

Disclosure Statement Pursuant to the Pink Basic Disclosure Guideline

Tego Cyber Inc.

8565 S Eastern Avenue, Suite 150
Las Vegas, Nevada
89123, USA

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www.tegocyber.com

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Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

103,507,146 as of December 31, 2025 (Current Reporting Period Date or More Recent Date)

93,277,146 as of June 30, 2025 (Most Recent Completed Fiscal Year End)

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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 and names used by predecessor entities, along with the dates of the name changes.

Tego Cyber Inc.
8565 S Eastern Avenue, Suite 150
Las Vegas, Nevada
89123 USA

Current State and Date of Incorporation or Registration: State of Nevada - September 6, 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:

Not applicable.

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

On August 18, 2025, Tego Cyber Inc. (the "Company") announced it has completed the acquisition of the assets of a leading US based managed security services provider (MSSP). The transaction created a combined company with approximately \$7 million in annual recurring revenue, a nationwide customer base, and a platform uniquely positioned to capitalize on the \$30 billion AI-in- cybersecurity market. The acquired business brings more than 300 managed Security Information and Event Management (SIEM) instances under management, serving enterprises and channel partners across multiple industries. This real-time security telemetry will be integrated with Tego's proprietary threat correlation and enrichment engine, creating one of the few AI-native MSSP platforms operating in live customer environments at scale. With the addition of the acquired assets, the combined company will have access to one of the most diverse and robust real-time security datasets in the MSSP sector. The acquisition also supports Tego's strategic roll-up vision. The Company has previously executed a Letter of Intent (LOI) with an international managed security provider generating approximately \$16 million in annual revenue and nearly \$8 million in EBITDA. This transaction, when completed, would significantly expand Tego's global footprint, profitability, and recurring revenue base.

Address of the issuer's principal executive office:

8565 S Eastern Avenue, Suite 150
Las Vegas, Nevada
89123 USA

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:

2) Security Information

Transfer Agent

Name: Legacy Stock Transfer, Inc.
Phone: 972-612-4120
Email: info@legacystocktransfer.com
Address: 16801 Addison Road, Suite #247, Addison, Texas 75001

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: TGCB
Exact title and class of securities outstanding: Common
CUSIP: 87901L 100
Par or stated value: \$0.001
Total shares authorized: 250,000,000 as of December 31, 2025
Total shares outstanding: 103,507,146 as of December 31, 2025
Total number of shareholders of record: 290 as of December 31, 2025

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

There are no other publicly quoted or trade securities.

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

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

Exact title and class of securities outstanding: Series A Redeemable Convertible Preferred
CUSIP: Not applicable
Par or stated value: \$5.00
Total shares authorized: 1,000,000 as of December 31, 2025
Total shares outstanding: 60,000 as of December 31, 2025
Total number of shareholders of record: 1 as of December 31, 2025

Exact title and class of securities outstanding: Series B Redeemable Convertible Preferred
CUSIP: Not applicable
Par or stated value: \$4.00
Total shares authorized: 2,000,000 as of December 31, 2025
Total shares outstanding: 1,037,500 as of December 31, 2025
Total number of shareholders of record: 2 as of December 31, 2025

Security Description:

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

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

Dividends: We have not paid any cash dividends on our Common Stock since inception and presently anticipate that all earnings, if any, will be retained for development of our business and that no dividends on our Common Stock will be declared in the foreseeable future. Any future dividends will be subject to the discretion of our Board of Directors and will

depend upon, among other things, future earnings, operating and financial condition, capital requirements, general business conditions and other pertinent facts. Therefore, there can be no assurance that any dividends on our Common Stock will be paid in the future.

Voting Rights: Except as otherwise required by law or as may be provided by the resolutions of the board of directors authorizing the issuance of Common Stock, all rights to vote and all voting power shall be vested in the holders of Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote. Except as may be provided by the resolutions of the board of directors authorizing the issuance of Common Stock, cumulative voting by any shareholder is expressly denied.

No Preemptive Rights: Preemptive rights shall not exist with respect to shares of Common Stock or securities convertible into shares of Common Stock of the Company.

Rights upon Liquidation, Dissolution or Winding-Up of the Company: Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the remaining net assets of the Company shall be distributed pro rata to the holders of the 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

Issue Price — The stated price for the Series A preferred stock shares shall be \$5.00 per share.

Redemption — The Series A preferred stock shares are redeemable 12 months after issuance.

Dividends — The holders of the Series A preferred stock shares shall be entitled to receive cumulative dividends at a fixed rate of 12% per annum on the face value of each Series A Preferred Share, equivalent to \$0.60 per share per year. Dividends shall accrue and be calculated every quarter at \$0.15 per share per quarter. They shall be payable in cash or additional company shares at the discretion of the Board of Directors.

Preference of Liquidation — In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "Liquidation Event"), the holders of the Series A Preferred Shares shall be entitled to receive, out of the assets of the Company legally available for distribution to its shareholders, and before any distribution or payment is made to holders of common stock or any other class or series of shares ranking junior to the Series A Preferred Shares, an amount equal to the face value of \$5.00 per Preferred Share, plus any accumulated and unpaid dividends (the "Liquidation Preference"). The rights of the holders of the Series A Preferred Shares under this clause shall constitute a senior claim on the assets of the Company in the event of a Liquidation Event. They shall not, under any circumstances, be deemed or construed as creating a debt obligation of the Company. These rights are strictly limited to the distribution of available assets during a Liquidation Event, as this clause outlines. After the payment of the full Liquidation Preference to the holders of the Series A Preferred Shares, such holders shall not be entitled to further participation in the Company's remaining assets. Any remaining assets shall be distributed under the rights and preferences of the Company's common stockholders or other junior securities. If, upon a Liquidation Event, the assets of the Company available for distribution are insufficient to pay the full Liquidation Preference to the holders of the Series A Preferred Shares, then the holders of the Series A Preferred Shares shall share ratably in the distribution of the available assets in proportion to the full Liquidation Preference amounts to which they are otherwise entitled. The rights of the holders of the Series A Preferred Shares under this clause are subordinate to the claims of any creditors of the Company and any securities expressly designated as senior to the Series A Preferred Shares.

