



OTC Hearing Aid Consumer Brands:



**INNERSCOPE HEARING TECHNOLOGIES, INC.**

2151 Professional Drive, Ste. 105  
Roseville, California 95661

1-800-520-7996

[www.innd.com](http://www.innd.com)

[info@innd.com](mailto:info@innd.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:

183,079,824 shares of common stock as of December 31, 2025

92,883,738 shares of common stock as of September 30, 2025

16,418,814 shares of common stock as of December 31, 2024

### **Shell Status**

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

Yes:

No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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

The Company was originally incorporated in the State of Nevada on June 15, 2012, as InnerScope Advertising Agency, Inc. On August 25, 2017, the Company changed its name to InnerScope Hearing Technologies, Inc.

Current State and Date of Incorporation or Registration: Nevada corporation (6/15/2012)  
Standing in this jurisdiction: (e.g. active, default, inactive): ACTIVE

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
None

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

None

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

1:2500 Reverse Stock Split occurred on August 21, 2024. NEW CUSIP # 45781P302 as of 8/21/2024. Share numbers represented prior to August 21, 2024, are on a pre-split basis, and share numbers on or after August 21, 2024, are on a post-split basis.

Address of the issuer's principal executive office:

2151 Professional Drive, Ste 105, Roseville, California 95661

Address of the issuer's principal place of business:

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

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

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

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## 2) Security Information

### Transfer Agent

Name: VStock Transfer Company  
Phone: 212-828-8436  
Email: [yoel@vstocktransfer.com](mailto:yoel@vstocktransfer.com)  
Address: 18 Lafayette Place, Woodmere, New York 11598

### Publicly Quoted or Traded Securities:

Trading symbol:	<u>INND</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>45781P302</u>
Par or stated value:	\$0.25
Total shares authorized:	<u>14,975,000,000</u> as of date: <u>12/31/2025</u>
Total shares outstanding:	<u>183,079,824</u> as of date: <u>12/31/2025</u>
Total number of shareholders of record:	<u>129</u> as of date: <u>12/31/2025</u>

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

Exact title and class of the security:	<b>Series A Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>9,510,000</b> as of date: 12/31/2025
Total shares outstanding (if applicable):	<b>0</b> as of date: 12/31/2025
Total number of shareholders of record	<b>0</b> as of date: 12/31/2025

Exact title and class of the security:	<b>Series B Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>900,000</b> as of date: 12/31/2025
Total shares outstanding (if applicable):	<b>900,000</b> as of date: 12/31/2025
Total number of shareholders of record	<b>3</b> as of date: 12/31/2025

Exact title and class of the security:	<b>Series C Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>10,000,000</b> as of date: 12/31/2025
Total shares outstanding (if applicable):	<b>243,733</b> as of date: 12/31/2025
Total number of shareholders of record	<b>36</b> as of date: 12/31/2025

Exact title and class of the security:	<b>Series D Preferred Stock</b>
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CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>5,000,000</b> as of date: 12/31/2025
Total shares outstanding (if applicable):	<b>35,000</b> as of date: 12/31/2025
Total number of shareholders of record	<b>5</b> as of date: 12/31/2025
Exact title and class of the security:	<b>Series E Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>250,000</b> as of date: 12/31/2025
Total shares outstanding (if applicable):	<b>0</b> as of date: 12/31/2025
Total number of shareholders of record	<b>0</b> as of date: 12/31/2025
Exact title and class of the security:	<b>Series F Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>250,000</b> as of date: 12/31/2025
Total shares outstanding (if applicable):	<b>0</b> as of date: 12/31/2025
Total number of shareholders of record	<b>0</b> as of date: 12/31/2025
Exact title and class of the security:	<b>Series G Preferred Stock</b>
CUSIP (if applicable):	N/A
Par or stated value:	<b>\$.0001</b>
Total shares authorized:	<b>250,000</b> as of date 12/31/2025
Total shares outstanding (if applicable):	<b>0</b> as of date: 12/31/2025
Total number of shareholders of record	<b>0</b> as of date: 12/31/2025

**Security Description:**

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders 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. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Articles of Incorporation do not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

We have never declared or paid any cash dividends on our common stock.

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

Series A Preferred Stock. Series A Preferred Stock is not entitled to dividends unless the Corporation pays cash dividends or dividends in other property to holders of Common Stock. In such cases, each share of Series A Preferred Stock will receive dividends equal to the Conversion Rate multiplied by the amount paid for one share of Common Stock. Holders of Series A Preferred Stock have the right to vote together with Common Stock holders as a single class on all matters submitted to Common Stock holders.

Each share of Series A Preferred Stock carries votes equal to the number of shares of Common Stock issuable based on the Conversion Rate. They also have voting rights required by applicable law and can take action by written consent without a meeting. Series A Preferred Stock will automatically convert into Common Stock upon the filing and acceptance of an amendment to the Articles of Incorporation that increases the number of authorized shares of Common Stock. The conversion rate is 2 shares of Common Stock for each share of Series A Preferred Stock. The conversion rate is subject to adjustments for stock dividends, recapitalizations, reclassifications, and other similar events. In the event of liquidation, dissolution, or winding up of the Corporation, the assets available for distribution will be distributed ratably among Series A Preferred Stock and Common Stock holders. Each share of Series A Preferred Stock is entitled to receive an amount equal to the Conversion Rate multiplied by the amount distributed to one share of Common Stock. Series A Preferred Stock does not have any redemption rights or sinking fund provisions.

Series B Preferred Stock. The Series B Preferred Stock has the following voting rights: as a class, the Series B Preferred Stock shall have the voting rights equal to four times the sum of (a) the total number of shares of Company common stock outstanding plus (b) the total number of shares of Series C Preferred Stock and Series D Preferred Stock outstanding. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, 80% of the total aggregate value of the dividend shall be distributed to the holders of the Series B Preferred Stock, with each holder receiving their respective pro rata share of such amount. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any other series or class of stock, 80% of assets, or liquidated value thereof, which remain after any legally obligated payments are made by the Company, shall be distributed to the holders of the Series B Preferred Stock, with each holder receiving their respective pro rata share of such assets, or liquidated value thereof. The Series B Preferred Stock has rights of conversion into Company common stock, exercisable at any time, as follows: if at least one share of Series B Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series B Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of common stock which equals four times the sum of (a) the total number of shares of common stock which are issued and outstanding at the time of conversion

plus (b) the total number of shares of common stock that the total number of issued and outstanding Series C Preferred Stock and the Series D Preferred Stock would be convertible into at the time of conversion.

Series C Preferred Stock. The Series C Preferred Stock possesses no voting rights. The holders of Series C Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion, except that, upon any declaration of a dividend, the amount of dividend payable to the holders of Series C Preferred Stock, if any, shall be determined by the Board of Directors, with the limitation that no more than 1% of the total aggregate value of the dividend may be payable to the holders of Series C Preferred Stock. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, holders of the Series C Preferred Stock shall receive such distributions as determined by majority vote of the Board of Directors. However, no more than 1% of the total aggregate value of the distribution may be payable to the holders of Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible, at any time at the sole election of the holder, into the number of shares of Company common stock that together are equal to 300% of the price paid for a share of Series C Preferred Stock, divided by the then-current market price of Company common stock.

