

Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines

EALIXIR INC.

1395 Brickell Avenue, Suite 800
 Miami, FL 33131
 305 958-3438
Info@ealixir.com
 SIC Code 7374

Annual Report

For the Twelve Month Period Ending: December 31, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

- 60,121,536 as of December 31, 2025
- 60,121,536 as of September 30, 2025
- 60,121,536 as of June 30, 2025
- 60,121,536 as of March 31, 2025
- 60,282,036 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 Control¹ of the company has occurred over this reporting period: Yes: No:

¹ "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.

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

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

The current name of the Company is "Ealixir, Inc." and the address is 1395 Brickell Avenue, Suite 800, Miami FL 33131. On May 21, 2020, the Company engaged in a reverse merger whereby Budding Times, Inc., a Nevada corporation, acquired all the issued and outstanding securities of Ealixir Privacy Services Ltd. in exchange for an aggregate of 35,376,126 shares of its Common Stock issued to the shareholders of Ealixir, pro rata to their respective ownership in Ealixir (the "Merger"). As part of the Merger, Budding Times, Inc. changed its name to Ealixir, Inc. and also engaged in a reverse stock split whereby one share of its Common Stock was issued in exchange for every 25 shares then issued and outstanding.

Current State and Date of Incorporation or Registration: Nevada, 06/07/2019.

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

Address of the issuer's principal executive office:
1395 Brickell Avenue, Suite 800, Miami, FL 33131

The address(es) 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:

2) **Security Information**

Transfer Agent

Name: Olde Monmouth Stock Transfer, Inc. Phone: 732-872-2727
Email: transferagent@oldemonmouth.com
Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

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:	EAXR
Exact title and class of securities outstanding:	Common Stock
CUSIP:	27005B 103
Par or stated value:	\$0.001
Total shares authorized:	300,000,000 as of date: December 31, 2025
Total shares outstanding:	60,121,536 as of date: December 31, 2025
Total number of shareholders of record:	532 as of date: December 31, 2025

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Other classes of authorized or outstanding equity securities:

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). 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:	Preferred
CUSIP (if applicable):	_____
Par or stated value:	\$0.001
Total shares authorized:	10,000,000
as of date:	December 31, 2025

Total shares outstanding (if applicable): 1,000,000 as of date: December 31, 2025
 Total number of shareholders of record (if applicable): 1 as of date: December 31, 2025

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.

N/A

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

N/A

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

N/A

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

N/A

Issuance History

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

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

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
 No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:	<u>Opening Balance</u>	*Right-click the rows below and select "Insert" to add rows as needed.
Date 12.31.2020	Common: 36,167,464 Preferred: 1,000,000	

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.
5/21/2020	NEW	27,257,632	Common	N/A	NO	TREVIN V EST OAK CORP ⁽²⁹⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	707,839	Common	N/A	NO	Allianz Investments Inc ⁽²⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,340	Common	N/A	NO	Allianz Investments Inc ⁽²⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	3,500,000	Common	N/A	NO	Anastasia Trust ⁽³⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	500	Common	N/A	NO	Kelstock Investment Corp ⁽⁴⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	1,181,250	Common	N/A	NO	Tripanjeet Singh Ghuman	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	130,000	Common	N/A	NO	Alberto Grua	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Mauro Marchiaro	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Francesco Mazza	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Abrahams Securities Ltd ⁽⁵⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	132,655	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	18,980	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	23,860	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Caruso Private Foundation ⁽⁶⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	50,000	Common	N/A	NO	Michele Collini	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Camillo Gino Puliti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Antonio Valentini	MERGER	Restricted	Sec 4/2

5/21/2020	NEW	93,966	Common	N/A	NO	Longobardalberica SL ⁽⁷⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,000	Common	N/A	NO	Longobardalberica SL ⁽⁷⁾	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	93,963	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	30,680	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	30,000	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	80,000	Common	N/A	NO	Andrew Telsey	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	75,000	Common	N/A	NO	Marco Coletta	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	170,000	Common	N/A	NO	Marco Coletta	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	36,848	Common	N/A	NO	Attilio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,000	Common	N/A	NO	Paola Caravaggi	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	13,062	Common	N/A	NO	Donatella Molteni	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	14,681	Common	N/A	NO	Donatella Molteni	MERGER	Restricted	Sec 4/2
5/21/2020	New	33,000	Common	N/A	NO	MIGNANI S.R.L. ⁽⁸⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,161	Common	N/A	NO	Fumagalli Ingrid	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,000	Common	N/A	NO	Fumagalli Angelo	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,146	Common	N/A	NO	P AUTO SERVICE S.R.L. ⁽⁹⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	40,313	Common	N/A	NO	SIGMATRE SRL ⁽¹⁰⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	300,000	Common	N/A	NO	Sunbiz Holdings ⁽¹¹⁾	MERGER	Restricted	Sec 4/2
5/21/2020	New	50,000	Common	N/A	NO	Roberto Zagnoni	MERGER	Restricted	Sec 4/2
5/21/2020	New	100,000	Common	N/A	NO	Mario D'Aragona	MERGER	Restricted	Sec 4/2
5/21/2020	New	5,000	Common	N/A	NO	Vincenzo Paolelli	MERGER	Restricted	Sec 4/2
5/21/2020	New	40,000	Common	N/A	NO	Massimo Galli	MERGER	Restricted	Sec 4/2

5/21/2020	New	20,000	Common	N/A	NO	Claudio Mirella	MERGER	Restricted	Sec 4/2
5/21/2020	New	100,000	Common	N/A	NO	Federica MariaBoni	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,000	Common	N/A	NO	AlessandroStradi	MERGER	Restricted	Sec 4/2
5/21/2020	New	156,250	Common	N/A	NO	LEMBERT HOLDINGS ⁽¹²⁾	MERGER	Restricted	Sec 4/2
7/27/2020	New	5,000	Common	N/A	No	Atlanta Capital Partners LLC ⁽¹³⁾	Consulting Services	Restricted	Sec 4/2
08/03/2020	New	80,000	Common	\$2.50	Yes	AlessandroNicasì	Cash	Restricted	Reg S
12/16/2020	New	10,000	Common	\$2.50	yes	ACROSS FIDUCIARIA ⁽²⁰⁾	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	AUGUSTOVALLI	Cash	Restricted	Reg S
10/12/2020	New	12,000	Common	\$2.50	Yes	CARLINI GIOVANNI	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	CLEAR INVESTMENTS SA ⁽²¹⁾	Cash	Restricted	Reg S
12/1/2020	New	4,000	Common	\$2.50	Yes	DOMENICO SCANNAPIECO	Cash	Restricted	Reg S
12/22/2020	New	4,000	Common	\$2.50	Yes	FABRIZIOFURLAN	Cash	Restricted	Reg S
12/22/2020	New	4,000	Common	\$2.50	Yes	MAUROFURLAN	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	OB INVESTMENTS SA ⁽²²⁾	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	\$2.50	Yes	SAFE CAPITAL HOLDINGS SA ⁽²³⁾	Cash	Restricted	Reg S