Voting — Holders of the Series A Preferred Shares shall not have general voting rights on matters submitted to a vote of the shareholders of the Company, except as explicitly provided in this clause or as required by applicable law. Notwithstanding the preceding, holders of the Series A Preferred Shares shall be entitled to vote, as a separate class or together with other shareholders as applicable, on the following matters: Amendment of Rights: Any amendment, alteration, or repeal of the Certificate of Incorporation, Bylaws, or this Agreement that adversely affects the rights, preferences, privileges, or powers of the Series A Preferred Shares. The authorization or issuance of any class or series of shares ranking

senior to the Series A Preferred Shares regarding dividend rights or liquidation preference. Approval of any merger, consolidation, or sale of all or substantially all the Company's assets where the transaction would affect the rights of the Series A Preferred Shares disproportionately compared to other shareholders. When entitled to vote, holders of the Series A Preferred Shares shall be entitled to one vote per share unless otherwise required by law or specified in the Company's governing documents. The holders of the Series A Preferred Shares shall not vote on general corporate matters reserved exclusively for holders of the Company's common stock, including but not limited to the election of directors or approval of ordinary business transactions. Holders of Series A Preferred Shares shall not have cumulative voting rights unless expressly provided for in the Company's governing documents.

Conversion — There are no conversion rights.

Series B Preferred Stock

Issue Price — The stated price for the Series B preferred stock shares shall be \$4.00 per share.

Redemption — The Series B preferred stock shares are not redeemable.

Dividends — The holders of the Series B preferred stock shares shall be entitled to receive cumulative dividends at the discretion of the Board of Directors.

Preference of Liquidation — In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "Liquidation Event"), the holders of the Series B Preferred Shares shall be entitled to receive, out of the assets of the Company legally available for distribution to its shareholders, and before any distribution or payment is made to holders of common stock or any other class or series of shares ranking junior to the Series B Preferred Shares, an amount equal to the face value of \$4.00 per Preferred Share, plus any accumulated and unpaid dividends (the "Liquidation Preference"). The rights of the holders of the Series B Preferred Shares under this clause shall constitute a senior claim on the assets of the Company in the event of a Liquidation Event. They shall not, under any circumstances, be deemed or construed as creating a debt obligation of the Company. These rights are strictly limited to the distribution of available assets during a Liquidation Event, as this clause outlines. After the payment of the full Liquidation Preference to the holders of the Series B Preferred Shares, such holders shall not be entitled to further participation in the Company's remaining assets. Any remaining assets shall be distributed under the rights and preferences of the Company's common stockholders or other junior securities. If, upon a Liquidation Event, the assets of the Company available for distribution are insufficient to pay the full Liquidation Preference to the holders of the Series B Preferred Shares, then the holders of the Series B Preferred Shares shall share ratably in the distribution of the available assets in proportion to the full Liquidation Preference amounts to which they are otherwise entitled. The rights of the holders of the Series B Preferred Shares under this clause are subordinate to the claims of any creditors of the Company and any securities expressly designated as senior to the Series B Preferred Shares.

Voting — Holders of the Series B Preferred Shares shall not have general voting rights on matters submitted to a vote of the shareholders of the Company, except as explicitly provided in this clause or as required by applicable law. Notwithstanding the preceding, holders of the Series B Preferred Shares shall be entitled to vote, as a separate class or together with other shareholders as applicable, on the following matters: Amendment of Rights: Any amendment, alteration, or repeal of the Certificate of Incorporation, Bylaws, or this Agreement that adversely affects the rights, preferences, privileges, or powers of the Series B Preferred Shares. The authorization or issuance of any class or series of shares ranking senior to the Series B Preferred Shares regarding dividend rights or liquidation preference. Approval of any merger, consolidation, or sale of all or substantially all the Company's assets where the transaction would affect the rights of the Series B Preferred Shares disproportionately compared to other shareholders. When entitled to vote, holders of the Series B Preferred Shares shall be entitled to one vote per share unless otherwise required by law or specified in the Company's governing documents. The holders of the Series B Preferred Shares shall not vote on general corporate matters reserved exclusively for holders of the Company's common stock, including but not limited to the election of directors or approval of ordinary business transactions. Holders of Series B Preferred Shares shall not have cumulative voting rights unless expressly provided for in the Company's governing documents.

Conversion — Each Series B Preferred Share may be converted into 16 shares of common stock of the Company.

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

Not applicable.

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.

Not applicable.

3) Issuance History

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

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

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

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

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

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.
3-Jul-23	New Issuance	1,116,667	Common	\$0.10	Yes	District 2 Capital Fund LP (1)	Financing Contract	Restricted	4(a)(2)
3-Jul-23	New Issuance	1,116,667	Common	\$0.10	Yes	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Alissa Knight	Services	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Melissa Knight	Services	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Vivian Lyon	Services	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Christine Vanderpool	Services	Restricted	4(a)(2)
5-Jul-23	New Issuance	125,000	Common	\$0.48	No	Victor Cardona	Services	Restricted	4(a)(2)
5-Jul-23	New Issuance	125,000	Common	\$0.48	No	Kirk Horton	Services	Restricted	4(a)(2)
27-Jul-23	New Issuance	500,000	Common	\$0.10	Yes	Robert J Daley	Cash	Restricted	506(b)
17-Aug-23	New Issuance	100,000	Common	\$0.10	Yes	JBCG Enterprises LLC (3)	Cash	Restricted	506(b)
21-Aug-23	New Issuance	800,000	Common	\$0.10	Yes	AJB Capital Investments LLC (4)	Financing Contract	Restricted	4(a)(2)
22-Aug-23	New Issuance	600,000	Common	\$0.15	Yes	Nuview Trust (David Nelson)	Cash	Restricted	506(b)
15-Sep-23	New Issuance	100,000	Common	\$0.2328	No	Earl Johnson	Release & Settlement Agreement	Restricted	4(a)(2)
15-Sep-23	New Issuance	250,000	Common	\$0.2328	No	Robert E Mikkelson	Employment Contract	Restricted	4(a)(2)
19-Sep-23	New Issuance	500,000	Common	\$0.22	No	JBCG Enterprises LLC (3)	Services	Restricted	4(a)(2)