Series D Preferred Stock. The Series D Certificate of Designation designates 5,000,000 shares of the Company's authorized preferred stock as Series D Preferred Stock. The price of each share of Series D Preferred Stock shall be set by the Board of Directors. Each share of Series D Preferred Stock shall be convertible, at any time at the sole election of the holder, into the number of shares of the Common Stock that are equal to 200% of the price paid for a share of Series D Preferred Stock, divided by the Market Price of the Common Stock, as that term is defined in the Series D Certificate of Designation.

Series E, F, G Preferred Stock. The Company has designated 250,000 shares for each Series. Shares of each Series of the E, F and G Preferred Stock may only be issued to the former shareholders of one corporation, limited liability company or other company or business entity that is being acquired by the Corporation (the "Acquired Company"), or to other persons or entities specifically listed in the agreement to acquire the Acquired Company which is the subject of each of the Series E, F and G Preferred Series, which agreement(s) shall have been ratified by a majority of the Board of Directors ("Acquisition

Agreement”). The price of each share of Series E, F and G Preferred Stock shall be set, and can be changed, by the Board of Directors through ratification of the Acquisition Agreement. Shares of Series E, F and G Preferred Stock shall have conversion rights as delineated by the terms of their respective Acquisition Agreement.

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

None

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

None

### 3) Issuance History

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

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

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

Number of Shares outstanding as of January 1, 2024		Opening Balance:							
		Common: 11,772,110,873 Preferred: Series B: 900,000 Series C: 243,733 Series D: 55,000 Preferred Series A, E, F, G: 0							
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting /investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type
2/08/2024	Issuance	509724950	Common	101,945	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
2/12/2024	Issuance	1257669289	Common	503,068	No	FLOYD KURILOFF	Acquisition	Restricted	4(a)(2)
05/02/2024	Issuance	50000000	Common	10000	No	JOSHUA MASS	Preferred Conversion to Common Stock	Unrestricted	Conversion
05/02/2024	Cancel	5000	Preferred D	10000	No	JOSHUA MASS	Preferred Conversion to Common Stock	Unrestricted	Conversion
5/10/2024	Issuance	253358166	Common	25336	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
8/30/2024	Issuance	18183	Common	4546	No	Various Shareholders	Issued shares to make whole fractional shareholders caused from the Reverse Split	Unrestricted	DTC
9/04/2024	Issuance	23	Common	2	No	Various Shareholders	Issued shares to make whole fractional shareholders caused from the Reverse Split	Unrestricted	DTC
5/10/2024	Issuance	221,427	Common	35453	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
10/16/2024	Issuance	147,326	Common	14,585	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)

10/15/2024	Issuance	288,260	Common	34,591	No	NICHOLAS NAYLOR	Acquisition	Restricted	Rule 144
10/15/2024	Issuance	288,260	Common	34,591	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
10/15/2024	Issuance	288,260	Common	34,591	No	TANE MANNING	Acquisition	Restricted	Rule 144
10/15/2024	Issuance	288,260	Common	34,591	No	ANTHONY BENDER	Acquisition	Restricted	Rule 144
10/30/2024	Issuance	353,151	Common	30,971	No	NICHOLAS NAYLOR	Acquisition	Restricted	Rule 144
11/1/2024	Issuance	259,500	Common	15,596	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
11/4/2024	Issuance	384,400	Common	30,752	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
11/5/2024	Issuance	170,215	Common	13,617	No	ANTHONY BENDER	Acquisition	Restricted	Rule 144
11/12/2024	Issuance	288,260	Common	26,232	No	TANE MANNING	Acquisition	Restricted	Rule 144
11/13/2024	Issuance	335,260	Common	20,116	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
11/14/2024	Issuance	260,700	Common	21,899	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
11/18/2024	Issuance	456,342	Common	35,823	No	NICHOLAS NAYLOR	Acquisition	Restricted	Rule 144
11/20/2024	Issuance	384,400	Common	32,405	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
11/21/2024	Issuance	344,908	Common	20,694	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
11/24/2024	Issuance	447,300	Common	34,353	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
11/25/2024	Issuance	277,695	Common	19,466	No	NICHOLAS NAYLOR	Acquisition	Restricted	Rule 144
12/2/2024	Issuance	549,758	Common	17,647	No	TANE MANNING	Acquisition	Restricted	Rule 144
12/2/2024	Issuance	447,300	Common	14,358	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
12/5/2024	Issuance	347,045	Common	20,823	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
12/5/2024	Issuance	1,000,000	Common	40,000	No	AARON LEVINE	Preferred D Shares Conversion	Restricted	Rule 144
12/5/2024	Cancellation	20,000	Preferred D Shares	40,000	No	AARON LEVINE	Preferred D Shares Conversion	Restricted	Rule 144
12/12/2024	Issuance	447,300	Common	26,838	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
12/10/2024	Issuance	607,862	Common	18,844	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
12/19/2024	Issuance	1,369,241	Common	51,347	No	FLOYD KURILOFF	Acquisition	Restricted	Rule 144
12/31/2024	Issuance	610,990	Common	21,079	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
1/8/2025	Issuance	249,170	Common	25,000	No	TANE MANNING	Acquisition	Restricted	Rule 144
1/24/25	Issuance	806,332	Common	11,772	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
2/11/2025	Issuance	864,737	Common	17,295	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
3/5/2025	Issuance	912,715	Common	18,254	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
3/21/2025	Issuance	958,881	Common	10,548	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
04/16/2025	Issuance	2,029,000	Common	7,710	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
04/22/2025	Issuance	1,119,338	Common	6,716	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
05/06/2025	Issuance	2,230,000	Common	4,460	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
05/07/2025	Issuance	1,172,288	Common	3,751	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
05/19/2025	Issuance	2,677,000	Common	5,354	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
05/23/2025	Issuance	1,345,052	Common	2,824	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
05/30/2025	Issuance	2,682,000	Common	4,559	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)

06/06/2025	Issuance	1,678,152	Common	3,524	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
06/11/2025	Issuance	3,346,000	Common	5,354	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
06/17/2025	Issuance	1,932,280	Common	5,023	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
06/18/2025	Issuance	3,838,000	Common	7,676	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
06/30/2025	Issuance	4,410,000	Common	5,292	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
07/08/2025	Issuance	2,222,257	Common	4,000	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
07/22/2025	Issuance	2,545,385	Common	3,563	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
08/01/2025	Issuance	5,066,000	Common	5,066	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
8/14/2025	Issuance	2,861,755	Common	5,723	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
8/22/2025	Issuance	5,820,000	Common	6,984	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
08/29/2025	Issuance	6,103,000	Common	6,713	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
09/12/2025	Issuance	3,656,321	Common	5,118	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
09/15/2025	Issuance	7,284,000	Common	8,012	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
09/25/2025	Issuance	8,367,000	Common	8,367	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
10/01/2025	Issuance	4,189,811	Common	7,542	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
10/06/2025	Issuance	8,400,000	Common	7,560	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
10/17/2025	Issuance	8,837,000	Common	6,186	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
10/21/2025	Issuance	5,248,504	Common	9,447	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
10/27/2025	Issuance	8,047,000	Common	6,438	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
11/06/2025	Issuance	9,650,000	Common	5,790	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
11/11/2025	Issuance	6,183,771	Common	618	No	GS CAPITAL PARTNERS, LLC	Cash/Debt Forgiveness	Unrestricted	4(a)(2)
11/14/2025	Issuance	8,098,000	Common	4,859	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
11/28/2025	Issuance	15,026,000	Common	7,513	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)
12/22/2025	Issuance	16,516,000	Common	6,606	No	Trillium Partners LP	Debt Forgiveness	Unrestricted	3(a)(10)

