity financing. Due to its nominal revenues, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue, including through a merger transaction with a well-capitalized entity. There are no assurances the Company will receive the necessary funding or generate revenue necessary to fund operations. If we are unable to obtain additional funds, or if the funds cannot be obtained on terms favorable to us, we will be required to delay, scale back or eliminate our plans to continue to develop and expand our operations or in the extreme situation, cease operations altogether.

Liquidity and Capital Resources

Our ability to continue as a going concern is dependent on our ability to raise additional capital and implement our business plan. Since inception, we have been funded by related parties through capital investment and borrowing of funds.

We had total current assets of $648,427 and $293,051 as of December 31, 2025 and 2024, respectively. Current assets consist primarily of cash and other assets. The Company had a $68,964,526 accumulated deficit on its balance sheet as of December 31, 2025.

We had total current liabilities of $4,849,596 and $4,967,626 as of December 31, 2025 and 2024, respectively. Current liabilities consisted primarily of the derivative liability, accounts payable, accrued liabilities, notes payable, deferred revenue, and accrued interest.

We had a working capital deficit of $4,509,705 and $4,674,575 as of December 31, 2025 and 2024, respectively.

We did not have any off-balance sheet arrangements at December 31, 2025 and 2024.

For the twelve months ended December 31, 2025 and 2024, cash used in operating activities was $46,740 and $216,503, respectively.

Cash Flow from Investing Activities

For the twelve months ended December 31, 2025 and 2024, cash used in investing activities was $0 and $73,619, respectively.

Cash Flow from Financing Activities

For the twelve months ended December 31, 2025 and 2024, no cash was provided by financing activities.

Contractual Obligations

As a "smaller reporting company," we are not required to provide tabular disclosure of contractual obligations.

Inflation

Inflation and changing prices have not had a material effect on our business, but we do expect that inflation or changing prices may affect our business in the foreseeable future.

Seasonality

In the past, our operating results and operating cash flows historically have not been subject to seasonal variations. This pattern may change, however, in the event that we succeed in bringing our planned products to market.

ITEM 3. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 3A. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

Our management, with the participation of our President ("Certifying Officers"), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-1I) and 15I5(e) under the Exchange Act) as of the end of the fiscal period covered by this Annual Report on Form 10-K. Based upon such evaluation, the Certifying Officers have concluded that, as of the end of such period, December 31, 2025, the Company's disclosure controls and procedures were not effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including our Certifying Officers, to allow timely decisions regarding such disclosure.

We have taken and continue to take remedial steps to improve our internal controls over financial reporting, which includes hiring additional personnel, we will continue to assess the weaknesses as these individuals progress through our onboarding process. We also continue to expand the functionality of our internal accounting systems to provide for higher levels of automation and assurance in our financial reporting function.

Management's report on internal control over financial reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) for the Company. The Company maintains processes designed by, or under the supervision of the Company's management, including but not limited to the Company's Chief Executive Officer and its Chief Accounting Officer, or persons performing similar functions, and effected by the Company's board of directors, management and other personnel, 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 including policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and disposition of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorization of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are 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.

The Company has an Audit Committee that meets periodically with management to review the manner in which they are performing their responsibilities and to discuss auditing, internal accounting controls and financial reporting matters.

Management has conducted an evaluation of the Company's internal control over financial reporting using the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission as a basis to evaluate effectiveness and determined that internal control over financial reporting was not effective as of the end of the fiscal year ended December 31, 2025. Based upon that evaluation, the Company's President concluded that the Company's internal control over financial reporting is not effective due to the material weakness noted below. A material weakness is a control deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified. The Companydid not have sufficient people with complex accounting expertise on certain matters to support its internal control over financial reporting which impacted its financial close process.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Our internal control over financial reporting was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are 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.

Changes in internal controls over financial reporting

There were no significant changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) during the year ended December 31, 2025, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

For the fourth quarter ended December 31, 2025, all items required to be disclosed under Form 8-K were reported.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information concerning our officers and directors follows.