6-Oct-23	New Issuance	1,000,000	Common	\$0.1999975	No	AJB Capital Investments LLC (4)	Financing Contract	Restricted	4(a)(2)
6-Oct-23	New Issuance	500,000	Common	\$0.1999975	No	District 2 Capital Fund LP (1)	Financing Contract	Restricted	4(a)(2)
6-Oct-24	New Issuance	500,000	Common	\$0.1999975	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
15-Oct-23	New Issuance	1,000,000	Common	\$0.10	Yes	Cheryl Hintzen	Cash	Restricted	506(b)
23-Oct-24	New Issuance	1,000,000	Common	\$0.16	No	Cheryl Hintzen	Services	Restricted	4(a)(2)
30-Oct-23	New Issuance	170,000	Common	\$0.10	Yes	Joseph Baker	Cash	Restricted	506(b)
27-Dec-23	New Issuance	1,250,000	Common	\$0.04	Yes	NuView Trust (David Nelson)	Cash	Restricted	506(b)
23-Dec-23	New Issuance	1,250,000	Common	\$0.04	Yes	Eugene Elliott	Cash	Restricted	506(b)
27-Dec-23	New Issuance	1,000,000	Common	\$0.1114	No	AJB Capital Investments LLC (4)	Financing Contract	Restricted	4(a)(2)
27-Dec-23	New Issuance	500,000	Common	\$0.1114	No	District 2 Capital Fund LP (1)	Financing Contract	Restricted	4(a)(2)
17-Dec-23	New Issuance	500,000	Common	\$0.1114	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
2-Jan-24	New Issuance	1,000,000	Common	\$0.10	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
2-Jan-24	New Issuance	1,000,000	Common	\$0.10	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
2-Jan-24	New Issuance	1,000,000	Common	\$0.10	No	Richard Smith	Services	Restricted	4(a)(2)
31-Jan-24	New Issuance	50,000	Common	\$0.052	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Jan-24	New Issuance	50,000	Common	\$0.052	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
16-Feb-24	New Issuance	450,000	Common	\$0.05	No	Richard Smith	Debt Settlement	Restricted	4(a)(2)
16-Feb-24	New Issuance	360,000	Common	\$0.05	No	Robert Mikkelsen	Debt Settlement	Restricted	4(a)(2)
18-Feb-24	New Issuance	61,740	Common	\$0.05	No	Michael De Valera	Debt Settlement	Restricted	4(a)(2)
20-Feb-24	New Issuance	50,000	Common	\$0.0525	No	Leanne Wick	Financing Contract	Restricted	4(a)(2)
21-Feb-24	New Issuance	200,000	Common	\$0.05	Yes	Richard Smith	Cash	Restricted	506(b)
23-Feb-24	New Issuance	200,000	Common	\$0.05	Yes	C Buckley & Co Inc (5)	Cash	Restricted	506(b)
29-Feb-24	New Issuance	50,000	Common	\$0.04524	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
29-Feb-24	New Issuance	50,000	Common	\$0.04524	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
1-Mar-24	New Issuance	100,000	Common	\$0.05	Yes	Steven Brandstetter	Services	Restricted	4(a)(2)
1-Mar-24	New Issuance	2,000,000	Common	\$0.05	Yes	Andrew Brandstetter	Cash	Restricted	506(b)
9-Mar-24	New Issuance	1,000,000	Common	\$0.05	Yes	Vandelay Financial	Cash	Restricted	506(b)
9-Mar-24	New Issuance	300,000	Common	\$0.05	Yes	William J Savino	Cash	Restricted	506(b)
15-Mar-24	New Issuance	1,000,000	Common	\$0.05	Yes	Steven Brandstetter	Cash	Restricted	506(b)
15-Mar-24	New Issuance	200,000	Common	\$0.05	Yes	Edwin A Moreno	Cash	Restricted	506(b)
31-Mar-24	New Issuance	400,000	Common	\$0.05	Yes	Lockett + Horwitz (6)	Debt Settlement	Restricted	4(a)(2)
31-Mar-24	New Issuance	50,000	Common	\$0.131	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Mar-24	New Issuance	50,000	Common	\$0.131	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
1-Apr-24	New Issuance	500,000	Common	\$0.05	Yes	Cecil Boozer	Cash	Restricted	506(b)
2-Apr-24	New Issuance	200,000	Common	\$0.05	Yes	Kevin Cahoon	Cash	Restricted	506(b)
2-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Anne-Boleyn Relova	Cash	Restricted	506(b)
2-Apr-24	New Issuance	200,000	Common	\$0.05	Yes	Stephane Thauvette	Cash	Restricted	506(b)
3-Apr-24	New Issuance	52,000	Common	\$0.05	Yes	Kevin Christophe Hu	Cash	Restricted	506(b)
5-Apr-24	New Issuance	300,000	Common	\$0.05	Yes	Steven Weinstein	Cash	Restricted	506(b)
9-Apr-24	New Issuance	500,000	Common	\$0.05	Yes	Jeffrey Kobylarz	Cash	Restricted	506(b)
12-Apr-24	New Issuance	76,000	Common	\$0.05	Yes	Scott Weitze	Cash	Restricted	506(b)
12-Apr-24	New Issuance	24,000	Common	\$0.05	Yes	Scott Weitze IRA	Cash	Restricted	506(b)
12-Apr-24	New Issuance	40,000	Common	\$0.05	Yes	Laurie McLay	Cash	Restricted	506(b)
16-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Robert Rogers	Cash	Restricted	506(b)
16-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	William Hallinan	Cash	Restricted	506(b)
19-Apr-24	New Issuance	500,000	Common	\$0.05	Yes	Joseph Baker	Cash	Restricted	506(b)
23-Apr-24	New Issuance	400,000	Common	\$0.165	No	Hayden IR, LLC (7)	Cash	Restricted	506(b)
23-Apr-24	New Issuance	400,000	Common	\$0.05	Yes	The Jensen Trust (8)	Cash	Restricted	506(b)
23-Apr-24	New Issuance	400,000	Common	\$0.05	Yes	Doug Nelkin	Cash	Restricted	506(b)
23-Apr-24	New Issuance	200,000	Common	\$0.05	Yes	John Shave	Cash	Restricted	506(b)
23-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Sabrina Peruzzi	Cash	Restricted	506(b)
24-Apr-24	New Issuance	80,000	Common	\$0.05	Yes	Umit Soytekin	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Larry Masi	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Lucy Masi	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Edwin A Moreno	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Sherlin Franco	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Stanley Jefferson	Cash	Restricted	506(b)
26-Apr-24	New Issuance	150,000	Common	\$0.05	Yes	EAB Investments Inc. (9)	Cash	Restricted	506(b)