Shares Outstanding on Date of This Report:

Ending Balance:

Date 12/31/25

Common: 183,079,824

Preferred Series B: 900,000

Preferred Series C: 243,733

Preferred Series D: 35,000

Preferred Series A, E, F, G: 0

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

GS Capital Partners, LLC (Gabe Syegh)

Trillium Partners LP (Stephen Hicks)

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table

includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>1</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
4/12/2022	\$112,100	\$291,739	October 27, 2023	Lowest Closing Price within 10 trading days from conversion	37,805,085	224,200,000	GS CAPITAL PARTNERS, LLC (see footnotes)	Working Capital
2/14/2025 (Settlement Agreement date)	\$3,987,390	\$3,856,623	N/A — Court-approved settlement; shares issued on ongoing basis per Settlement Agreement	Court-approved Section 3(a)(10) exchange pursuant to Agreed Order entered April 2, 2025 by the Circuit Court of the 17th Judicial Circuit, Broward County, FL (Case No. CACE25000584)	128,426,000	7,713,246,000	Trillium Partners LP (Stephen Hicks)	Settlement of outstanding claims pursuant to court-approved Section 3(a)(10) exchange
<b>Total Outstanding Balance:</b>		4,148,361		<b>Total Shares:</b>	166,231,085	7,937,446,000		

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

GS Capital Partners, LLC (Gabe Syegh) & Trillium Partners LP (Stephen Hicks)

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

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

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

#### History

The Company was originally incorporated in the State of Nevada on June 15, 2012, as InnerScope Advertising Agency, Inc. On August 25, 2017, the Company changed its name to InnerScope Hearing Technologies, Inc. to better reflect the Company's direction as a hearing health technology company focused on distributing and selling hearing health-related products and hearing solutions over-the-counter (OTC).

<sup>1</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

The Company is a distributor of OTC Hearing Aids, Hearing Aid Accessories and Hearing Health-Related Products ("Hearing Products") dedicated to addressing the global demand for affordable hearing solutions. InnerScope's Hearing Products and its B2C and B2B business model are designed to break through the persistent barriers that prevent access to effective and affordable hearing solutions. The Company's mission is to improve the quality of life of the approximately 48 to 50 million Americans who experience some degree of hearing loss, according to the Hearing Loss Association of America, and the estimated 1.5 billion people worldwide living with hearing impairment, according to the World Health Organization.

The Company's management team brings over 30 years of direct experience in the hearing aid industry, having previously built and operated a network of over 70 hearing clinics across California and Florida through predecessor family businesses, generating aggregate revenues of over \$50 million prior to their sale to global hearing aid manufacturers. Management believes this operational heritage and established industry relationships represent meaningful competitive advantages as the Company pursues its current strategy. The historical performance of predecessor entities is not necessarily indicative of the Company's future performance.

## Recent Events

October 17, 2022, marked a turning point for the Company, when the FDA final rule was enacted (the "FDA Rule") permitting the over-the-counter sale of hearing aids for perceived mild to moderate hearing losses. Immediately, it became permissible for us to sell our hearing aids ("OTC Hearing Aids") directly to consumers as an over-the-counter product.

On August 21, 2024, the Company effected a 1:2500 reverse stock split of its common stock. Share numbers represented prior to August 21, 2024, are on a pre-split basis, and share numbers on or after August 21, 2024, are on a post-split basis.

The Company maintains active distribution agreements and vendor relationships with multiple retail and wholesale channels, including Walmart Vision Centers, Walmart.com, Walmart Canada, BestBuy.com, Amazon.com, Fingerhut.com, Giant Eagle, Hy-Vee, Hartig Drug, Food City, Cardinal Health at-Home, and Topco Associates. While the majority of these retailers do not currently have the Company's products actively listed, the Company believes that once products and marketing budgets are properly prepared, these retailer connections can be refreshed and products launched through these channels. The Company is actively seeking partnerships both inside and outside of the hearing industry, primarily in the health-related sector, to leverage its existing retailer contracts and distribution connections to bring innovative health products to market. There can be no assurance that the Company will be successful in reactivating these distribution channels or that any such agreements remain enforceable following extended periods of inactivity.

During the reporting period, the Company settled outstanding debt obligations through a court-approved exchange pursuant to Section 3(a)(10) of the Securities Act of 1933. Pursuant to a Settlement Agreement dated February 14, 2025, between the Company and Trillium Partners LP, the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida (Case No. CACE25000584, Hon. David A. Haimes presiding) held a fairness hearing on March 27, 2025, and entered an Agreed Order Approving Settlement Agreement and Stipulation for Dismissal on April 2, 2025, finding the terms of the settlement to be fair. Under the settlement, the Company is issuing shares of its common stock to Trillium Partners LP in exchange for the release of approximately \$3,987,390 in outstanding claims. Shares issued pursuant to Section 3(a)(10) are freely tradeable upon issuance without restriction under the Securities Act. The issuance of these shares has been and will continue to be dilutive to existing common shareholders. As of December 31, 2025, the Company had issued a portion of the settlement shares, with remaining issuances to continue following the reporting period pursuant to the terms of the Settlement Agreement. The Company also continued to address additional legacy debt obligations through conversions under existing convertible note agreements with GS Capital Partners, LLC, which also resulted in the issuance of additional shares of common stock during the reporting period.

Additionally, in 2025 the Company entered into a licensing and asset transfer arrangement with OTCHHealth Inc., a Nevada corporation and affiliated company whose officers include members of the Company's management team. Under this arrangement, the Company has licensed certain brand assets, customer databases, and distribution relationships to OTCHHealth in exchange for equity ownership in OTCHHealth and ongoing royalty payments. The Company believes this arrangement allows it to monetize its existing assets while retaining equity participation in OTCHHealth's operating activities, including telehealth services and health product distribution. The Company's officers who also serve as officers or directors of OTCHHealth include

Matthew Moore (President and Co-Founder of OTCHealth) and Kimberly Moore (CEO and Founder of OTCHealth).

## Business Model

The Company's Hearing Products and its business model allows consumers to break traditional barriers that prevent access to effective hearing solutions. The Company's prior acquisition (September 30, 2021) of the iHear Medical brand and certain hearing aid technology assets expanded its direct-to-consumer capabilities. In addition, the Company acquired the HearingAssist brand, an established name in the direct-to-consumer hearing aid market, adding a significant marketing database and customer reach. The Company does not currently own any patents. The 40 U.S. patents previously held by iHear Medical Inc. were sold by iHear Medical prior to the Company's acquisition of the iHear brand assets and are not owned by the Company.

Management believes the Company's key assets, including its extensive customer and marketing database of over 50,000 contacts and its established retailer relationships across major pharmacy and retail chains, position the Company to pursue opportunities in the hearing solutions market. The Company is actively seeking partnerships both inside and outside of the hearing industry, primarily in the health-related sector, to leverage these existing retailer contracts and distribution connections to bring innovative products to market and create multiple levels of monetization from the Company's remaining assets. There can be no assurance that the Company will be successful in executing on these plans or generating revenue from these assets.