12/30/2020	New	8,000	Common	\$2.50	Yes	ELIO EPIFANI	Cash	Restricted	Reg S
12/30/2020	New	4,000	Common	\$2.50	yes	IVALDI DANIELA	Cash	Restricted	Reg S
12/30/2020	New	4,000	Common	\$2.50	Yes	MASSIMO MIGLIORINI	Cash	Restricted	Reg S
01/02/2021	New	14,400	Common	\$2.50	Yes	GIANCARLO DEL VECCHIO	Cash	Restricted	Reg S
01/11/2021	New	4,000	Common	\$2.50	Yes	MERICI ANDREA	Cash	Restricted	Reg S
01/12/2021	New	4,000	Common	\$2.50	Yes	FABIO MONTRASIO	Cash	Restricted	Reg S
01/12/2021	New	36,000	Common	\$2.50	Yes	Gianfranco Padovani	Cash	Restricted	Reg S
01/12/2021	New	24,000	Common	\$2.50	Yes	Giuliano Ferrari	Cash	Restricted	Reg S
05/20/2021	New	250,000	Common	N/A	NO	ACQUIFIN INC (14)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	6,000	Common	N/A	NO	Roberta Adami	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,666,666	Common	N/A	NO	BRANSTAR HOLDING INC. (15)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	LEAFBRIGHT INVESTMENTS CORP (16)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	KORAKAS INVESTMENTS INC. (17)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	EMREX MARKETING CORP (18)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	3,500,000	Common	N/A	NO	KELSTOCK INVESTMENTS CORP (19)	Consulting Services	Restricted	Sec 4/2
06/14/2021	New	8,000	Common	\$2.50	Yes	BERGONZINI SERGIO	Cash	Restricted	Reg S

06/14/2021	New	6,000	Common	\$2.50	Yes	STEFANO FERRARIO	Cash	Restricted	Reg S
06/14/2021	New	8,000	Common	\$2.50	Yes	ANTONIO BRUNO PERONACE	Cash	Restricted	Reg S
06/14/2021	New	4,800	Common	\$2.50	Yes	LUCA PAOLELLI	Cash	Restricted	Reg S
11/24/2021	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
01/06/2022	New	12,423	Common	N/A	NO	OVERWEBSRL ⁽²⁵⁾	Consulting Services	Restricted	Sec 4/2
01/06/2022	New	53,000	Common	N/A	NO	DANIELAMOLTENI	Consulting Services	Restricted	Sec 4/2
04/04/2022	New	160,000	Common	N/A	NO	FORWARD TEAM SA ⁽²⁶⁾	Consulting Services	Restricted	Sec 4/2
08/01/2022	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	200,000	Common	N/A	NO	L5 CAPITALINC. ⁽²⁷⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	400,000	Common	N/A	NO	AISHARJ SERVICES INC ⁽²⁸⁾	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	35,000	Common	N/A	NO	FORWARD TEAM SA ⁽²⁶⁾	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	5,810,283	Common	N/A	NO	CYGNA FINANCE Ltd ⁽²⁷⁾	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	6,000	Common	N/A	NO	DANIELAMOLTENI	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	900,000	Common	N/A	NO	THE GOVERNANCEBOX INC. ⁽²⁴⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,000,000	Common	N/A	NO	Enea Angelo Trevisan	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,000,000	Common	N/A	NO	Danila Pisati	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	106,000	Common	N/A	NO	Longobarda Iberica SL ⁽⁷⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	150,000	Common	N/A	NO	Suneel Anan Sawant	CEO Service	Restricted	Sec 4/2

07/31/2023	New	50,000	Common	N/A	NO	Patrachari Venkatesh	BoD Member Service	Restricted	Sec 4/2
07/31/2023	New	1,500,000	Common	N/A	NO	Velia Invest LTD ⁽³⁰⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,500,000	Common	N/A	NO	Grosburg Finance LTD ⁽³¹⁾	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	3,000,000	Common	N/A	NO	1392087 BC LTD ⁽³²⁾	Consulting Services	Restricted	Sec 4/2
10/30/2023	New	- 3,000,000	Common	N/A	NO	1392087 BC LTD ⁽³²⁾	Consulting Services	Restricted	Sec 4/2
01/02/2025	New	-160,500	Common	N/A	NO	KELSTOCK INVESTMENTS CORP ⁽¹⁹⁾	Consulting Services	Restricted	Sec 4/2
Shares Outstanding on Date of This Report:									
<u>Ending Balance Ending Balance:</u>									
Date 12/31/2025			Common: 60,121,536 Preferred: 1,000,000						

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2025 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

- (1) The date of the Merger was May 21, 2020.
- (2) Sham Abdullah is the principal of this company.
- (3) Suresh Balasubramanian is the principal of this company.
- (4) Peter Reinhard is the principal of this company.
- (5) V. Sundralingam is the principal of this company.
- (6) Claudio Cecchini is the principal of this company.
- (7) Samuele Conti is the principal of this company.
- (8) Giovanni Mignani is the principal of this company.
- (9) Raffaele Piazza is the principal of this company.
- (10) Marco Galbiati is the principal of this company.
- (11) Suneel Sawant is the principal of this company.
- (12) Arthur Lember is the principal of this company.
- (13) David Kugelman is the principal of this company.
- (14) Suneel Sawant is the principal of this company.
- (15) John Branston is the principal of this company.
- (16) Henry Leaf is the principal of this company.
- (17) Alessandro Cavallera is the principal of this company.
- (18) Dan Emrex is the principal of this company.
- (19) Peter Reinhard is the principal of this company.
- (20) Rossano Vittorio Ruggeri is the principal of this company.
- (21) Augusto Valli is the principal of this company.
- (22) Leopoldo Brunacci is the principal of this company.
- (23) Augusto Valli is the principal of this company.
- (24) Todd Heinz is the principal of this company.
- (25) Gerolamo Valcamonica is the principal of this company.
- (26) Giovanni Cuzari is the principal of this company.
- (27) Marc Lustig is the principal of this company.
- (28) Cheema Amandeep is the principal of this company.
- (29) Danila Pisati is the beneficial owner and the principal of this company.
- (30) Suresh Bala is the principal of this company.
- (31) Wilhelm Bakker is the principal of this company.
- (32) Amandeep Cheema is the principal of this company.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance(\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please 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")

Ealixir Inc. is an internet technology company specializing in online reputation management ("ORM") and digital privacy solutions. The Company's predecessor, Ealixir Privacy Services Ltd., was founded in Ireland in 2018.

The Company provides technology-enabled services designed to assist individuals, professional organizations, and small and medium-sized businesses ("SMBs") in monitoring, managing, and improving their online presence. Its solutions focus on identifying, assessing, and addressing publicly available digital content, with the objective of ensuring that information associated with clients is accurate, lawful, and appropriately contextualized.

Ealixir's services are informed by applicable data protection and privacy frameworks, including principles established under European Union Directive 95/46/EC and subsequent regulatory developments, as well as other relevant international regulations. The Company's approach emphasizes compliance with applicable laws governing personal data processing and online content management.

The Company utilizes internally developed, data-driven processes supported by technological infrastructure, including algorithmic and machine-assisted analysis, to review and monitor large volumes of publicly available data across search engines, websites, and digital media platforms. These processes are designed to efficiently identify content relevant to a client's digital footprint and support the development of tailored remediation strategies. Such strategies may include content review, lawful removal requests, suppression techniques, and the creation and distribution of positive, factual content intended to improve overall online visibility.