30-Apr-24	New Issuance	50,000	Common	\$0.165	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
30-Apr-24	New Issuance	50,000	Common	\$0.165	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
4-May-24	New Issuance	100,000	Common	\$0.05	Yes	John Barsell	Cash	Restricted	506(b)
7-May-24	New Issuance	200,000	Common	\$0.05	Yes	Thomas J Weck	Cash	Restricted	506(b)
10-May-24	New Issuance	150,000	Common	\$0.05	Yes	Kenneth Cusano	Cash	Restricted	506(b)
13-May-24	New Issuance	200,000	Common	\$0.05	Yes	Paul Puskadi	Cash	Restricted	506(b)
31-May-24	New Issuance	50,000	Common	\$0.15	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-May-24	New Issuance	50,000	Common	\$0.15	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
30-Jun-24	New Issuance	50,000	Common	\$0.08525	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
30-Jun-24	New Issuance	50,000	Common	\$0.08525	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
13-Jun-24	New Issuance	500,000	Common	\$0.05	Yes	Marcus Kuyers	Cash	Restricted	506(b)
13-Jun-24	New Issuance	200,000	Common	\$0.05	Yes	James Bruce	Cash	Restricted	506(b)
28-Jun-24	New Issuance	400,000	Common	\$0.08525	No	District 2 Capital Fund LP (1)	Financing Contract	Restricted	4(a)(2)
28-Jun-24	New Issuance	400,000	Common	\$0.08525	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
12-Jul-24	New Issuance	100,000	Common	\$0.05	Yes	Alan Cunningham	Cash	Restricted	506(b)
15-Jul-24	New Issuance	1,000,000	Common	\$0.10	No	AJB Capital Investments LLC (4)	Financing Contract	Restricted	4(a)(2)
15-Jul-24	New Issuance	500,000	Common	\$0.10	No	District 2 Capital Fund LP (1)	Financing Contract	Restricted	4(a)(2)
15-Jul-24	New Issuance	500,000	Common	\$0.10	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
22-Jul-24	New Issuance	400,000	Common	\$0.05	Yes	Vivekanand Kamath	Cash	Restricted	506(b)
31-Jul-24	New Issuance	1,000,000	Common	\$0.05	Yes	Andrew Brandstetter	Cash	Restricted	506(b)
31-Jul-24	New Issuance	50,000	Common	\$0.10	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Jul-24	New Issuance	50,000	Common	\$0.10	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
19-Aug-24	New Issuance	500,000	Common	\$0.05	Yes	Stephane Thauvette	Cash	Restricted	506(b)
31-Aug-24	New Issuance	50,000	Common	\$0.0978	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Aug-24	New Issuance	50,000	Common	\$0.0978	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
30-Sep-24	New Issuance	50,000	Common	\$0.0948	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
30-Sep-24	New Issuance	50,000	Common	\$0.0948	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
30-Sep-24	New Issuance	50,000	Common	\$0.0948	No	Leanne Wick	Financing Contract	Restricted	4(a)(2)
15-Oct-24	New Issuance	700,000	Common	\$0.05	Yes	William Savino	Cash	Restricted	506(b)
15-Oct-24	New Issuance	300,000	Common	\$0.05	Yes	Steven Weinstein	Cash	Restricted	506(b)
15-Oct-24	New Issuance	300,000	Common	\$0.05	Yes	Judith Weinstein	Cash	Restricted	506(b)
16-Oct-24	New Issuance	200,000	Common	\$0.05	Yes	Thomas J Weck	Cash	Restricted	506(b)
16-Oct-24	New Issuance	200,000	Common	\$0.05	Yes	Andrew Brandstetter	Cash	Restricted	506(b)
16-Oct-24	New Issuance	200,000	Common	\$0.05	Yes	Steven Brandstetter	Cash	Restricted	506(b)
31-Oct-24	New Issuance	50,000	Common	\$0.0979	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Oct-24	New Issuance	50,000	Common	\$0.0979	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
16-Nov-24	New Issuance	204,290	Common	\$0.0979	No	Leanne Wick	Financing Contract		
30-Nov-24	New Issuance	50,000	Common	\$0.10985	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
30-Nov-24	New Issuance	50,000	Common	\$0.10985	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
05-Dec-24	New Issuance	50,000	Common	\$0.05	Yes	John Leahy	Cash	Restricted	506(b)
07-Dec-24	New Issuance	200,000	Common	\$0.05	Yes	Jan Kaspavec	Cash	Restricted	506(b)
09-Dec-24	New Issuance	100,000	Common	\$0.05	Yes	Jeremy Teraoka	Cash	Restricted	506(b)
31-Dec-24	New Issuance	50,000	Common	\$0.0899	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Dec-24	New Issuance	50,000	Common	\$0.0899	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
31-Dec-24	New Issuance	200,000	Common	\$0.05	Yes	Steven Brandstetter	Cash	Restricted	506(b)
01-Jan-25	New Issuance	375,000	Common	\$0.11	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
01-Jan-25	New Issuance	2,000,000	Common	\$0.08	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Jan-25	New Issuance	37,500	Common	\$0.10	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)