## Business

The Company is a distributor of OTC Hearing Aids, Hearing Aid Accessories and Hearing Health-Related Products dedicated to addressing the global demand for affordable hearing solutions. InnerScope's Hearing Products and its B2C and B2B business model are designed to break through the persistent barriers that prevent access to effective and affordable hearing solutions.

The Company's mission is to improve the quality of life of the approximately 48 to 50 million Americans who experience some degree of hearing loss and the estimated 1.5 billion people worldwide living with hearing impairment. The management team of InnerScope is applying decades of industry experience and believes it is well-positioned with its initiative in-store point-of-sale Free Self-Check Hearing Screening Kiosks ("Hearing Kiosks") to benefit from the FDA Rule. This FDA Rule allows OTC hearing aids for perceived mild to moderate hearing losses to be sold over-the-counter in retail stores without a prescription or having to see a hearing health care professional.

The Hearing Kiosk, deployed in over 100 locations around the country, is designed for the tens of millions of Americans with undetected/untreated perceived mild-to-moderate hearing losses to treat themselves with the Company's easy, convenient, and affordable OTC hearing aids offered in-store off-the-shelf and/or OTC online. The Company maintains active distribution agreements and vendor credentials across multiple retail and wholesale channels, including Walmart Vision Centers, Walmart.com, Walmart Canada, CVS, CVS.com, BestBuy.com, Amazon.com, Fingerhut.com, Giant Eagle, Hy-Vee, Hartig Drug, Food City, Cardinal Health, Cardinal Health at-Home, AmerisourceBergen, and Topco Associates, collectively representing access to 15,000+ grocery and pharmacy stores. While the majority of these retailers do not currently have the Company's products actively listed, these agreements remain in place, and the Company believes these relationships can be activated once products and marketing resources are in place. The Company is actively pursuing partnerships in and outside of the hearing industry, primarily in health-related sectors, to leverage its existing retailer contracts and distribution infrastructure to bring innovative health products to market.

## Manufacturing

The Company's Hearing Products have historically been manufactured by contracted OEM hearing aid manufacturers based in China. The Company has relied on third-party suppliers for the components used in its hearing aids, including semiconductor components such as integrated circuits, as well as batteries, microphones, and receivers. The Company does not currently plan to manufacture its hearing aids or any related components itself.

As of December 31, 2025, the Company maintains existing inventory of legacy iHear and HearingAssist branded hearing aid products. Future product orders from the Company's OEM suppliers or through new supply arrangements will be placed as market demand and available capital warrant. To the extent the Company acts as an initial importer of medical devices manufactured by foreign OEM suppliers, the Company may be required to register its establishment with the FDA under 21 CFR Part 807 and comply with applicable medical device reporting obligations. The Company is currently evaluating its registration obligations in connection with any resumption of product sales.

Manufacturing facilities that produce medical devices and/or their component parts intended for distribution worldwide are subject to regulation and periodic unannounced inspection by the FDA and other domestic and international regulatory agencies. In the United States, any products we sell are required to be manufactured in compliance with the FDA's Quality System Regulation, which covers the methods used in, and the facilities used for, the design, testing, control, manufacturing, labeling, quality assurance, packaging, storage, and shipping of our products.

While the Company has not been directly impacted by any major disruption to its supply chain to date, the Company cannot provide any assurance that future disruptions will not emerge as a result of ongoing supply chain issues, inflation, tariff changes, or other extrinsic factors. OTC hearing aids are currently classified under HTS 9021.40.00.00, which carries a 0% base MFN duty rate, although tariff policies are subject to change and any imposition of significant tariffs on Chinese-manufactured hearing devices could materially increase the Company's cost of goods sold.

## Research and Development

The Company is committed to ongoing research and development. The Company's prior acquisition of the iHear Medical brand and certain hearing aid technology assets expanded its product development capabilities. The Company is focused on continuing to offer Hearing Products with improved sound quality, amplification, noise reduction, fit, comfort, water resistance, and ease-of-use, as well as reduced cost of goods and better connectivity. The Company believes that the continued introduction of new and improved products is critical to maintaining existing customers, attracting new customers, achieving market acceptance of our products, and maintaining or increasing its competitive position in the market. The Company does not currently maintain an internal research and development staff or facility, and any future product development activities would be conducted through third-party partnerships or supply arrangements.

## Competition

The Company has numerous direct, indirect and partial competitors in the OTC hearing aid market. Since the FDA's Over-the-Counter Hearing Aid Final Rule took effect on October 17, 2022, the competitive landscape has evolved significantly. Notable competitors include LXE Hearing (formed in March 2025 through the merger of Eargo and hearX/Lexie Hearing, backed by \$100 million from Patient Square Capital), Jabra Enhance (a subsidiary of GN Store Nord), Sony (which offers OTC hearing aids manufactured in partnership with WS Audiology), MDHearingAid, Lucid Hearing (with approximately 450 hearing centers inside Sam's Club locations), Audicus, and Sennheiser (whose OTC hearing aids are manufactured by Sonova, the largest global hearing aid company). In September 2024, Apple received FDA authorization for its AirPods Pro hearing aid feature, making Apple a significant new entrant in the OTC hearing aid category at a price point of \$249 per pair. Additionally, a growing number of budget-priced OTC hearing aid brands, including several China-based manufacturers, compete through Amazon and other online channels at price points ranging from \$100 to \$400 per pair. Many of these competitors have valuable industry relationships and access to greater resources, financial and otherwise, than the Company does. There is no assurance that the Company will be able to compete effectively in its industry, nor is there any assurance that it will ever be able to earn a profit.

The internet and e-commerce have become primary distribution channels for OTC hearing aids. Amazon is the largest online channel for budget and mid-tier OTC devices, and major retailers including Walmart, Costco, Best Buy, CVS, and Walgreens sell OTC hearing aids both in-store and online. The Company competes directly with internet-based and direct-to-consumer companies in this evolving market. The overall hearing device industry continues to be controlled by five global manufacturers: GN Store Nord (parent of Jabra and ReSound), Sonova (parent of Phonak and Sennheiser hearing), Starkey Hearing Technologies, Demant A/S (parent of Oticon), and WS Audiology (parent of Widex, Signia, and the Sony hearing aid line), which collectively control an estimated 84% of the U.S. hearing aid product market and 90% of the global market. These manufacturers have substantially greater financial, sales and marketing, manufacturing and development resources than the

Company and also operate extensive networks of retail hearing clinics throughout the United States. The Company also competes against traditional brick-and-mortar retail hearing clinics, many of which are owned by or affiliated with these global manufacturers. Consumer adoption of OTC hearing aids has been slower than initially projected following the 2022 FDA rule, with OTC devices representing approximately 5.7% of hearing aid users according to the MarkeTrak 2025 industry survey. However, the OTC hearing aid market is projected to grow at a compound annual growth rate of approximately 9% through 2035, presenting opportunities for companies with established distribution relationships and customer databases.

## Intellectual Property

With the Company's asset purchase of iHear Medical Inc., it acquired the iHear Medical brand name, certain hearing aid technology assets, and related intellectual property. The 40 U.S. patents previously held by iHear Medical Inc. were sold by iHear Medical prior to the Company's acquisition and are not owned by the Company. The Company has direct access to use the patents with the current patent holder created from the iHear Medical acquisition. The Company does not independently own any patents. There can be no assurance that the Company's access to the iHear Medical patent portfolio will remain in effect, as the current holder of such patents may terminate, modify, or decline to renew such access, which could impair the Company's ability to utilize the underlying technology. Additionally, certain patents in the iHear Medical portfolio may be subject to maintenance fee obligations, and any lapse in such fees by the current patent holder could result in abandonment of individual patents prior to their natural expiration date.