Ealixir's service offering is structured across a suite of integrated solutions, including but not limited to: WebID (digital identity analysis), Ealixir Removal (content removal and mitigation), Ealixir Story (content development and positioning), NewsDelete (media-related interventions), Ealixir Monitoring (continuous tracking of online content and digital exposure), Ealixir Analytics (analysis of large datasets and strategic insights for reputation management), Ealixir Event Launch (strategic communications support), Ealixir Crisis Management (reputation risk response), Ealixir Editions (authorship and owned media development), and ReputTrust (scoring and evaluation methodology).

The Company's objective is to support clients in managing reputational risk in an increasingly digital environment, where online information can significantly impact personal and professional outcomes. By combining structured processes, technological capabilities, and legal awareness, Ealixir aims to provide compliant and scalable solutions for digital reputation management.

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

Following is a list of the Company's subsidiary companies:
Ealixir Hispania S.L.

C. Describe the issuers' principal products or services.

The Company offers a suite of technology-enabled services designed to monitor, assess, and manage the online presence and reputation of individuals, brands, and organizations.

- WebID: A detailed report of all publicly available online content relating to individuals, brands and companies, typically covering the past ten years of digital footprint, unless a different time period is specifically requested by the client. Based on such report, the client receives an overview of the dominant sentiment associated with the specific content—whether positive, neutral or negative. The Company identifies potentially harmful information, geo-localizes online conversations related to the

subject, and analyzes their demographic composition. The report summarizes key strengths, weaknesses, and reputational factors.

- **Ealixir Removal:** Leveraging applicable privacy and data protection frameworks, this service aims to protect the online reputation of clients by pursuing the removal, de-indexation, or anonymization of negative or unwanted information, where legally applicable.
- **Ealixir Story:** Through this service, the Company assists clients in developing and disseminating positive, factual content online. Frequently following Ealixir Removal activities, this service supports the replacement of mitigated content with newly created content. The Company provides customized editorial plans, including the preparation and distribution of articles and features across selected online media outlets.
- **NewsDelete:** This service caters to customers concerned about their reputation in financial or regulatory contexts, including privately managed databases and publicly available sanctions or compliance-related lists. Subject to applicable legal and regulatory limitations, the Company supports the review and, where feasible, the correction or removal of inaccurate or outdated information relating to the client.
- **Ealixir Analytics:** This service collects and analyzes large volumes of data relating to institutions, organizations, and public figures. Through web listening processes and data-driven methodologies, the Company monitors a wide range of online sources, evaluates sentiment, identifies trends, and supports the development of strategic communication and reputation management plans.
- **Ealixir Monitoring:** Offered as a subscription-based service, Monitoring provides continuous tracking of a client's online presence over a defined period. The objective is to identify newly published content and potential reputational risks in a timely manner. Monitoring services may include bundled remediation activities, depending on the service package selected.
- **Ealixir Event Launch:** This service supports companies in promoting events, product launches, and corporate initiatives on an international scale. The Company develops editorial strategies, prepares press materials, and coordinates content distribution across selected digital media outlets.
- **Ealixir Crisis Management:** This service is designed to support clients in responding to reputational risks and adverse events. It includes rapid assessment of online exposure, development of mitigation strategies, and coordination of communication efforts aimed at limiting reputational impact.
- **Ealixir Editions:** This service focuses on the development and production of long-form editorial content, including books and dedicated websites, to establish authorship and strengthen the client's online positioning. These assets are designed to support reputation management strategies by creating controlled, high-quality content associated with the client.
- **RepuTrust:** This service is currently under development and is intended to provide a standardized framework for assessing the overall online reputation of an individual or organization. It is designed to analyze publicly available data and assign a ReputScore from 1 to 100 reflecting the prevailing sentiment associated with the subject.

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.

Our principal place of business is located at 1395 Brickell Avenue, Suite 800, Miami FL 33131.

Since April 25, 2018, our principal office in Europe is located at Plaza Universidad 3, 08007, Barcelona, Spain.. In addition, we currently utilize services of representative offices throughout Europe and the US. The rent and other expenses for these representative offices are paid by our sales contractors and are not a Company obligation, because these local representatives are independent contractors.

6) **Officers, Directors, and Control Persons**

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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
Trevinvest Oak Corp.	Owner of more than 5%	Santo Domingo, Dominican Republic	29,257,632	Common	48.66%	
Eleonora Ramondetti	Chief Executive Officer and Company Secretary	Florida, USA	1,000,000	Series Z Preferred ⁽¹⁾	100%	
Venkatesh Patrachari *	Director	New Jersey, USA	50,000	N/A	0	
Nirav Rashmikant Metha	Director	Maharashtra, India	0	N/A	0	
Virag Desai	Director	Maryland, USA	0	N/A	0	
Mark Corrao	Chief Financial Officer	New York, USA	0	N/A	0	
Anastasia Trust	Owner of more than 5%	Egham, UK	3,500,000	Common	5.82%	
Gerlach & Co. FBO Enkrateia Holding Ltd.	Owner of more than 5%	New York, USA	4,750,000	Common	7.90%	
BC Ltd.	Owner of more than 5%	Surrey BC, Canada	3,481,250	Common	5.79%	

(1) Each share of our Series Z Preferred Stock, not convertible, entitles the holder thereof to 900 votes per share. Accordingly, Ms. Ramondetti has rights to 900 million votes in respect of his ownership of the Series Z Preferred Stock.

* Less than 1%

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

No

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

No

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.

No

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

None

8) **Third Party Service Providers**

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Richard I. Anslow
Firm: Ellenoff Grossman & Schole LLP
Address: 1345 Avenue of the Americas, New York, NY 10105
Phone: (212) 370-1300
Email: ranslow@egsllp.com

Accountant or Auditor

Name: Joseph Himy
Firm: The CFO Squad LLC
Address 1: 1345 6th Avenue, 33rd Floor, New York, NY 10105
Phone: (845) 613-3081
Email: jhimy@cfossquad.com

Independent Auditor

Name: Manny Tzagarakis
Firm: RBSM LLP
Address: 805 3rd Avenue, Suite 143C, New York, NY 10022
Phone: (212) 838-5100
Email: mtzagarakis@rbsmllp.com

Investor Relations

Name: Philip Carlson
Firm: KCSA Strategic Communications
Address 1: 261 Madison Ave. 9th Floor New York, NY 10016

Phone: (646) 573-0776
Email: pcarlson@kcsa.com

All other means of Investor Communication

None

Other Service Providers

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

None

9) Disclosure & Financial Information

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

Name: Mark Corrao
Title: Chief Financial Officer
Relationship to Issuer: Independent Consultant

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)²:

Name: Mark Corrao
Title: CFO
Relationship to Issuer: Independent Consultant

Describe the qualifications of the person or persons who prepared the financial statements: CFO

Provide the following financial statements for the most recent fiscal year or quarter.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

² 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 person with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

I, Eleonora Ramondetti certify that:

1. I have reviewed this Annual Disclosure Statement of Ealixir, Inc for the period ended December 31, 2025; and

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.