01-Jan-25	New Issuance	50,000	Common	\$0.10	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
15-Jan-25	New Issuance	132,500	Common	\$0.05	No	Stephane Thauvette	Debt Settlement	Restricted	4(a)(2)
24-Jan-25	New Issuance	3,000,000	Common	\$0.0876	No	AJB Capital Investments LLC (4)	Financing Contract	Restricted	4(a)(2)
31-Jan-25	New Issuance	1,000,000	Common	\$0.0992	No	Richard Smith	Consulting Agreement	Restricted	4(a)(2)
01-Feb-25	New Issuance	37,500	Common	\$0.06	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
01-Feb-25	New Issuance	50,000	Common	\$0.06	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Mar-25	New Issuance	37,500	Common	\$0.05	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
01-Mar-25	New Issuance	50,000	Common	\$0.05	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Apr-25	New Issuance	37,500	Common	\$0.047	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
01-Apr-25	New Issuance	50,000	Common	\$0.047	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-May-25	New Issuance	37,500	Common	\$0.0431	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
01-May-25	New Issuance	50,000	Common	\$0.0431	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Jun-25	New Issuance	37,500	Common	\$0.0499	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
01-Jun-25	New Issuance	50,000	Common	\$0.0499	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Jul-2025	New Issuance	50,000	Common	\$0.0361	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Jul-2025	New Issuance	37,500	Common	\$0.0361	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
16-Jul-2025	New Issuance	165,000	Common	\$0.035	No	Doug Nelkin	Services	Restricted	4(a)(2)
16-Jul-2025	New Issuance	40,000	Common	\$0.035	No	Doug Nelkin	Services	Restricted	4(a)(2)
01-Aug-2025	New Issuance	50,000	Common	\$0.04808	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Aug-2025	New Issuance	37,500	Common	\$0.04808	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
15-Aug-2025	New Issuance	1,000,000	Series B Preferred	\$4.00	NA	High Wire Networks Inc	Asset Purchase	Restricted	4(a)(2)
01-Sep-2025	New Issuance	50,000	Common	\$0.0662	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Sep-2025	New Issuance	37,500	Common	\$0.0662	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
08-Sep-2025	New Issuance	1,400,000	Common	\$0.05	Yes	Steven Brandstetter	Cash	Restricted	4(a)(2)
08-Sep-2025	New Issuance	3,200,000	Common	\$0.05	Yes	Andrew Brandstetter	Cash	Restricted	4(a)(2)
08-Sep-2025	New Issuance	100,000	Common	\$0.05	Yes	Stanley Jefferson	Cash	Restricted	4(a)(2)
10-Sep-2025	New Issuance	3,000,000	Common	\$0.05	Yes	Steven Brandstetter	Debt Settlement	Restricted	4(a)(2)
18-Sep-2025	New Issuance	60,000	Series A Preferred	\$5.00	NA	Helena Global Investment Opportunities 1 Ltd (10)	Asset Purchase	Restricted	4(a)(2)
20-Sep-2025	New Issuance	100,000	Common	\$0.05	Yes	C Buckley & Co Inc (5)	Cash	Restricted	4(a)(2)
20-Sep-2025	New Issuance	200,000	Common	\$0.05	Yes	C Buckley & Co Inc (5)	Cash	Restricted	4(a)(2)
01-Oct-2025	New Issuance	50,000	Common	\$0.135	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Oct-2025	New Issuance	37,500	Common	\$0.135	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
Oct-20-2025	New Issuance	500,000	Common	\$0.05	Yes	Icarus 54 LLC (11)	Cash	Restricted	4(a)(2)
10-Oct-2025	New Issuance	37,500	Series B Preferred	\$4.00	NA	Arin Funding LLC (12)	Asset Purchase	Restricted	4(a)(2)
01-Nov-2025	New Issuance	50,000	Common	\$0.071	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Nov-2025	New Issuance	37,500	Common	\$0.071	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
13-Nov-2025	New Issuance	500,000	Common	\$0.05	Yes	Eric Stocker	Cash	Restricted	4(a)(2)
14-Nov-2025	New Issuance	500,000	Common	\$0.05	Yes	Stephane Thauvette	Cash	Restricted	4(a)(2)
01-Dec-2025	New Issuance	50,000	Common	\$0.055	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
01-Dec-2025	New Issuance	37,500	Common	\$0.055	No	Steven Brandstetter	Consulting Agreement	Restricted	4(a)(2)
Shares Outstanding as of	Total Common	103,507,146							
		60,000							

December 31, 2025	Total Series A Preferred	1,037,500							
	Total Series B Preferred								

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

- (1) District 2 Capital Fund LP is controlled by Michael Bigger
- (2) Bigger Capital Funds, LP is controlled by Michael Bigger
- (3) JBCG Enterprises LLP is controlled by Erik Grochowiak
- (4) AJB Capital Investments LLC is controlled by Ari Blaine
- (5) C. Buckley & Co. Inc is controlled by Con Buckley
- (6) Lockett + Horwitz is controlled by Jessica Lockett
- (7) Hayden IR, LLC is controlled by Brett Maas
- (8) The Jensen Trust is controlled by Jon Jensen
- (9) EAB Investments Inc is controlled by April May Bellia
- (10) Helena Global Investment Opportunities 1 Ltd is controlled by Jeremy Weech
- (11) Icarus 54, LLC is controlled by John Lundell
- (12) Arin Funding LLC is controlled by Adam Ringer

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	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
07/12/2022	\$335,000	\$490,659	07/24/2025	Lowest trading price during previous 20 trading days	Nil	12,266,475	AJB Capital Investments LLC	Loan
07/15/2022	\$192,500	\$281,946	02/15/2024	Lowest trading price during previous 20 trading days Market	Nil	7,048,650	Bigger Capital Funds, LP	Loan
07/18/2022	\$192,500	\$281,946	02/15/2024	Lowest trading price during previous 20 trading days Market	Nil	7,048,650	District 2 Capital Fund LP	Loan
10/13/2022	\$150,000	\$217,062	07/24/2025	Lowest trading price during previous 20 trading days	Nil	5,426,550	AJB Capital Investments LLC	Loan
10/13/2022	\$75,000	\$108,531	02/15/2024	Lowest trading price during previous 20	Nil	2,713,275	Bigger Capital Funds, LP	Loan

				trading days Market				
10/13/2022	\$75,000	\$108,531	02/15/2024	Lowest trading price during previous 20 trading days Market	Nil	2,713,275	District 2 Capital Fund LP	Loan
08/02/2024	\$65,000	\$84,599	07/24/2025	Lowest trading price during previous 20 trading days	Nil	2,114,975	AJB Capital Investments LLC	Loan
08/02/2024	\$32,500	\$42,300	02/02/2025	Lowest trading price during previous 20 trading days	Nil	1,057,500	Bigger Capital Funds, LP	Loan
08/02/2024	\$32,500	\$42,300	02/02/2025	Lowest trading price during previous 20 trading days	Nil	1,057,500	District 2 Capital Fund LP	Loan
08/11/2025	\$200,000	\$0	08/11/2026	\$0.05 Per share	Nil	4,000,000	Stephen Brandstetter	Loan
11/24/2025	\$100,000	\$0	01/15/2026	\$0.05 Per share	Nil	2,000,000	Andrew Brandstetter	Loan
Total Principle Outstanding:		\$1,450,000	Total Shares:		Nil	47,446,850		