The Company holds copyrights, trademarks, and trade names, including the InnerScope and HearingAssist brands, to protect its intellectual property rights. The Company has not independently verified that all trademark registrations are currently active and in good standing, and a failure to timely file required maintenance or renewal documents with the USPTO could result in the loss of one or more trademark registrations. The Company cannot be certain that any of the steps it has taken will prevent the misappropriation of its intellectual property, particularly in foreign countries where the laws may not protect its proprietary rights as fully as in the United States. The Company's competitive position depends in part on the strength of its brand names and customer relationships rather than on proprietary technology or patented products.

## Government Regulation

In General. The Company is subject to a variety of local, state, and federal regulations. The Company's hearing aid products are classified as medical devices by the FDA, which regulates, among other things, the research, development, testing, design, manufacturing, approval, labeling, storage, recordkeeping, advertising, promotion and marketing, distribution, post-approval monitoring and reporting, and import and export of medical devices in the United States to assure the safety and effectiveness of medical products for their intended use. The U.S. Federal Trade Commission (the "FTC") also regulates the advertising of the Company's products in the United States, including under the FTC's Health Products Compliance Guidance (updated 2023) and the revised Endorsement Guides (16 CFR Part 255, revised July 2023), which apply to any marketing activities involving the Company's customer database. Further, the Company is subject to laws directed at preventing fraud and abuse, which subject its sales and marketing, training, and other practices to government scrutiny.

While the Company believes that its operations are in compliance with all applicable regulations, there can be no assurances that, from time to time, unintentional violations of such regulations will not occur. The Company is also subject to federal, state, and local laws and regulations applied to businesses, such as payroll taxes on the state and federal levels. The Company's current business requires that it comply with state corporate filings, city or county business licenses, and the necessary business liability insurance.

The Company maintains a customer and marketing database of over 50,000 contacts. As of January 1, 2023, the California Privacy Rights Act (CPRA), which amended and replaced the original California Consumer Privacy Act (CCPA), governs obligations with respect to personal information of California residents. Under the CPRA, a business is covered if it earns \$25 million or more in annual gross revenue, buys, sells, or shares the personal information of 100,000 or more California consumers or households, or derives 50% or more of annual revenue from selling or sharing consumer personal information. The Company does not believe it currently meets any of these thresholds. However, the Company continues to monitor applicable state data privacy laws, including the CPRA and comparable laws enacted in Virginia, Colorado, Texas, Connecticut, and other states. The Company's customer database may contain hearing health and audiometric data that could constitute

sensitive personal information under applicable state privacy laws, which may require additional protections if the Company becomes subject to those laws.

Changes in the laws and regulations relating to e-commerce, digital advertising, or data privacy could impact the Company's business. It is possible that laws and regulations may be adopted covering issues such as user privacy, data protection, content regulation, digital advertising, pricing, taxation, and intellectual property ownership. Such legislation could expose the Company to liability or require the Company to incur significant expenses in complying with new regulations.

Regulation by the FDA. The FDA classifies hearing aids as medical devices. In the United States, the Federal Food, Drug, and Cosmetic Act (the "FDCA"), as well as FDA regulations and other federal and state statutes and regulations, govern, among other things, medical device design and development, preclinical and clinical testing, device safety, premarket clearance and approval, establishment registration and device listing, manufacturing, labeling, storage, recordkeeping, advertising and promotion, sales and distribution, export and import, recalls and field safety corrective actions, and post-market surveillance, including complaint handling and medical device reporting of adverse events.

The Company does not currently hold an FDA Establishment Registration or Device Listing. To the extent the Company sources hearing aid products from foreign OEM manufacturers for sale in the United States, the Company may be classified as an "initial importer" under 21 CFR §807.40(a) and may be required to register its establishment with the FDA, identify its foreign manufacturers, and maintain medical device reporting complaint files under 21 CFR Part 803 prior to resuming active product sales. The Company is evaluating its registration obligations in connection with its business plans. Failure to comply with applicable FDA registration and listing requirements could result in FDA enforcement actions, including detention of imported devices, injunctions, monetary penalties, or other sanctions.

The Company maintains legacy inventory of iHear Medical and HearingAssist branded hearing aid products that were manufactured prior to the FDA OTC Rule's effective date of October 17, 2022. Before any such legacy inventory may be sold as OTC hearing aids, the Company will need to confirm that such products comply with, or are relabeled to comply with, the labeling and performance requirements of 21 CFR §800.30. Any sale of legacy products that does not comply with current labeling requirements could constitute misbranding under the Federal Food, Drug, and Cosmetic Act.

The Company's Hearing Screening Kiosks, which perform screening-level hearing assessments, may be classified as audiometric devices under 21 CFR §874.1050. Although audiometers of this type are generally exempt from 510(k) premarket notification requirements, they remain subject to FDA establishment registration, device listing, labeling, and quality system requirements. The Company is evaluating the regulatory status of its kiosk devices and its obligations with respect to establishment registration and device listing.

FDA OTC Hearing Aid Rule. Effective October 17, 2022, the FDA issued its final rule (the "FDA Rule") establishing a new regulatory category for over-the-counter hearing aids intended for adults aged 18 and older with perceived mild to moderate hearing loss. The FDA Rule permits OTC hearing aids to be sold directly to consumers without a prescription, medical evaluation, or professional fitting. Under the FDA Rule, non-self-fitting OTC hearing aids are generally exempt from 510(k) premarket notification requirements, while self-fitting OTC hearing aids require 510(k) clearance. All OTC hearing aids, whether self-fitting or non-self-fitting, remain subject to labeling, performance, and design requirements established by the FDA, including maximum output limits, user-adjustable volume control requirements, and comprehensive consumer labeling requirements under 21 CFR §800.30. Under 21 CFR §800.30(h)(1), federal law preempts any state or local government requirement that would restrict or interfere with the sale, distribution, or marketing of OTC hearing aids, allowing companies to sell OTC hearing aid products directly to consumers in all 50 states without obtaining individual state hearing aid dealer or audiologist licenses for OTC product sales. The Company believes the FDA Rule creates a market opportunity for OTC hearing aid distributors, although consumer adoption of OTC hearing aids has been slower than initially projected following the enactment of the rule.

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

Currently, the Company has one subsidiary: Hearing Assist II, Inc. a Virginia Company (formed November 2021)

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

The Company is a distributor of OTC Hearing Aids, Hearing Aid Accessories and Hearing Health-Related Products ("Hearing Products") dedicated to addressing the global demand for affordable hearing solutions. InnerScope's Hearing Products and its B2C and B2B business model are designed to break through the persistent barriers that prevent access to effective and affordable hearing solutions. The Company's mission is to improve the quality of life of the approximately 48 to 50 million Americans who experience some degree of hearing loss, according to the Hearing Loss Association of America, and the estimated 1.5 billion people worldwide living with hearing impairment, according to the World Health Organization.