April 15, 2026

/s/Eleonora Ramondetti

Principal Financial Officer:

I, Mark Corrao certify that:

1. I have reviewed this Annual Disclosure Statement of Ealixir, Inc for the period ended December 31, 2025; and
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.

April 15, 2026

/s/Mark Corrao

Ealixir, Inc. and Subsidiaries for the years ended December 31, 2025 and 2024

Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Members and Board of Directors of
Ealixir, Inc. and Subsidiaries

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Ealixir, Inc. and Subsidiaries (collectively, the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' deficit and cash flows for each of the two years in the period ended December 31, 2025, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

The Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations and has an accumulated deficit at December 31, 2025. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans in regarding these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that may result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial

statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial

statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ **RBSM LLP**

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

Boca Raton, FL
April 15, 2026

Ealixir, Inc. and Subsidiaries
Consolidated Balance Sheets

	As of December 31,	
	2025	2024
Assets		
Current assets		
Cash	\$ 113,641	\$ 101,970
Accounts receivable, net	1,576,075	560,947
Prepaid expenses and other current assets	346,151	345,945
Total current assets	<u>2,035,867</u>	<u>1,008,862</u>
Property & equipment, net	13,502	30,848
Right-of-use asset	-	36,816
Total assets	<u>\$ 2,049,369</u>	<u>\$ 1,076,526</u>
Liabilities		
Current liabilities		
Accounts payable	\$ 599,546	\$ 382,920
Accounts payable - related parties	163,486	122,558
Stockholder loans payable - current	275,000	-
Notes payable	76,382	89,648
Accrued expenses	501,195	475,308
Deferred revenue	683,109	516,548
Operating lease liability, current portion	-	43,765
Taxes payable	41,873	19,466
Total current liabilities	<u>2,340,591</u>	<u>1,650,213</u>
Stockholder loans payable - non current	200,000	-
Total liabilities	<u>2,540,591</u>	<u>1,650,213</u>
Commitments and contingencies	-	-
Stockholders' deficit:		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, Series Z Preferred Stock, par value \$0.001 per share, 1,000,000 shares issued and outstanding as of December 31, 2025 and 2024, respectively	1,000	1,000
Common stock, \$0.001 par value, 300,000,000 shares authorized, 60,121,536 and 60,282,036 shares issued and outstanding as of December 31, 2025 and 2024, respectively	60,121	60,281
Additional paid in capital	57,684,040	57,683,879
Accumulated deficit	(58,143,688)	(58,245,370)
Accumulated other comprehensive loss	(92,695)	(73,477)
Total stockholders' deficit	<u>(491,222)</u>	<u>(573,687)</u>
Total liabilities and deficit	<u>\$ 2,049,369</u>	<u>\$ 1,076,526</u>

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

Ealixir, Inc. and Subsidiaries
Consolidated Statements of Operations and Comprehensive Income (Loss)

	For the Years Ended December 31,	
	2025	2024
Revenue		
Removal services	\$ 3,179,802	\$ 2,688,383
Ancillary services	402,891	668,388
Total revenue	3,582,693	3,356,771
Cost of sales	745,960	1,046,188
Total cost of sales	745,960	1,046,188
Gross profit	2,836,733	2,310,583
Operating expenses		
General and administrative expenses	2,252,676	2,693,280
Advertising and marketing expenses	344,673	19,896
Total operating expenses	2,597,349	2,713,176
Operating profit/(loss)	239,384	(402,593)
Other income (expenses)		
Gain (loss) on disposition - assets	(17,077)	2,406
Gain on termination of lease	13,190	-
Gain (loss) on foreign exchange	(93,246)	40,878
Gain on forgiveness of debt	26,651	145,674
Interest expense	(25,356)	(18,312)
Total other income/(expense)	(95,838)	170,646
Income (Loss) before income tax	143,546	(231,947)
Provision for income taxes	(41,864)	(32,868)
Net income/(loss)	\$ 101,682	\$ (264,815)
Other comprehensive income (loss), net of tax		
Foreign exchange gain (loss)	(19,218)	2,530
Comprehensive income/(loss)	82,464	(262,285)
Net income/(loss) per common share		
Basic and diluted net income/(loss) per common share	\$ 0.00	\$ (0.00)
Basic and diluted weighted average number of common shares outstanding	60,121,796	60,282,036

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

Ealixir, Inc. and Subsidiaries
Consolidated Statements of Changes in Stockholders' Deficit

	Common Stock		Preferred Stock Series Z		Additional Paid-in Capital	Accumulated Deficit	Other Comprehensive Income (Loss)	Total
	Shares	Amount	Shares	Amount				
Balance, December 31, 2023	<u>60,282,036</u>	<u>\$ 60,281</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>\$ 57,280,988</u>	<u>\$ (57,980,555)</u>	<u>\$ (76,007)</u>	<u>\$ (714,293)</u>
Imputed interest on stockholder loans	-	-	-	-	4,397	-	-	4,397
Forgiveness of related party debt	-	-	-	-	398,494	-	-	398,494
Net loss	-	-	-	-	-	(264,815)	-	(264,815)
Other comprehensive loss	-	-	-	-	-	-	2,530	2,530
Balance, December 31, 2024	<u>60,282,036</u>	<u>\$ 60,281</u>	<u>1,000,000</u>	<u>\$ 1,000</u>	<u>\$ 57,683,879</u>	<u>\$ (58,245,370)</u>	<u>\$ (73,477)</u>	<u>\$ (573,687)</u>
Common shares retired	(160,500)	(160)	-	-	161	-	-	1
Net loss	-	-	-	-	-	101,682	-	101,682
Other comprehensive loss	-	-	-	-	-	-	(19,218)	(19,218)
Balance, December 31, 2025	<u>60,121,536</u>	<u>60,121</u>	<u>1,000,000</u>	<u>1,000</u>	<u>57,684,040</u>	<u>(58,143,688)</u>	<u>(92,695)</u>	<u>(491,222)</u>

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

Ealixir, Inc. and Subsidiaries
Consolidated Statements of Cash Flows

	For the Year Ended	
	December 31,	December 31,
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 101,682	\$ (264,815)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Gain on disposition - subsidiary	-	2,406
Depreciation	5,399	9,477
Amortization of operating right of use assets	6,241	74,897
Bad debt expense	67,639	123,174
Imputed interest on stockholder loans	-	4,397
Disposal of assets	17,281	-
Gain on termination of lease	(13,190)	-
Gain on forgiveness of debt	-	(145,674)
Changes in operating assets and liabilities:		
Accounts receivable	(1,082,767)	597,884
Prepaid expenses and other current assets	(206)	18,069
Other assets	-	3,000
Accounts payable and accrued expenses	242,514	104,746
Accounts payable - related parties	40,928	(32,632)
Deferred revenue	166,561	(171,404)
Other current liabilities	-	(21,728)
Taxes payable	22,407	(16,720)
Lease liability	-	(81,941)
Net Cash provided by (used in) Operating Activities	<u>(425,511)</u>	<u>203,136</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(5,334)	(10,142)
Net Cash used in Investing Activities	<u>(5,334)</u>	<u>(10,142)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable, net of payments	(13,266)	44,212
Stockholder loans payable	475,000	(191,174)
Net Cash provided by (used in) Financing Activities	<u>461,734</u>	<u>(146,962)</u>
Effects of currency translation on cash and cash equivalents	(19,218)	2,530
Net change in cash	11,671	48,562
Cash, beginning of period	101,970	53,408
Cash, end of period	<u>\$ 113,641</u>	<u>\$ 101,970</u>
Supplemental cash flow information		
Cash paid for interest	<u>\$ 18,209</u>	<u>\$ 4,524</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash Investing and Financing transactions:		
Due to stockholders reclassified to additional paid in capital	-	(398,649)