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

- (1) AJB Capital Investments LLC is controlled by Ari Blaine
- (2) Bigger Capital Funds, LP is controlled by Michael Bigger
- (3) District 2 Capital Fund LP is controlled by Michael Bigger

4) Issuer's Business, Products and Services

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

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

Tego Cyber Inc. (OTCID:TGCB) delivers AI-driven threat intelligence and managed security solutions that help security teams detect, understand, and respond to threats faster. Its proprietary Threat Intelligence Feed enriches raw indicators with context, while its correlation engine integrates directly with leading SIEM and data lake platforms to proactively identify threats and reduce time to detection and remediation. Building on this foundation, Tego has launched VigilAgent - a next-generation MSSP operating at the intersection of human vigilance and Agentic AI. Currently in stealth mode, VigilAgent represents the future of managed detection and response: scalable, intelligent, and always evolving.

For more information, visit www.tegocyber.com and register for updates at www.vigilaigent.com.

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

OW Cyber LLC, dba VigilAgent

FortiComm LLC

C. Describe the issuers' principal products or services.

Tego Threat Intelligence Feed (Tego TI) - Tego TI compiles cyber threat intelligence from 50+ high level sources including a number of government agencies, then analyzes, deduplicates, enriches, and delivers this data to cyber security operations teams. Capable of integrating with most systems, Tego TI enables early detection of suspicious activities and anomalies that could indicate an imminent breach. By leveraging this high fidelity and highly contextualized threat intelligence, organizations can fortify their defenses, stay one step ahead of threat actors and protect their assets from lurking threats. Tego TI is currently available for download on the following marketplaces: Query.ai, Cribl, Databricks and AWS Marketplace.

Threat Detection & Correlation Engine - Tego has developed a cyber threat detection and correlation application for integration with leading Security Information and Event Management (SIEM) and data lake platforms. Tego's application uses Tego TI combined with customer security logs to automate correlation searches between the two data sets. Tego provides a prioritized list of matched threats to give cybersecurity teams a real-time 'who, what, when and where' of any potential cyber threat within their cyber environment. What makes Tego's application different from other cyber threat applications is that it is the first commercially available solution developed specifically to operate within a client's SIEM or data lake platform so cybersecurity teams do not have to use multiple tools or leave the platform to correlate or research threats. Tego has developed integrations of its detection & correlation for the following platforms: Splunk, elastic and AWS Marketplace.

OW Cyber LLC, dba VigilAgent Managed Security offers organizations end-to-end protection for networks, data, endpoints, and users via multiyear recurring revenue contracts in this fast-growing technology segment. This segment is nearly 100% recurring revenue with multi-year contracts. VigilAgent delivers services through Managed Service Providers (MSPs), strategic partnerships and alliances, Value Added Resellers (VARs), Distributors, and Network Service Providers.

FortiComm LLC, is a wholesale network services provider with network footprint in the Northeast United States. This network carries VoIP and other traffic for other service providers revenue.

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.

Tego's executive offices are located at 8565 South Eastern Avenue, Suite 150 Las Vegas, Nevada 89123. This space is sufficient to meet the current requirement, however, once the business grows to a significant degree, Tego will have to find a larger space and does not foresee any significant difficulties in obtaining any additional required space. Tego does not currently own any real property. Tego leases its corporate office on a month-to-month basis and may terminate the agreement at any time by providing 30 days written notice.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual

representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Shannon Wilkinson	Director	Las Vegas, NV	4,850,000	Common	4.71%
Troy Wilkinson	Director	Las Vegas, NV	3,250,000	Common	3.16%
Robert Mikkelsen	Director/CEO/CFO	Casa Grande, AZ	3,760,000	Common	3.65%
Michael De Valera	Director	New York, NY	1,181,740	Common	1.15%
Jon Jensen	Director	Castle Pines, CO	400,000	Common	0.39%
Chris White	Director	New Braunfels, TX	208,000	Common	0.20%
AJB Capital Investments LLC (1)	5% Control	Hollywood, FL	8,460,000	Common	8.31%
Steven Brandstetter	5% Control	Miami, FL	7,425,000	Common	7.21%
Andrew Brandstetter	5% Control	Miami, FL	7,100,000	Common	6.89%

(1) AJB Capital Investments LLC is controlled by Ari Blaine

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

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);

Not applicable.

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;

Not applicable.

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;

Not applicable.

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

Not applicable.

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.

Not applicable.

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.

Not applicable.

- 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.

Not applicable.

8) Third Party Service Providers

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

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

Securities Counsel

Name: Jessica Lockett
Firm: Corporate Securities Legal, LLP
Address 1: 650 Town Center Drive, Suite 680
Address 2: Costa Meas, CA 92626
Phone: 949-752-1100
Email: jess@securitieslegal.com

Accountant or Auditor

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

Investor Relations

Name:

Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter): x.com/tegocyber
LinkedIn: linkedin.com/company/tegocyber
Facebook: facebook.com/tegocyber

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: Robert Mikkelsen
Title: CEO & CFO
Relationship to Issuer: Director, Officer & 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: Robert Mikkelsen
Title: CEO & CFO
Relationship to Issuer: Director, Officer & Shareholder

Describe the qualifications of the person or persons who prepared the financial statements:⁶ CPA

Provide the following qualifying financial statements:

- Audit Letter (if audited)
- Balance Sheet
- Statement of Income
- Statement of Cash Flow;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

⁶ 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.