The Company's principal assets include the InnerScope, HearingAssist, and iHear Medical brand names; a customer and marketing database of over 50,000 contacts; active distribution agreements and vendor credentials with retailers and wholesale distributors collectively representing access to 15,000+ pharmacy and grocery store locations; legacy inventory of iHear and HearingAssist branded hearing aid products; and over 100 Hearing Screening Kiosks deployed in field locations. The Company does not currently own any patents and does not currently hold an FDA Establishment Registration or Device Listing. As of the date of this report, the majority of the Company's retail distribution partners do not have the Company's products actively listed, and the Company is not currently generating material revenue from product sales. The Company is actively seeking partnerships both inside and outside of the hearing industry, primarily in the health-related sector, to leverage its existing assets, retailer contracts, and distribution infrastructure to bring innovative health products to market and create multiple levels of monetization from the Company's remaining assets.

**5) Issuer's Facilities**

The Company conducts all of its operations from a commercial property in which it has 49% ownership. This property is located at 2151 Professional Drive, Roseville, CA., 95661. The Company leases this property on a month-to-month basis for \$12,000 per month.

**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.

Name and Officer, Director or Control Person	Affiliation with Company (e.g., Officer Title, Director, Owner of More than 5%)	Residential Address (City/State Only)	Number of Shares Owned	Share Type/Class	Ownership Percentage of Class Outstanding	Note
Matthew Moore	Director, CEO	Granite Bay, CA	7,608	Common	Less than 1%	
			300,000	Series B Preferred Stock	33.33%	See Note A below.
Kimberly Moore	Director, CFO	Granite Bay, CA	7,608	Common	Less than 1%	
			300,000	Series B Preferred Stock	33.33%	See Note A below.
Mark Moore	Director	Granite Bay, CA	7,608	Common	Less than 1%	
			300,000	Series B Preferred Stock	33.33%	See Note A below.
Note A	The holders of the Series B Preferred Stock shall have the voting rights equal to four times the sum of (1) the total number of shares of common stock outstanding plus (2) the total number of shares of the Series C Preferred Stock and Series D Preferred Stock outstanding. The shares of Series B Preferred Stock shall have the following rights of conversion: at any time, the holders, as a group, have the right to convert the shares of Series B Preferred Stock into the number of shares of common stock which equals approximately 80% of the then-outstanding shares of common stock.					

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

## 7) Legal/Disciplinary History

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

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

People vs. Moore, Matthew Ross – Case No. 62-205972  
PC 632(a) – Misdemeanor

The allegation under PC 632(a) – ***Misdemeanor*** - is unfounded and does not meet the elements required for a criminal violation. Matthew Ross Moore has entered a Not Guilty plea. The defense maintains that the claim is factually inaccurate, legally unsupported, and heavily influenced by the surrounding circumstances of an active divorce proceeding.

The timing and nature of the allegation strongly suggest that it emerges from marital conflict rather than criminal conduct. Several statements involved in this complaint directly overlap with disputes already being addressed in family court, raising serious concerns about misinterpretation, exaggeration, or the use of criminal accusations as leverage within the divorce process.

The defense is confident that once the facts are properly reviewed and separated from the emotional and strategic complexities of the divorce case, the charge will be shown to be ***unsupported and inappropriate as a criminal matter.***

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

None

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

None

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

None

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

None

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

None

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

On October 19, 2023, a Civil Action No.: 2:2023cv00224 was filed in the US District Court for the Northern District of Georgia by Ledbetter et al, Plaintiff v. InnerScope Hearing Technologies, Inc. et al, Defendants. The Plaintiffs are seeking damages for Violations of the Fair Labor Standard Act of 1938, as amended.

## 8) Third Party Service Providers

### Securities Counsel

Austin Legal Group, APC  
3990 Old Town Ave, Suite A-101  
San Diego, California 92110  
Office Phone: (619) 924-9600  
Office Fax: (619) 881-0045  
[www.austinlegallgroup.com](http://www.austinlegallgroup.com)

*All other means of Investor Communication:*

X (Twitter): @INNDStock

## 9) Disclosure & Financial Information

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

Name: Matthew Moore  
Title: Board Member  
Relationship to Issuer: Co-Founder / Director / Shareholder

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

- IFRS  
 U.S. GAAP

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

Name: Kimberly Moore  
Title: Board Member  
Relationship to Issuer: Co-Founder / Director / Shareholder

Describe the qualifications of the person or persons who prepared the financial statements:<sup>7</sup> **Mrs. Moore is experienced in the collection of financial information and the preparation of financial statements, based on her role as CFO for four (4) different companies over the last 30 years.**

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<sup>7</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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

## 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, Matthew Moore certify that:

1. I have reviewed this Disclosure Statement for InnerScope Hearing Technologies 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.

4/14/26 [Date]

/s/ Matthew Moore

*Principal Financial Officer:*

I, Kimberly Moore certify that:

1. I have reviewed this Disclosure Statement for InnerScope Hearing Technologies 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.

4/14/26 [Date]

/s/ Kimberly Moore

**INNERSCOPE HEARING TECHNOLOGIES, INC.**  
**CONSOLIDATED BALANCE SHEETS**

**TWELVE MONTHS ENDED DECEMBER 31,**  
**2025**                      **2024**

**ASSETS**

**Current Assets:**

Cash	\$ 3,335	\$ 6,151
Accounts receivable, allowance for doubtful accounts	\$ 3,169,095	3,222,579
Accounts receivable from related party	628,046	636,375
Employee advances	3,000	3,000
Prepaid expenses and other current assets	126,535	149,558
Inventory	4,855,863	4,687,963

**Total current assets**

**8,785,874**                      **8,705,626**

Domain name	10,000	10,000
Intangible assets, net of accumulated amortization	16,875,637	16,875,637
Goodwill	7,163,898	7,163,898
Property and equipment, net of accumulated depreciation	1,687,934	1,687,904
Investment in undivided interest in real estate	1,232,345	1,232,345

**Total assets**

**\$ 35,755,688**    **\$ 35,675,410**

**LIABILITIES AND STOCKHOLDERS' DEFICIT**

**Current Liabilities:**

Accounts payable and accrued expenses	7,720,433	7,933,018
Accounts payable to related party	334,268	260,983
Notes payable - stockholder	95,800	95,800
Note payable, other & related party	15,000	15,000
Customer deposits	-	5,461
Other liabilities	6,988	7,968
Operating lease liabilities, current portion	57,324	81,674

**Total current liabilities**

**\$ 8,229,813**                      **8,399,904**

Long term portion of note payable- undivided interest in real estate	937,992	937,992
Economy Injury Disaster loan	148,367	148,367
Other long-term liability	4,633,024	4,743,492
Line of Credit, net of discount	492,132	405,132
Operating lease liabilities, Less current portion	22,023	11,493

**Total liabilities**

**\$ 14,463,351**                      **14,646,380**

**Commitments and contingencies**

**Stockholders' Equity:**

Preferred stock, \$0.0001 par value; 25,000,000 shares authorized;		
Series A preferred stock, par value \$0.0001, -0- (2025) and -0- (2024)	-	-
Series B preferred stock, par value \$0.0001, 900,000 (2025) and 900,000 (2024) shares authorized, and 900,000 (2025) and 900,000 (2024) shares issued and outstanding	90	90
Series C preferred stock, par value \$0.0001, 10,000,000 (2025) and 10,000,000 (2024) shares authorized, and 243,733 (2025) and 243,733 (2024) shares issued and outstanding	24	24
Series D preferred stock, par value \$0.0001, 5,000,000 (2025) and -5,000,000- (2024) shares authorized, and 35,000 (2025) and 35,000 (2024) shares issued and outstanding	1	1
Common stock, \$0.0001 par value; 14,975,000,000 (2025) and 14,975,000,000 (2024) shares authorized and 183,079,824 (2025) and 16,418,814 (2024) shares issued and outstanding	1,573,773	1,557,135
Common stock to be issued, \$0.0001 par value, 2,412,671 (2025) and 2,412,671 (2024) shares	241	241
Preferred stock to be issued	-	-
Additional paid-in capital	39,272,901	39,028,318
Accumulated deficit	(19,554,699)	(19,380,047)