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

Ealixir, Inc. and Subsidiaries

Notes to Audited Consolidated Financial Statements for the years ended December 31, 2025 and 2024

Note 1 - Nature of the Organization and Business and Significant Accounting Policies

Ealixir, Inc. (the “Company”) was incorporated in the State of Nevada on June 7, 2019 under the name Bull Run Capital Holdings, Inc. On January 8, 2020, the Company changed its name from “Bull Run Capital Holdings, Inc.” to “Budding Times Inc.” On May 21, 2020, the Company engaged in the 2020 Merger with Ealixir Privacy Services, Ltd, Dublin, Ireland, and as part of the 2020 Merger changed its name to Ealixir, Inc.

The Company is an Internet technology company specializing in the management and protection of digital identity and computertechnology rights. The Company utilizes their technological platform to provide online reputation management and digital privacy solutions for individuals and businesses.

Liquidity and Capital Resources

The Company has evaluated whether there are any conditions and events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year beyond the issuance date of these consolidated financial statements. Based on such evaluation and the Company’s current plans, which are subject to change, and the Company’s existing liquidity, there is substantial doubt about the Company’s ability to continue as a going concern for the next twelve months from the date these consolidated financial statements were issued. Despite for the year ended December 31, 2025, the Company reported net income of \$101,682, the doubt is due to some specific conditions like the total stockholders’ deficit of \$491,222, the amount of deferred revenues (\$683,109) that does not cover one year of costs, the need of the Company to resort to stockholder loans to balance working capital deficit.

During the year ended December 31, 2025, the Company implemented cost reduction initiatives aimed at improving operating efficiency and achieving profitability at lower revenue levels. Following a decline in revenue during the first quarter, the Company experienced growth in revenues over the remaining nine months of the year.

The accompanying consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business, and do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from uncertainty related to its ability to continue as a going concern.

The Company remains optimistic about its ability to address these uncertainties. The Company has several strategic initiatives underway, including the intended public filing and aggressive marketing of our products, which should significantly improve the financial position. Additionally, the Company is exploring multiple avenues for obtaining necessary funding, including various financing activities and operational efficiencies.

The Company is committed to achieving profitable operations through the commercialization of its products and is actively seeking additional financing opportunities. The management team is dedicated to ensuring that the Company maintains sufficient financial resources to support its business, financial conditions and operational goals. While there can be no absolute assurance that the Company will secure the required financing on acceptable terms or at all, we are confident in our strategic plan and our ability to navigate these challenges successfully.

Basis of Presentation

The consolidated financial statements include the accounts of Ealixir, Inc. and its controlled subsidiaries, which are primarily wholly owned. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. All intercompany transactions have been eliminated in consolidation. Any non-controlling interest in the equity of a subsidiary is reported as a component of total equity in the consolidated balance sheet. Net income and losses attributable to the non-controlling interest are reported in the consolidated statements of operations and comprehensive income (loss).

Disposal of Subsidiaries

During 2024, the Company disposed of certain subsidiaries by selling the subsidiaries to third parties in exchange for the assumption of the liabilities of the disposed subsidiaries. On September 17, 2024, the Company sold the Spanish subsidiary, Elab Hispania SL., which resulted in a gain on the sale of the subsidiary in the amount of \$2,406. This gain is included in other income (expense) on the consolidated statement of operations and comprehensive income (loss). The Company does not have continuing interest in this entity and the entity is no longer considered a related party following the disposition. The sale of Elab Hispania SL. had no major effect on the Company's operations and did not meet the requirements to be classified as discontinued operations.

Use of Estimates

Preparing financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made by management include, but are not limited to, assumptions used to calculate stock-based compensation, common stock issued for services, net realizable value of accounts receivables, the useful lives on property and intangible assets determining the potential impairment of long-lived assets, the estimate of the fair value of the lease liability and related right of use assets, and the estimates of the valuation allowance on deferred tax assets and corporate income taxes.

Allowance for Uncollectible Accounts Receivable

The Company follows Accounting Standards Update (“ASU”) No. 2016-13, *Financial Instruments — Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments* (known as the “current expected credit loss model” or “CECL”) that is based on expected losses rather than incurred losses. We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that contractual payments due will not be collected in accordance with the terms of the agreement. The allowance for uncollectible accounts receivable was \$178,689 and \$109,575 as of December 31, 2025 and 2024, respectively.

Revenue Recognition

The Company follows the guidance in Accounting Standards Codification (“ASC”) Topic 606 *Revenue from Contracts with Customers* (“ASC 606”). The core principle of ASC 606 is to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. Accordingly, the Company recognized revenue for online reputation management (“ORM”) services in accordance with the following five steps outlined in ASC 606 as follows:

1. Identification of the contract, or contracts, with a customer,
2. Identification of the performance obligations in the contract, including whether they are distinct within the context of the contract
3. Determination of the transaction price, including the constraint on variable consideration
4. Allocation of the transaction price to the performance obligations in the contract
5. Recognition of revenue when, or as, performance obligations are satisfied

As reported in the consolidated Statement of Operations and Comprehensive Income (Loss), the Company reports revenue in two categories: 1) its core removal service and 2) other ancillary services. The Company's contracts with its customers are fee for service contracts under which the Company charges its customers an agreed upfront fee for the service rendered. While the Company does offer a refund if the customer is not satisfied with the service to date the Company has never issued such a refund and therefore does not have information to estimate such refunds for its contracts with customers; accordingly, the Company has not recorded a provision for refunds. The Company's payment terms are typically 50% upon signature of the contract, 25% thirty days after execution and the final 25% sixty days after execution.

The Company recognizes the consideration due under the contracts with its customers as accounts receivable at the time it enters into the contract because the Company has an unconditional right to consideration. The Company has identified the completion of the agreed upon service as its performance obligation under its contracts with its customers. Accordingly, the Company recognizes revenue at the point in time it completes the agreed upon service. For example, the removal of negative or spurious content. The Company's billings are made in advance of completion of the performance obligation. Accordingly, the Company has recorded deferred revenue of \$683,109 and \$516,548 as of December 31, 2025 and 2024, respectively, in the consolidated balance sheets.

Determination of the transaction price: the transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring goods or services to the customer.

Allocation of the transaction price to the performance obligations in the contract: if the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis.