MANAGEMENT

Executive Officers and Directors

Set forth below is certain information with respect to the individuals who are our directors and executive officers as of the date of this report:

Name	Age	Position(s)	Date of Appointment
Geordan Pursglove	38	Former Chief Executive Officer and President, Current Chairman of the Board of Directors	March 18, 2019
Peter M. Stazzone	74	Director, Chief Financial Officer	July 27, 2018
Danielle Garfield	36	Interim Chief Financial Officer	November 14, 2025

Geordan Pursglove. Mr. Pursglove was appointed as President on March 18, 2019. On November 14, 2025, Mr. Geordan Pursglove resigned as Chief Executive Officer and President of the Company. Prior to this Mr. Pursglove served as the managing director of The 2GP Group LLC. During his time as the Managing Director of The 2GP Group, Mr. Pursglove had built multiple businesses, in Sports, Sales, Marketing and Logistics. Prior to forming The 2GP Group, Mr. Pursglove attended Broward College from 2007 to 2011, Mr. Pursglove has spent time at the multiple companies which his father co-founded, George D. Pursglove. He has spent years becoming familiar with all aspects of the businesses.

Peter M. Stazzone. Mr. Stazzone was appointed to serve as a member of our Board of Directors on July 27, 2018. Mr. Stazzone is an accomplished business leader and an experienced board member in both the public and nonprofit sectors. He has served on the board of the Italian Association, a non-profit, since 2013, where he acts as Board Treasurer. Mr. Stazzone served on the board of COMPTEL from 2013 to 2016, where he oversaw the audit committee. He earned his Master of Business Administration from DePaul University with a Master of Business Administration, Finance and earned his Bachelor of Science, Accounting from the University of Illinois. He also is a member of the American Institute of Certified Public Accountants (AICPA). On February 8, 2020 (the "Effective Date"), the Company appointed Peter Stazzone to serve as the Chief Financial Officer of the Company and the Vice

President of Finance of Service 800, Inc. the Company's subsidiary. Mr. Stazzone shall also continue serving as a Director of the Company.

We believe Mr. Stazzone is qualified to serve on the board of directors because of his extensive audit experience and as a director in both public companies and non-profit organizations.

On November 14, 2025, Mr. Geordan Pursglove resigned from his position as Chief Executive Officer and President of the Company. The Board of Directors appointed Ms. Danielle Garfield as Interim Chief Executive Officer, effective immediately. Ms.Garfield joined the Company in 2018 and has since held several key leadership roles across operations and strategic management. Ms.Garfield will serve in this capacity until the anticipated completion of a potential acquisition, at which time leadership responsibilities may transition to the acquiring entity.

Board Composition

Corporate Governance and Director Independence

Our business and affairs are managed under the direction of our Board of Directors, which consists of four members. The Company's common stock is currently listed for quotation on the OTC Pink Marketplace operated by OTC Markets Group Inc. In determining whether any of its directors are independent, the Company has applied the definition for "Independent Directors" set out in Nasdaq Listing Rule 5605(a)(2), as the OTC Markets Group, Inc. does not provide such a definition.

Under Nasdaq rules, independent directors must comprise a majority of a listed company's Board of Directors within a specified period after completion of this offering. In addition, Nasdaq rules require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and governance committees be independent, subject to certain phase-ins for newly-public companies. Under Nasdaq rules, a director will only qualify as an "independent director" if, in the opinion of that company's Board of Directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act. In order to be considered independent for purposes of Rule 10A-3, a member of an audit committee may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board committee (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries or (2) be an affiliated person of the listed company or any of its subsidiaries.

In making this determination, our Board of Directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director.

Family Relationships

Geordan Pursglove, managing member of The 2GP Group LLC, which holds 206.2499 shares of Series A Preferred Stock, is the President, CEO and Director of the Company.

Board Committees

Our Board of Directors will consist of an audit committee, a compensation committee and a nominating and corporate governance committee. Our Board of Directors may establish other committees to facilitate the management of our business. The expected composition and functions of the audit committee, compensation committee and nominating and corporate governance committee are described below. Members will serve on committees until their resignation or until otherwise determined by our Board of Directors.