- Financial Notes

Financial Statement Requirements:

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

10) Issuer Certification

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, Robert Mikkelsen certify that:

1. I have reviewed this Disclosure Statement for Tego Cyber 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.

June 9, 2026

/s/ Robert Mikkelsen, CEO

Principal Financial Officer:

I, Robert Mikkelsen certify that:

1. I have reviewed this Disclosure Statement for Tego Cyber 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.

June 9, 2026

/s/ Robert Mikkelsen, CFO



**TEGO CYBER INC.
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
THREE AND SIX MONTHS ENDED DECEMBER 31, 2025 AND 2024
(Unaudited)**

TEGO CYBER INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND JUNE 30, 2025
(Unaudited)

	December 31, 2025	June 30, 2025
ASSETS		
Current assets		
Cash	\$ 164,078	\$ 767
Accounts receivable, net	670,425	3,000
Prepaid expenses and other current assets	83,229	1,375
Total current assets	<u>917,732</u>	<u>5,142</u>
Property and equipment, net of accumulated depreciation	4,264,984	-
Intangible assets, net of accumulated amortization	1,095,253	-
TOTAL ASSETS	<u>\$ 6,277,969</u>	<u>\$ 5,142</u>
 LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable & accrued liabilities	\$ 3,561,456	\$ 1,045,871
Contract liabilities	4,995	4,995
Short term notes payable	1,450,000	1,551,099
TOTAL LIABILITIES	<u>5,016,451</u>	<u>2,601,965</u>
 STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock - \$0.001 par value, 250,000,000 shares authorized, 103,507,146 and 93,277,146 shares issued and outstanding as of December 31, 2025, and June 30, 2025, respectively	103,507	93,277
Series A preferred stock; \$5.00 stated value; 1,000,000 shares authorized; 60,000 and nil issued and outstanding as of December 31, 2025, and June 30, 2025, respectively	300,000	-
Series B preferred stock; \$4.00 stated value; 2,000,000 shares authorized; 1,000,000 and nil issued and outstanding as of December 31, 2025, and June 30, 2025, respectively	4,000,000	-
Additional paid-in capital	23,708,559	23,026,180
Accumulated deficit	(26,850,548)	(25,716,280)
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	<u>1,261,518</u>	<u>(2,596,823)</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY (DEFICIT)	<u>\$ 6,277,969</u>	<u>\$ 5,142</u>

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

TEGO CYBER INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
THREE AND SIX MONTHS ENDED DECEMBER 31, 2025 AND 2024
(Unaudited)

	Three Months Ended December 31, 2025	Three Months Ended December 31, 2024	Six Months Ended December 31, 2025	Six Months Ended December 31, 2024
REVENUE				
Revenue	\$ 1,372,877	\$ 93,000	\$ 1,928,871	\$ 200,481
Cost of revenue	988,484	-	1,283,312	-
GROSS PROFIT	<u>384,393</u>	<u>93,000</u>	<u>645,559</u>	<u>200,481</u>
OPERATING EXPENSES				
Depreciation & amortization	387,726	-	387,726	-
Salaries & wages	119,371	-	464,191	-
General & administrative	304,623	643,663	484,247	1,285,778
TOTAL OPERATING EXPENSES	<u>811,720</u>	<u>643,663</u>	<u>1,336,164</u>	<u>1,285,778</u>
NET OPERATING LOSS	<u>(427,327)</u>	<u>(550,663)</u>	<u>(690,605)</u>	<u>(1,085,297)</u>
OTHER INCOME (EXPENSE)				
Interest & financing fees	(187,034)	(67,909)	(443,663)	(751,920)
TOTAL OTHER INCOME (EXPENSE)	<u>(187,034)</u>	<u>(67,909)</u>	<u>(443,663)</u>	<u>(751,920)</u>
NET LOSS	<u>\$ (614,361)</u>	<u>\$ (618,572)</u>	<u>\$ (1,134,268)</u>	<u>\$ (1,837,217)</u>
BASIC AND DILUTED LOSS PER COMMON SHARE	\$ (0.006)	\$ (0.007)	\$ (0.011)	\$ (0.022)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	102,161,553	84,664,194	100,298,424	83,079,992

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

TEGO CYBER INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2025 AND 2024
(Unaudited)

	Common Stock		Series A Preferred Stock		Series B Preferred Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	\$	Shares	\$	Shares	\$	\$	\$	\$
Balance as of September 30, 2024	82,790,356	82,790	-	-	-	-	22,117,198	(24,640,071)	(2,440,083)
Shares issued as transaction costs for notes payable	204,290	204	-	-	-	-	19,796	-	20,000
Shares issued for private placements	2,450,000	2,450	-	-	-	-	120,050	-	122,500
Share based compensation	300,000	300	-	-	-	-	73,206	-	73,506
Share based compensation (options)	-	-	-	-	-	-	117,444	-	117,444
Net loss for period	-	-	-	-	-	-	-	(618,572)	(618,572)
Balance as of December 31, 2024	85,744,646	85,744	-	-	-	-	22,447,694	(24,661,144)	(2,127,706)
Balance as of September 30, 2025	101,744,646	101,745	60,000	300,000	1,000,000	4,000,000	23,601,246	(26,236,187)	1,766,804
Shares issued for private placements	1,500,000	1,500	-	-	-	-	73,500	-	75,000
Share based compensation	150,000	150	-	-	-	-	11,500	-	11,650
Shares issued for services	112,500	112	-	-	-	-	22,313	-	22,425
Net loss for period	-	-	-	-	-	-	-	(614,361)	(614,361)
Balance as of December 31, 2025	103,507,146	103,507	60,000	300,000	1,000,000	4,000,000	23,708,559	(26,850,548)	1,261,518
Balance as of June 30, 2024	78,440,356	78,440	-	-	-	-	21,228,074	(22,823,927)	(1,517,413)
Shares issued as transaction costs for notes payable	2,254,290	2,254	-	-	-	-	215,746	-	218,000
Shares issued for private placements	4,450,000	4,450	-	-	-	-	218,050	-	222,500
Share based compensation	600,000	600	-	-	-	-	102,166	-	102,766
Share based compensation (options)	-	-	-	-	-	-	273,822	-	273,822
Warrants issued with note payable	-	-	-	-	-	-	409,836	-	409,836
Net loss for period	-	-	-	-	-	-	-	(1,837,217)	(1,837,217)
Balance as of December 31, 2024	85,744,646	85,744	-	-	-	-	22,447,694	(22,661,144)	(2,127,706)
Balance as of June 30, 2025	93,277,146	93,277	-	-	-	-	23,026,180	(25,716,280)	(2,596,823)
Shares issued for settlement of debt	3,000,000	3,000	-	-	-	-	147,000	-	150,000
Shares issued for warrants exercised	4,900,000	4,900	-	-	-	-	240,100	-	245,000
Shares issued for private placements	1,600,000	1,600	-	-	-	-	78,400	-	80,000
Share based compensation	300,000	300	-	-	-	-	18,869	-	19,169
Share based compensation (options)	-	-	-	-	-	-	163,200	-	163,200
Shares issued for services	430,000	430	-	-	-	-	34,810	-	35,240
Issuance of preferred stock for acquisitions	-	-	60,000	300,000	1,000,000	4,000,000	-	-	4,300,000
Net loss for period	-	-	-	-	-	-	-	(1,134,268)	(1,134,268)
Balance as of December 31, 2025	103,507,146	103,507	60,000	300,000	1,000,000	4,000,000	23,708,559	(26,850,548)	1,261,518