For its removal services, the Company identifies two components within the overall service arrangement: (i) an initial research and analytical phase and (ii) the execution phase, which includes removal, de-indexation or modification of identified content. The initial research phase consists of semantic analysis, identification, and mapping of negative or spurious content and is performed prior to or contemporaneously with contract execution. The Company evaluates the initial research phase as a distinct performance obligation, as it results in a customer-specific, decision-useful deliverable that can be used independently or in conjunction with other service providers. Accordingly, the Company allocates a portion of the transaction price to this performance obligation based on an estimate of relative standalone selling price, which is determined considering the level of effort, expertise required, and the value of the analysis to the customer. The Company typically allocates approximately 50% of the total transaction price to the research phase. Revenue related to this performance obligation is recognized at a point in time when the analysis is completed and control of the deliverable transfers to the customer, which generally occurs at or near contract inception. The remaining portion of the transaction price is allocated to the execution phase and is recognized over time, as the Company satisfies its performance obligations through the removal, de-indexation, or modification of the identified content.

For its ancillary services, pricing is established between the Company and its customer based on the Company's standard pricing for such services. Revenue is recognized for the ancillary services at the point in time that the Company completes the service.

Barter Transactions

The Company enters into transactions in which services are exchanged for services or other non-cash consideration. These transactions are accounted for in accordance with ASC 845, Nonmonetary Transactions. Revenue and related expenses arising from barter transactions are measured at the fair value of the services exchanged, if such fair value is determinable based on observable market data. If fair value cannot be reliably determined, the transaction is recorded at the carrying value of the services provided. The Company recognizes revenues from barter transactions only when the criteria for revenue recognition under ASC 606 are met, including the satisfaction of performance obligations and the existence of commercial substance. Barter transactions are included in revenue and corresponding expenses in the accompanying consolidated financial statements.

Cost of Sales

Cost of sales consist primarily of wages and related expenses for personnel directly involved in the delivery of services, sales commissions, and journalists' fees. All commissions become due and are recorded as the relevant sales invoices are collected. The aggregate cost of sales is \$745,960 and \$1,046,188 for the years ended December 31, 2025 and 2024, respectively.

General and Administrative Expenses

General and administrative expenses are charged to the statement of operations and comprehensive income (loss) as incurred. General and administrative expenses include such items as stock-based compensation, legal cost, office supplies, non-income taxes, insurance, office rental and allowance for credit losses.

Stock-Based Compensation

The Company accounts for stock awards to consultants by measuring the cost of services received in exchange for the award of equity instruments based upon the fair value of the award on the date of grant. The fair value of that award is then ratably recognized as expense over the period during which the recipient is required to provide services in exchange for that award. There was no Stock based compensation expense for the years ended December 31, 2025 and 2024.

Advertising and Marketing Expense

Advertising expenditures are expensed when incurred and are included in sales and marketing expenses in the period incurred. Advertising and promotional expenses were \$344,673 and \$19,896 for the years ended December 31, 2025 and 2024, respectively. The difference is due to a strong advertising campaign made in November and December 2025.

Property and Equipment

Property and equipment are stated at historical value or cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The cost of maintenance and repairs is expensed as incurred. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation and amortization are removed from their respective accounts, and any gain or loss on such sale or disposal is reflected in income from operations. Estimated useful lives are as follows:

Equipment	3 - 5 years
Furniture and fixtures	7 - 10 years

Income Taxes

We account for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses and research and development credit carryforwards. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

Significant judgment is required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, we consider all available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust our valuation allowance with a corresponding impact to the provision for income taxes in the period in which such determination is made.

We apply the authoritative accounting guidance prescribing a threshold and measurement attribute for the financial recognition and measurement of a tax position taken or expected to be taken in a tax return. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more likely than not to be realized upon ultimate settlement.

Foreign Currency

The Company uses U.S. dollars ("US\$") as its reporting currency. Generally, the functional currency of the Company's international subsidiaries is the local currency. The financial statements of the Company's subsidiaries using functional currency other than US\$ are translated into U.S. dollars using month-end rates of exchange for

assets and liabilities, and average rates of exchange for revenue, costs, and expenses. Translation adjustments arising from these are reported as foreign currency translation adjustments and are shown as accumulated other comprehensive income (loss) on the consolidated financial statements.

Transactions denominated in other than the functional currencies are re-measured into the functional currency of the entity at the exchange rates prevailing on the transaction dates. Financial assets and liabilities denominated in other than the functional currency are re-measured at the balance sheet date exchange rate. The resulting exchange differences are recorded in the consolidated statements of comprehensive income (loss) as foreign exchange related gain or loss.

Cash and Cash Equivalents

For the purpose of the consolidated statements of cash flows, the Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. There were no cash equivalents as of December 31, 2025 and December 31, 2024.

Basic and Diluted Earnings/Loss per Common Share

Basic and diluted earnings or loss per share (“EPS”) amounts in the consolidated financial statements are computed in accordance with Accounting Standards Codification (“ASC”) 260-10, *Earnings per Share*, which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. The weighted-average shares outstanding for the year ended December 31, 2025 reflect the impact of the retirement of 160,500 shares of common stock on January 2, 2025. The Company had no potentially dilutive securities outstanding for the periods presented. Accordingly, diluted earnings (loss) per share is the same as basic earnings (loss) per share for each period presented.

Fair Value Measurement

ASC Topic 820, *Fair Value Measurement*, requires that certain financial instruments be recognized at their fair values at the consolidated balance sheet dates. However, other financial instruments, such as debt obligations, are not required to be recognized at their fair values, but GAAP provides an option to elect fair value accounting for these instruments. GAAP requires the disclosure of the fair values of all financial instruments, regardless of whether they are recognized at their fair values or carrying amounts in the balance sheets. For financial instruments recognized at fair value, GAAP requires the disclosure of their fair values by type of instrument, along with other information, including changes in the fair values of certain financial instruments recognized in income or other comprehensive income. For financial instruments not recognized at fair value, the disclosure of their fair values is provided below under “Financial Instruments.”

Nonfinancial assets, such as property, plant and equipment, and nonfinancial liabilities are recognized at their carrying amounts in the Company’s balance sheets. GAAP does not permit nonfinancial assets and liabilities to be remeasured at their fair values. However, GAAP requires the remeasurement of such assets and liabilities to their fair values upon the occurrence of certain events, such as the impairment of property, plant and equipment. In addition, if such an event occurs, GAAP requires the disclosure of the fair value of the asset or liability along with other information, including the gain or loss recognized in income in the period the remeasurement occurred.

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and basesthe categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 inputs: Based on unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs: Based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less

active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 inputs: Based on unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities, and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The Company did not have any Level 2 or Level 3 assets and liabilities as of December 31, 2025 and 2024.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, accounts receivable, accounts payable, notes payable and accrued expenses. The carrying amount of these financial instruments approximates fair value due to the short-term maturity of these instruments.

Concentration of Credit Risk

The Company maintains cash balances at financial institutions with accounts that are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. As of December 31, 2025, and December 31, 2024, the Company's cash balance did not exceed FDIC coverage. The Company has not experienced any losses in such accounts and periodically evaluates the credit worthiness of the financial institutions and has determined the credit exposure to be negligible.

Commitments and Contingencies

Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

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

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

Segment Reporting

In November 2023, the FASB issued Accounting Standards Update 2023-07 – Segment Reporting (Topic ASC 280) Improvements to Reportable Segment Disclosures. The ASU improves reportable segment disclosure requirements, primarily through enhanced disclosure about significant segment expenses. The enhancements under this update require disclosure of significant segment expenses that are regularly provided to the Chief Operating Decision Maker ("CODM") and included within each reported measure of segment profit or loss, require disclosure of *other segment items* by reportable segment and a description of the composition of *other segment items*, require annual disclosures under ASC 280 to be provided in interim periods, clarify use of more than one measure of segment profit or loss by the CODM, require that the title of the CODM be disclosed with an explanation of how the CODM uses the reported measures of segment profit or loss to make decisions, and require that entities with a single reportable segment provide all disclosures required by this update and required under ASC 280. The Company adopted ASU 2023-07 for the annual period ending December 31, 2024.