**Total stockholders' equity**

**21,292,333**                      **21,029,026**

**Total Liabilities and Shareholder Equity**

**\$ 35,755,688**    **\$ 35,675,410**





**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**YEARS ENDED DECEMBER 31, 2025 AND 2024**

	Series B Preferred stock		Series C Preferred stock		Series D Preferred stock		Common stock		Common stock to be issued		Additional Paid-In Capital	Retained deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balances January 1, 2024	<u>900,000</u>	<u>\$ 90</u>	<u>243,733</u>	<u>\$ 24</u>	<u>55,000</u>	<u>\$ 1</u>	<u>11,772,110,873</u>	<u>\$ 1,353,974</u>	<u>2,415,671</u>	<u>\$ 241</u>	<u>\$ 37,919,869</u>	<u>\$ (24,615,052)</u>	<u>14,482,408</u>
Convertible Note Conversion							765,957,434	76,596			217,875		294,471
Series D Preferred stock conversion to Common Stock					(20,000)	2	1,000,000	100			19,900		20,002
Issuance of Common Stock to Settle All Legal Claims with Hearing Assist II Former Owners							1,264,658,391	126,466			870,674		997,140
Net Loss for the period ended December 31, 2024	-	-	-	-	-	0	-	0	-	-	-	5,235,005	5,235,005
Balances December 31, 2024	<u>900,000</u>	<u>\$ 90</u>	<u>243,733</u>	<u>\$ 24</u>	<u>35,000</u>	<u>\$ 3</u>	<u>16,418,814</u>	<u>\$ 1,557,135</u>	<u>2,415,671</u>	<u>\$ 241</u>	<u>\$ 39,028,318</u>	<u>\$ (19,380,047)</u>	<u>21,205,765</u>
Balances January 1, 2025	<u>900,000</u>	<u>\$ 90</u>	<u>243,733</u>	<u>\$ 24</u>	<u>35,000</u>	<u>\$ 3</u>	<u>16,418,814</u>	<u>\$ 1,557,135</u>	<u>2,415,671</u>	<u>\$ 241</u>	<u>\$ 39,028,318</u>	<u>\$ (19,380,047)</u>	<u>21,205,765</u>
Issuance of Common Stock to Settle All Legal Claims with Hearing Assist II Former Owners							249,170	25			24,975		25,000
Convertible Note Conversion							37,697,579	3,770			111,950		115,720
Shares issued for 3(a)(10)							128,426,000	12,843			107,657		120,500
Net Loss for the period ended December 31, 2025	-	-	-	-	-	-	-	-	-	-	-	(174,652)	(174,652)
Balances December 31, 2025	<u>900,000</u>	<u>\$ 90</u>	<u>243,733</u>	<u>\$ 24</u>	<u>35,000</u>	<u>\$ 3</u>	<u>182,791,563</u>	<u>\$ 1,573,773</u>	<u>2,415,671</u>	<u>\$ 241</u>	<u>\$ 39,272,901</u>	<u>\$ (19,554,699)</u>	<u>21,292,333</u>

# **INNERSCOPE HEARING TECHNOLOGIES, INC.**

## **Notes to the Financial Statements**

**December 31, 2025 (Unaudited)**

### **THE COMPANY**

InnerScope Hearing Technologies, Inc. ("Company," or "InnerScope") is a Nevada Corporation incorporated on June 15, 2012, with its principal place of business in Roseville, California. The Company was originally named InnerScope Advertising Agency, Inc. and was formed to provide advertising and marketing services to retail establishments in the hearing device industry. On August 25, 2017, the Company changed its name to InnerScope Hearing Technologies, Inc. to better reflect the Company's current direction as a hearing health technology company focused on distributing and selling hearing health-related products and hearing solutions over-the-counter (OTC). The Company is well-positioned to benefit from the Over-the-Counter (OTC) Hearing Aid Act (the "OTC Hearing Aid Law"), enacted October 17, 2022. The OTC Hearing Aid Law allows OTC hearing aids for perceived mild to moderate hearing loss to be sold in retail stores without having a prescription or seeing a hearing health professional.

The Company is a distributor of Over-the-Counter ("OTC") Hearing Aids, Hearing Aid Accessories and Hearing Health-Related Products ("OTC Hearing Products"). The Company's mission is to improve the quality of life of the approximately 48 to 50 million Americans who experience some degree of hearing loss and the estimated 1.5 billion people worldwide who suffer from hearing impairment and/or hearing-related issues. The management team of InnerScope brings over 30 years of direct experience in the hearing aid industry, having previously built and operated a network of over 70 hearing clinics across California and Florida through predecessor family-owned businesses. Management is applying this deep operational heritage and established industry relationships to reposition the Company for growth by leveraging its existing assets, expanding its partnerships, and creating new revenue opportunities across the hearing health and broader health-related sectors.

The Company believes its principal competitive advantages include its innovative in-store point-of-sale Free Self-Check Hearing Screening Kiosks ("Hearing Kiosks"), deployed in over 100 locations around the country, designed for the tens of millions of Americans with undetected or untreated mild-to-moderate hearing loss; its extensive customer and marketing database of over 50,000 contacts acquired through the Company's prior acquisitions of the iHear Medical and HearingAssist brands; and its active distribution agreements and vendor credentials across multiple retail and wholesale channels, including Walmart.com, BestBuy.com, Amazon.com, Fingerhut.com, Giant Eagle, Hy-Vee, Hartig Drug, Food City, Cardinal Health, Cardinal Health at-Home, AmerisourceBergen, and Topco Associates, collectively representing access to 15,000+ store locations. While the majority of these retailers do not currently have the Company's products actively listed, these agreements remain in place, and the Company believes these relationships represent significant embedded value that can be activated on an accelerated basis once products and marketing resources are in place.

During 2025, management took decisive steps to strengthen the Company's financial position and create a foundation for future growth. The Company entered into a licensing and asset transfer arrangement with OTCHealth Inc., an affiliated company focused on telehealth services and health product distribution, providing the Company with equity ownership and ongoing royalty payments while expanding the reach of the Company's brands and customer relationships. The Company also continued to reduce its legacy debt obligations through a court-approved Section 3(a)(10) exchange and convertible note conversions, significantly deleveraging the balance sheet and positioning the Company for its next phase of operations. Management remains committed to maximizing shareholder value through the monetization of its existing assets, the development of new partnership opportunities, and the pursuit of additional revenue streams both inside and outside of the hearing industry.

On August 21, 2024, the Company effected a 1:2500 reverse stock split of its common stock. Share numbers represented prior to August 21, 2024, are on a pre-split basis, and share numbers on or after August 21, 2024, are on a post-split basis.