Audit Committee

Our audit committee consists of M Pursglove and Stazzone, with Mr. Stazzone serving as the chairman. Our Board of Directors has determined that Mr. Stazzone is an "audit committee financial expert" within the meaning of the SEC regulations. Mr. Stazzone became Chief Financial Officer of the Company on February 8, 2021, and is no longer independent. Our Board of Directors has also determined that each member of our audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, the Board of Directors has examined each audit committee member's scope of experience and the nature of their employment in the corporate finance sector.

The functions of this committee include:

- selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing our policies on risk assessment and risk management;
- reviewing related party transactions;
- obtaining and reviewing a report by the independent registered public accounting firm at least annually, that describes our internal quality-control procedures, any material issues with such procedures, and any steps taken to deal with such issues when required by applicable law; and
- approving (or, as permitted, pre-approving) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Compensation Committee

Our compensation committee consists of Messrs. Pursglove and Stazzone. The functions of the compensation committee will include:

- reviewing and approving, or recommending that our Board of Directors approve, the compensation of our executive officers;
- reviewing and recommending that our Board of Directors approve the compensation of our directors;
- reviewing and approving, or recommending that our Board of Directors approve, the terms of compensatory arrangements with our executive officers;
- administering our stock and equity incentive plans;
- selecting independent compensation consultants and assessing conflict of interest compensation advisers;
- reviewing and approving, or recommending that our Board of Directors approve, incentive compensation and equity plans; and
- reviewing and establishing general policies relating to compensation and benefits of our employees and reviewing our overall compensation philosophy.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee consists of Messrs. Stazzone and Pursglove. The functions of the nominating and governance committee will include:

- identifying and recommending candidates for membership on our Board of Directors;
- including nominees recommended by stockholders;

- reviewing and recommending the composition of our committees;

- overseeing our code of business conduct and ethics, corporate governance guidelines and reporting; and

- making recommendations to our Board of Directors concerning governance matters.

The nominating and corporate governance committee also annually reviews the nominating and corporate governance committee charter and the committee's performance.

Board Leadership Structure and Role in Risk Oversight

Due to the small size and early stage of the Company, we have not adopted a formal policy on whether the Chairman and Chief Executive Officer positions should be separate or combined.

Our board of directors is primarily responsible for overseeing our risk management processes on behalf of our company. The board of directors receives and reviews periodic reports from management, auditors, legal counsel, and others, as considered appropriate regarding our company's assessment of risks. The board of directors focuses on the most significant risks facing our company and our company's general risk management strategy and also ensures that risks undertaken by our Company are consistent with the board's appetite for risk. While the board oversees our company's risk management, management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing our company and that our board leadership structure supports this approach.

Code of Ethics

Our board of directors intends to adopt a code of ethics that our officers, directors and any person who may perform similar functions will be subject to.

Involvement in Certain Legal Proceedings

To our knowledge, our 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.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth the compensation for our fiscal years ended December 31, 2025 and 2024 earned by or awarded to, as applicable, our principal executive officer, principal financial officer and our other most highly compensated executive officers as of December 31, 2025.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	All Other Compensation ($)	Total Compensation ($)
Geordan Pursglove	2025	$ -	$ -	$ -	$ -	$ -	$ -
Chief Executive Officer and Chairman							
	2024	$ 142,500	$ 15,000	$ -	$ -	$ -	$ 157,500
Danielle Garfield							
Interim Chief Executive Officer	2025	$ -	$ -	$ -	$ -	$ 7,500	$ 7,500
	2024	$ -	$ -	$ -	$ -	$ -	$ -
Peter Stazzone							
Chief Financial Officer	2025	$	$	$ 26,781	$ -	$ 15,000	$ 41,781
	2024	$ 180,000	$ 7,500	$ -	$	$	$ 157,500

There were no other salaries paid in 2025 and 2024 to any other officer. No executive officer received total annual salary and bonus compensation in excess of $1,000,000.