ASC 280, *Segment Reporting*, establishes standards for companies to report in their financial statements information about operating segments products, services, geographic areas, and major customers. Operating

segments are defined as components of an enterprise engaging in businesses activities for which separate financial information is available that is regularly evaluated by the Group’s chief operating decision makers in deciding how to allocate resources and assess performance. The Group’s chief operating decision maker (“CODM”) has been identified as the Chief Executive Officer, who reviews consolidated results including revenue, gross profit and operating profit at a consolidated level only. The Company does not distinguish between markets for the purpose of making decisions about resources allocation and performance assessment. Therefore, the Company has only one operating segment and one reportable segment.

Recently Issued Accounting Standards

In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures (ASU 2023-09),” which improves the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the effective tax rate reconciliation and income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures. This guidance will be effective for the annual periods beginning after December 31, 2024. Early adoption is permitted. Upon adoption, the guidance can be applied prospectively or retrospectively. The Company is currently evaluating the guidance to determine its impact on our consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU No. 2024-03 “Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)” which requires disclosure each reporting period, in the notes to the financial statements, of specified information about certain costs and expenses. For public business entities, the new requirements will be effective for annual periods beginning after December 15, 2026. The guidance will be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The Company is currently evaluating the effect of adopting this ASU.

Note 2 - Accounts Receivable

Accounts receivable, net consisted of the following as of:

	December 31, 2025	December 31, 2024
Accounts receivable	\$ 1,754,764	\$ 670,522
Allowance for doubtful accounts	(178,689)	(109,575)
Total accounts receivable	\$ 1,576,075	\$ 560,947

Bad debt expense totaled \$67,639 and \$123,174 for the years ended December 31, 2025 and 2024, respectively.

Note 3 - Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets were \$346,151 and \$345,945 as of December 31, 2025 and 2024, respectively. Prepaid expenses consist of upfront payments on supplier invoices and vendor contracts, tax refunds receivable on goods and services, tax paid throughout the fiscal year in certain regions that we operate in, deferred costs associated with various efforts expended by the Company while attempting to become publicly listed, security deposits on leases, and consulting expenses associated with third-party assistance in the Company's anticipated public listing.

Prepaid expenses and other current assets are as follows:

	December 31, 2025	December 31, 2024
Upfront payments	\$ 1,260	\$ 817
Goods and services tax receivable	78,469	92,542
Deferred offering costs	251,919	222,109
Deferred costs	12,039	10,056
Deposits	2,464	17,678

Other	-	2,743
Total prepaid expenses and other current assets	\$ 346,151	\$ 345,945

Note 4 - Property and Equipment, net

A summary of property and equipment, net is as follows as of:

	December 31, 2025	December 31, 2024
Computer equipment	20,743	16,817
Office equipment	4,916	2,923
Furniture and fixtures	-	32,273
Property and Equipment	25,659	52,013
Accumulated depreciation	(12,157)	(21,165)
Property and Equipment, net	\$ 13,502	\$ 30,848

Depreciation expense totaled \$5,399 and \$9,477 for the years ended December 31, 2025 and 2024, respectively.

Note 5- Accrued Expenses

A summary of accrued expenses is as follows as of:

	December 31, 2025	December 31, 2024
Accrued payroll	\$ 126,852	\$ 107,902
Accrued invoices	75,022	144,638
Accrued credit cards	27,535	11,107
Accrued payroll and sales tax	271,786	211,661
Total accrued expenses	\$ 501,195	\$ 475,308

Note 6 - Operating Lease

The Company had an operating lease agreement to rent office space for a four-year term. The Company's weighted-average lease remaining term relating to its operating leases was 0.5 years as of December 31, 2024, with a weighted-average discount rate of 6.8%. The Company incurred \$87,972 of lease expense for its operating leases for the years ended December 31, 2024.

In January 2025 the Company terminated the lease and recognized a gain on termination of \$13,190.

Note 7 - Related Party Transactions

Stockholder Loans Payable

On May 20, 2025, the Company entered into a note payable with Mrs. Danila Pisati for a principal amount of \$200,000. The note matures in three years and bears interest at an annual rate of 4.33%. The note payable is presented in Stockholder loans payable – non current, while the interest accrued (\$5,338) is presented in accounts payable – related parties.

During the second half of the year, the Company received seven loans from Mrs. Danila Pisati for a total amount of \$275,000. These loans mature between August and November 2026. These loans are presented in stockholder loans

payable – current on the balance sheet; the accrued interest has a balance of \$2,881 and is presented in accounts payable – related parties.

Accrued Compensation

Ealixir has several agreements in place with Mr. Enea Trevisan, the founder and former CEO of Ealixir, Inc. The first is a commercial agreement aimed at procuring new clients for the Company, effective June 1, 2019 with the goal of procuring new clients for the Company. Under this agreement, Mr. Trevisan was entitled to 20% of the gross amount for each new contract signed. This agreement has been amended in 2024 and the commissions were reduced to 0 for October 2024 and 10% for November and December 2024. A new agreement has been signed in January 2025. Under this new agreement Mr. Trevisan is entitled to receive a 15% commission based on the gross amount of each new contract signed. The agreement spans twelve months and automatically renews on an annual basis. For the year ended December 31, 2025, fees disbursed to Mr. Trevisan under this agreement amounted to \$113,651, compared to \$179,720 as of December 31, 2024. There was a \$55,729 and \$4,185 balance reflected on the balance sheet in accounts payable – related parties as of December 31, 2025 and 2024, respectively.

The second contract, effective December 27, 2021, is a digital consultancy agreement, stipulating monthly fees for Mr. Trevisan. Ealixir disbursed \$19,471 as of December 31, 2024 for these services. Additionally, as part of this contract, Mr. Trevisan served as Executive Chairman from November 2022 to September 2023, during which time his salary remained unpaid. On September 30, 2024, the balance was written off, resulting in a \$290,000 capital contribution presented as forgiveness of related party debt on the statement of stockholders' deficit.

On February 1, 2024, the Company entered into an employment agreement with Mr. Trevisan to serve as a Sales Manager of Ealixir Hispania. The Company disbursed \$83,832 and \$69,025 for the year ended December 31, 2025 and 2024, respectively. There was a \$4,698 and \$4,185 balance, respectively related to this agreement as of December 31, 2025 and 2024.

On October 1, 2018, Ealixir entered into an employment agreement with Mrs. Danila Pisati, the founder's wife, to serve as the Managing Director of the subsidiary Ealixir Hispania. The Company disbursed \$81,716 and \$210,180 for the years ending December 31, 2025 and 2024, respectively. Mrs. Pisati previously held the position of Director at Ealixir Inc. until April 2022, during which time her salary remained unpaid resulting in accrued compensation reflected in accounts payable – related parties on the balance sheet. As of December 31, 2025 and 2024, the balance was \$94,698 and \$114,188, respectively.