## **SIGNIFICANT ACCOUNTING POLICIES**

The Company's accounting policies conform to the United States generally accepted accounting principles and have been consistently applied in the preparation of these financial statements. The financial statements included herein have not been audited by an independent registered public accounting firm but include all adjustments (including normal, recurring entries), which are, in the opinion of management, necessary for a fair presentation of the results for such periods.

## **GENERAL PRINCIPLES**

### **a) Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosure. Accordingly, actual results could differ from those estimates.

### **b) Revenue Recognition**

The Company recognizes revenue when earned in accordance with ASC Topic 606, "Revenue from Contracts with Customers."

### **c) Cash and Cash Equivalents**

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents.

## **CONVERTIBLE NOTES PAYABLE**

On April 12, 2022, the Company issued to a third-party investor a convertible redeemable note (the "Note") with a face value of \$291,739.13. The Note matures October 27, 2023, has a stated interest of 8%, and is convertible at any time following the funding of such Note at Lowest Closing Price within 10 trading days from conversion. The Note was funded on April 13, 2022, when the

Company received proceeds of \$250,000 after disbursements for the lender's transaction costs, fees, and expenses. During the year ended December 31, 2025, the Note was partially converted and there is a remaining balance of \$112,100 as of December 31, 2025.

### **SECTION 3(a)(10) DEBT SETTLEMENT**

During the reporting period, the Company settled outstanding debt obligations through a court-approved exchange pursuant to Section 3(a)(10) of the Securities Act of 1933. Pursuant to a Settlement Agreement dated February 14, 2025, between the Company and Trillium Partners LP, the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida (Case No. CACE25000584, Hon. David A. Haimes presiding) held a fairness hearing on March 27, 2025, and entered an Agreed Order Approving Settlement Agreement and Stipulation for Dismissal on April 2, 2025, finding the terms of the settlement to be fair. Under the settlement, the Company is issuing shares of its common stock to Trillium Partners LP in exchange for the release of approximately \$3,987,390 in outstanding claims. Shares issued pursuant to Section 3(a)(10) are freely tradeable upon issuance without restriction under the Securities Act. As of December 31, 2025, the Company had issued 128,426,000 shares of common stock to Trillium Partners LP under the 3(a)(10) settlement, with an approximate remaining balance of \$3,856,623 to be settled through additional share issuances following the reporting period pursuant to the terms of the Settlement Agreement. The issuance of these shares has been and will continue to be dilutive to existing common shareholders.

### **INVESTMENT IN UNDIVIDED INTEREST IN REAL ESTATE**

On May 9, 2017, the Company and LLC1 purchased certain real property from an unaffiliated party. The Company and LLC1 have agreed that the Company purchased and owns 49% of the building, and LLC1 purchased and owns 51% of the building. The contracted purchase price for the building was \$2,420,000, and the total amount paid at closing was \$2,501,783, including fees, insurance, interest, and real estate taxes. In addition, the Company paid for their building interest by delivering cash at closing of \$209,971 and being a co-borrower on a note in the amount of \$2,057,000, of which the Company has agreed with LLC1 to pay \$1,007,930.

### **BUSINESS ACQUISITION**

ASC Topic 805, "Business Combinations," requires that all business combinations be accounted for using the acquisition method and that certain identifiable intangible assets acquired in a business combination be recognized as assets apart from goodwill. ASC Topic 350, "Intangibles-Goodwill and Other" ("ASC 350"), requires goodwill and other identifiable intangible assets with indefinite useful lives not to be amortized, such as trade names, but instead tested at least annually for impairment and be written down if impaired. ASC 350 requires that goodwill be allocated to its respective reporting unit and that identifiable intangible assets with finite lives be amortized over their useful lives.

### **NOTE PAYABLE - UNDIVIDED INTEREST IN REAL ESTATE**

On May 9, 2017, the Company and LLC1 purchased certain real property from an unaffiliated party. The Company and LLC1 have agreed that the Company purchased and owns 49% of the building, and LLC1 purchased and owns 51% of the building. The contracted purchase price for the building was \$2,420,000, and the total amount paid at closing was \$2,501,783, including fees,

insurance, interest, and real estate taxes. The Company is a co-borrower on a \$2,057,000 Small Business Administration Note (the “SBA Note”). The SBA Note carries a 25-year term, with an initial interest rate of 6% per annum, adjustable to the Prime interest rate plus 2%, and is secured by a first position Deed of Trust and business assets located at the property. The Company initially recorded a liability of \$1,007,930 for its portion of the SBA Note, with the offset being to Investment in undivided interest in real estate on the balance sheet presented herein.

## **DERIVATIVE LIABILITY**

The Company determined that the conversion features of the convertible notes represented embedded derivatives since the Notes are convertible into a variable number of shares upon conversion. Accordingly, the notes are not considered to be conventional debt under EITF 00-19, and the embedded conversion feature is bifurcated from the debt host and accounted for as a derivative liability. Accordingly, the fair value of these derivative instruments is recorded as liabilities on the consolidated balance sheet, with the corresponding amount recorded as a discount to each Note, with any excess of the fair value of the derivative component over the face amount of the Note recorded as an expense on the issue date. Such discounts are amortized from the date of issuance to the maturity dates of the Notes. The change in the fair value of the derivative liabilities is recorded in other income or expenses in the condensed consolidated statements of operations at the end of each period, with the offset to the derivative liabilities on the balance sheet.

## **RELATED PARTY TRANSACTIONS**

In 2025, the Company entered into a licensing and asset transfer arrangement with OTCHealth Inc., a Nevada corporation incorporated in May 2025. OTCHealth is an affiliated company whose officers include members of the Company’s management team: Matthew Moore serves as President and Co-Founder of OTCHealth, and Kimberly Moore serves as CEO and Founder of OTCHealth. Under this arrangement, the Company has licensed certain brand assets, customer databases, and distribution relationships to OTCHealth in exchange for equity ownership in OTCHealth and ongoing royalty payments. The Company believes this arrangement allows it to monetize its existing assets while retaining equity participation in OTCHealth’s operating activities, including telehealth services and health product distribution.

## **GOING CONCERN**

The accompanying unaudited consolidated financial statements have been prepared assuming the Company will continue as a going concern, which assumes the realization of assets and satisfaction of liabilities and commitments in the normal course of business. The Company has an accumulated deficit of \$19,554,699 and a Positive Stockholders Equity of \$21,292,333 and Positive Additional paid-in capital of \$39,272,901 as of December 31, 2025. The Company has a history of operating losses and has generated limited revenue. The Company has relied on external financing, including debt-to-equity conversions under existing convertible notes and a court-approved Section 3(a)(10) exchange, to fund its operations. These conditions raise doubt about the Company’s ability to continue as a going concern and to operate in the normal course of business. Management’s plans to address these conditions include monetizing the Company’s existing assets through the licensing arrangement with OTCHealth Inc., actively seeking partnerships inside and outside of the hearing industry to leverage the Company’s retailer contracts and distribution infrastructure, and pursuing additional financing as needed. There can be no assurance that management will be successful in implementing its plans. These consolidated financial statements do not include any adjustments

relating to the recoverability and classification of recorded asset amounts or amounts and the classification of liabilities that might result from this uncertainty.

## **SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through the date of this report. The Company continues to issue shares of common stock to Trillium Partners LP pursuant to the court-approved Section 3(a)(10) Settlement Agreement. The Company also continues to address legacy debt obligations through conversions under the existing convertible note agreement with GS Capital Partners, LLC.