Summary of Employment Agreements and Material Terms

Geordan Pursglove. On March 18, 2019, we entered into an employment agreement with Mr. Pursglove pursuant to which he shall serve as the Company's Chief Executive Officer and Chairman. The agreement provides for an annual base salary of $360,000, payable for a period of three (3) years and provides for other benefits as defined in the agreement. Mr. Pursglove's employment agreement further provides for the payment of severance under certain conditions. If the Company terminates his employment other than for "cause" or if Mr. Pursglove terminates his employment for "reasonable basis," Mr. Pursglove shall be entitled to receive (i) his then in-effect base salary, bonuses and incentive compensation, benefits and other compensation that he would otherwise be entitled to receive through the remainder of his term under the agreement; (ii) any bonuses and incentive compensation for any preceding year or for the current year that have been earned, but not been paid as of the effective date of termination; and (iii) payment of all other accrued but unpaid payment and benefits as of the effective date of termination. On November 14, 2025, Mr. Geordan Pursglove resigned from his position as Chief Executive Officer and President of the Company.

On February 8, 2021, the Company appointed Peter Stazzone as Chief Financial Officer of the Company and Vice-President of Service 800, Inc., a subsidiary of the Company. In connection with Mr. Stazzone's appointment as the Company's Chief Financial Officer, on the Effective Date, the Company entered into an Employment Agreement (the "Employment Agreement") with Mr. Stazzone for an initial term of three years at an annual salary of $180,000 ("Base Salary").

Peter Stazzone. Mr. Stazzone is also eligible to earn an annual fiscal year cash performance bonus for each whole or partial fiscal year of his employment period with the Company of a target bonus of an amount equal to up to 100% of the Base Salary. The Company shall issue to Stazzone shares of restricted common stock of the Company in the amount equal to one (1%) percent of the Company's issued and outstanding common stock as of each of the following dates (the "Shares"), provided that the Employment Agreement has not been terminated prior to such date(s): (i) the first anniversary of the Employment Agreement; (ii) the second anniversary of the Employment Agreement; (iii) the third anniversary of the Employment Agreement; and (iv) the fourth anniversary of the Employment Agreement.

Other than as set forth herein, we have not entered into any employment or consulting agreements with any of our current officers, directors or employees.

Outstanding Equity Awards at Fiscal Year End

As of the Company's fiscal years ended December 31, 2025 and 2024, the Company had no outstanding equity awards.

Director Compensation

The Company plans to appoint additional directors and may reimburse its directors for expenses incurred in connection with attending board meetings. The Company paid director fees totaling $15,000 during 2025. The Company has no formal plan for compensating its directors for their service in their capacity as directors.

Compensation Committee Interlocks and Insider Participation

The board of directors conducts reviews with regard to the compensation of the directors and the Chief Executive Officer once a year. To make its recommendations on such compensation, the board of directors does take into account the types of compensation and the amounts paid to officers of comparable publicly traded companies.

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

Certain Relationships and Related Party Transactions

On July 27, 2017, we authorized the issuance of 250,000,000 shares of Series A Preferred Stock to Mr. Geordan Pursglove. On March 2, 2021, there was a 1-for-1,000,000 reverse stock split of the shares of Series A Preferred Stock, with ratable adjustments to the voting and conversion terms.

On December 31, 2019, the Company canceled 100 shares of Pre reverse-stock split shares Series A preferred stock which were owned by Mr. Pursglove through the entity The 2GP Group LLC. The 100 shares of preferred stock were returned to treasury, increasing the number of shares of authorized undesignated preferred stock from 0 to 100. The Board designated 51 of such 100 pre-reverse stock split shares as Series B Preferred. Each share of Series B Preferred carries approximately 1% of the voting power, but these shares do not have any economic rights. The Board issued 33 shares of the Series B Preferred stock to Geordan Pursglove during the year ended December 31, 2020. The value of the stock issuance was $483,450 based on an independent valuation of the transaction. During the year ended December 31, 2021, Mr. Pursglove received twelve (12) shares of Series B Preferred stock and the Chief Financial Officer, Peter Stazzone, issued six (6) shares of Series B Preferred. The value of the stock issuance was zero based on an independent third-party valuation of the transactions.