Note 8 – Gain on Forgiveness of Debt

During the year ended December 31, 2025 and 2024, the Company recognized a total gain on forgiveness of debt in the amount of \$26,651 and \$145,674. This amount consisted of outstanding accounts payable forgiven by various suppliers. These amounts were forgiven without any repayment obligation and have been recognized as a gain on the statement of operations and comprehensive income (loss) in accordance with U.S. GAAP.

Note 9 - Commitments and Contingencies

Legal Matter

In the opinion of management, as of December 31, 2025 and 2024, there was no reasonable possibility that the Company had incurred a material loss, or a material loss in excess of amounts accrued, related to loss contingencies.

Note 10 - Stockholders' Deficit

Common Stock

The Company is authorized to issue 300,000,000 shares of common stock with a \$0.001 par value, of which 60,121,536 and 60,282,036 shares were outstanding as of December 31, 2025 and 2024, respectively.

On January 2, 2025, the Company retired 160,500 shares of its common stock that had previously been issued to an investor. The retirement permanently reduced the number of issued and outstanding shares but did not impact total equity.

Series Z Preferred Stock

The Company is authorized to issue 10,000,000 shares of Series Z Preferred Stock, with a \$0.001 par value. 1,000,000 and 1,000,000 shares of Series Z Preferred Stock were outstanding as of December 31, 2025 and December 31, 2024, respectively.

Upon the occurrence of a liquidation event, whether voluntary or involuntary, the holders of Series Z Preferred Stock are entitled to receive net assets on a pro rata basis. Each holder of Series Z Preferred Stock is entitled to receive ratably any dividends declared by the board, if any, out of funds legally available for the payment of dividends. As used herein, liquidation event means (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Company, (ii) the purchase or redemption by the Company of shares of any class of stock or the merger or consolidation of the Company with or into any other corporation or corporations, unless (a) the holders of the Series Z Preferred Stock receive securities of the surviving corporation having substantially similar rights as the Series Z Preferred Stock and the stockholders of the Company immediately prior to such transaction are holders of at least a majority of the voting securities of the successor corporation immediately thereafter, unless the holders of the shares of Series Z Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Company's assets, unless the holders of Series Z Preferred Stock elect otherwise. Holders of shares of Series Z Preferred Stock shall have no right to convert those shares into Common Stock or any other class of securities of the Corporation. Each one share of the Series Z Preferred Stock shall have voting rights equal to nine hundred (900) votes of Common Stock.

Note 11 – Notes Payable

The aggregate outstanding balances of the notes payable were \$76,382 and \$89,648 as of December 31, 2025 and 2024, respectively. The balance is made of four different loans having maturity between January and September 2026 and interest rates between 5.98% and 8.40%.

Note 12 - Income Taxes

The following table summarizes our provision for income taxes (in thousands):

	Years Ended December 31,	
	2025	2024
Federal		
Current	-	-
Deferred	-	-
State		
Current	-	-
Deferred	-	-
Foreign		
Current	41	31
Deferred	-	-
Total	41	31

Prior to May 2020, none of the current Ealixir group entities were subject to income tax in the United States as they were all incorporated and operated abroad. In May 2020, Ealixir, Inc. (previously an Ireland corporation) was party to a reverse acquisition merger of a U.S. company (Budding Times, Inc.) that was essentially inactive since its incorporation in 2019. For the year ended December 31, 2025, our provision for income taxes increased due to profitability in Spain.

The following table presents the items accounting for the difference between income taxes computed at the federal statutory income tax rate and our provision for income taxes:

	Years Ended December 31,			
	2025		2024	
	\$	%	\$	%
U.S. Federal statutory tax rate	30	21.00%	(52)	21.00%
State and local income tax, net of federal income tax effect				
Florida	9	6.27%	(18)	7.41%
Prior period adjustments (State)	11	7.97%	-	0.00%
Change in State VA	(12)	-8.51%	-	0.00%
Foreign tax effects				
Spain	(2)	-1.16%	23	-9.18%
Change in Foreign VA	-	0.00%		
Changes in Federal Valuation Allowance	(26)	-18.04%	78	-31.58%
Nontaxable or nondeductible items				
Penalties and fines	8	5.60%	3	-1.25%
Other adjustments				
Tax attribute true-up	7	5.02%		
Fixed asset DTA true-up	15	10.39%	(2)	0.91%
Total	41	28.52%	31	-12.68%

The following table presents the components of our deferred tax assets and liabilities (in thousands):

	Years Ended December 31,			
	2025		2024	
Deferred tax assets				
Other	30		\$	84
Capital Loss Carryforwards	88			-
Net operating loss carryforwards	2,009			2,081
Gross deferred tax assets	2,127			2,165
Valuation allowance	(2,127)			(2,165)
Total deferred tax assets	-			-
Total deferred tax liabilities	-			-
Net deferred tax assets	-		\$	-

The increase in deferred tax assets is largely due the recording of losses . As of December 31, 2025, it is more likely than not that our deferred tax assets will be unrealizable and a full valuation reserve has been recorded to offset the asset.

As of December 31, 2025, we had federal NOL carryforwards of approximately \$7,927,000, with no expiration but limited to 80% utilization and a state NOL carryforward of \$7,925,000 available to reduce future taxable income. The majority of the NOLs will carry forward indefinitely.

As of December 31, 2025, our federal, state, and foreign income tax returns for the tax years 2022 through the current period remain subject to adjustment due to current and future examinations. Fiscal years outside the normal statute of limitation remain open to audit by tax authorities due to tax attributes generated in earlier years, which have been carried forward and may be audited in subsequent years when utilized. The Company plans to amend its 2020, 2021, and 2022 U.S. income tax returns, which were originally filed using preliminary financial information. Subsequent adjustments were identified in connection with the completion of a delayed audit process to finalize the underlying financial statements. Penalties and interest on the amended 2020, 2021 and 2022 U.S. income tax return and Florida tax return have not been recorded, as they are unknown at this time..

Note 13 - Geographical Information

The following table provides details of revenue by client geography:

	Years Ended December 31,	
	2025	2024
United States of America	\$ 84,025	\$ 12,760
Other Americas	348,641	475,750
Europe/Middle East/Africa	2,609,057	1,749,600
Asia-Pacific	540,970	1,118,661
Total	<u>\$ 3,582,693</u>	<u>\$ 3,356,771</u>

The Company attributes revenue by country based on its customer's location at the time of delivery of service. Substantially all the Company's long-lived assets are located in Europe.

Note 14 - Subsequent Events

The Company has completed an evaluation of all subsequent events after the balance sheet date of December 31, 2025 through the date the consolidated financial statements were issued, to ensure that these consolidated financial statements include appropriate disclosure of events both recognized in the consolidated financial statements as of December 31, 2025, and events which have occurred subsequently but were not recognized in the consolidated financial statements. The Company has not identified any events for which subsequent disclosure would be required, except as disclosed below.

On March 23, 2026 and April 8, 2026, the Company entered into two notes payable with Mrs. Danila Pisati for a principal amount of \$116,300 and \$113,500 respectively. The notes mature in one year and bears interest at an annual rate of 4.33%.