Other than the foregoing, we have not engaged in any transaction within the past two completed fiscal years and the current fiscal year, and do not plan to engage in any transaction with a related person or a person with a direct or indirect material interest in an amount that exceeds the lesser of (i) $120,000 or (ii) one percent of the average of our total assets at year-end for the last two completed fiscal years.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information with respect to the beneficial ownership of our voting securities by (i) any person or group owning more than 5% of any class of voting securities; (ii) our director and chief executive officer; (iii) our chief financial officer; and (iv) all executive officers and directors as a group as of December 31, 2025. Unless otherwise indicated, the address of all listed stockholders is c/o Beyond Commerce, Inc., 3773 Howard Hughes Parkway, Suite 500 Las Vegas, NV 89169.

Name of Beneficial Owner	Common Stock Beneficially Owned (1)	Percentage of Common Stock Owned (1)	Series A Preferred Stock Beneficially Owned (1)	Series A Percentage of Preferred Stock Owned (1)	Series B Preferred Stock Beneficially Owned (1)	Percentage of Series B Preferred Stock Owned (1)	Percentage of Voting Power (2)
Directors and Officers:							
Geordan Pursglove (3)	-	-	206.2499	82.50 %	45	88.2 %	49.8 %
Peter Stazzone	535,611,496	3 %	-	-	6	11.8 %	7.0 %
All officers and directors (4 persons)	535,611,496	3 %	206.2499	82.50 %	51	100 %	56.8 %
The 2GP Group, LLC (3)	-	-	206.2499	82.50 %	-	-	5.94 %
Fiona Oakley(4)	1,556,632	*	43.750	17.50 %	-	-	.01 %

(1) Applicable percentage ownership is based on shares of common stock outstanding 249.9999 shares of Series A Preferred Stock, 51 shares of Series B Preferred Stock and 812,692 shares of Series C Preferred Stock issued and outstanding as of December 31, 2025. Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the number of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of December 31, 2025.

(2) Represents the number of votes held on all matters submitted to a vote of our stockholders. As of December 31, 2025, we have 249.9999 shares of Series A Preferred Stock issued and outstanding, each entitled to 3,000,000 votes per share, =51 shares of Series B Preferred Stock and 812,692 shares of Series C Preferred Stock issued and outstanding. Each one (1) share of the Series B Preferred Stock shall have voting rights equal to (x) 0.019607 multiplied by the total number of votes of issued and outstanding shares of stock of the Company eligible to vote at the time of the respective vote (the "Numerator"), divided by (y) 0.49, minus (z) the Numerator. Each share of Series C Preferred Stock is convertible into 100,000 shares of common stock and has voting rights on an as-converted basis, provided that the shareholder is prohibited from converting into a number of shares of common stock that exceeds 9.99% of the issued and outstanding common stock.

(3) The shares of Series A Preferred Stock are held by The 2GP Group, LLC, an entity controlled by Mr. Geordan Pursglove, the Former Chief Executive Officer and current Chairman of the Company. Each share of Series A Preferred Stock is convertible into 1,000,000 shares of common stock. Mr. Pursglove, managing member of The 2GP Group, LLC, holds sole voting and dispositive power over these shares. The address for The 2GP Group, LLC is 222 Yamato Road, Suite 260, Boca Raton, FL 33431.

(4) The shares held by Fiona Oakley were gifted to her by our Former President and Chief Executive Officer.

Changes in Control

There are currently no arrangements which would result in a change in control of the Company.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit Fees

The aggregate fees billed for the fiscal years ended December 31, 2025 and 2024 for professional services rendered by the principal accountant for the audit of our annual financial statements and quarterly review of the financial statements included in our Form 10-K or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years were $0 and $0, respectively.

Tax Fees

For the fiscal years ended December 31, 2025 and 2024, for professional services related to tax compliance, tax advice, and tax planning work by our principal accountants, we incurred expenses of $0 and $0 respectively.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Beyond Commerce, Inc.

April 15, 2026

By: */s/ Danielle Garfield*
Interim CEO
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Danielle Garfield Danielle Garfield	Interim CEO (Principal Executive Officer)	April 15, 2026
/s/ Peter Stazzone Peter Stazzone	CFO, Director (Principal Financial Officer, Principal Accounting Officer)	April 15, 2026