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

TEGO CYBER INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
SIX MONTHS ENDED DECEMBER 31, 2025 AND 2024
(Unaudited)

	Six Months Ended December 31, 2025	Six Months Ended December 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (1,134,268)	\$ (1,837,217)
Adjustments to reconcile net loss to net cash used in operating activities		
Shares issued for services	35,240	-
Financing fees on debt & settlement of default	187,037	719,876
Amortization of debt discount	-	30,000
Amortization & depreciation	387,726	
Share-based compensation	182,369	376,588
Changes in operating assets and liabilities:		
Accounts receivable	(667,425)	(3,000)
Prepaid expenses	(81,854)	33,000
Accounts payable and accrued liabilities	629,486	378,769
Deferred revenue	-	(9,514)
NET CASH USED IN OPERATING ACTIVITIES	<u>(461,689)</u>	<u>(311,498)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common shares	80,000	222,500
Proceeds from exercise of warrants	245,000	-
Proceeds from issuance of notes payable	300,000	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>625,000</u>	<u>322,500</u>
NET INCREASE (DECREASE) IN CASH	163,311	11,002
CASH AT BEGINNING OF THE PERIOD	767	1,850
CASH AT END OF THE PERIOD	<u>\$ 164,078</u>	<u>\$ 12,852</u>
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Issuance of preferred stock for purchase of note receivable	\$ 150,000	\$ -
Issuance of preferred stock for acquisitions	\$ 4,300,000	\$ -

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

TEGO CYBER INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
(Unaudited)
(Expressed in US Dollars)

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Tego Cyber Inc. is an early-stage company which was incorporated in the State of Nevada on September 6, 2019. Our year end is June 30. We are a development stage enterprise. We are engaged in the business of the development and commercialization of innovative cybersecurity applications that help enterprises reduce risk, remediate cyber-attacks, and protect intellectual property and data.

On August 13, 2025, the Company and its subsidiaries executed two asset purchase agreements with wholly owned High Wire Networks Inc. (“High Wire”) to purchase substantially all remaining operating assets of its cybersecurity and voice network business units.

- OW Cyber LLC, a subsidiary of Tego Cyber Inc. Corp, acquired substantially all assets of HWN, Inc., the Company’s managed cybersecurity services division, for total consideration of 750,000 shares of the Company’s Series B preferred stock and assumption of certain liabilities.
- FortiComm LLC, a subsidiary of Tego Cyber Inc., acquired substantially all assets of Secure Voice Corp, the Company’s wholesale network services subsidiary, for total consideration of 250,000 shares of the Company’s Series B preferred stock and assumption of certain liabilities.

Our principal office is located at 8565 South Eastern Avenue, Suite 150, Las Vegas, Nevada, 89123. Our telephone number is (855) 939-0100 and our general e-mail contact is info@tego cyber.com. Our website can be viewed at www.tego cyber.com.

NOTE 2 – BASIS OF PRESENTATION

The accompanying audited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“US GAAP”). In the opinion of management, the financial statements include all adjustments of a normal recurring nature necessary for a fair statement of the results for the period presented.

The accompanying financial statements have been prepared to present the balance sheets, the statements of operations, statements of changes in shareholders’ equity and the statements of cash flows of the Company for the three and six month periods ended December 31, 2025, and 2024. The accompanying unaudited financial statements have been prepared in accordance with US GAAP using Company-specific information where available and allocations and estimates where data is not maintained on a Company-specific basis within its books and records. Due to the allocations and estimates used to prepare the financial statements, they may not reflect the financial position, cash flows and results of operations of the Company in the future or its operations, cash flows and financial position.

The preparation of financial statements in accordance with US GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company’s financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions and could have a material effect on the reported amounts of the Company’s financial position and results of operations.

These unaudited condensed consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States. These unaudited condensed consolidated financial statements include the accounts of the Company as well as its subsidiaries, OW Cyber LLC and FortiComm LLC. All subsidiaries are wholly-owned.

All inter-company balances and transactions have been eliminated.

NOTE 3 – GOING CONCERN UNCERTAINTY

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of the business. The Company has incurred material losses from operations and has an accumulated deficit. As of December 31, 2025, the Company had a working capital deficit of \$4,159,956. For the three months ended December 31, 2025, the Company sustained net losses of \$614,361 and generated negative cash flows from operations of \$50,481. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern. These adjustments could be material. The Company's continuation as a going concern is contingent upon its ability to earn adequate revenues from operations and to obtain additional financing. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the financial statements. The financial statements and notes are representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to US GAAP and have been consistently applied in the preparation of the financial statements.

Basis of Preparation

The accompanying financial statements have been prepared to present the balance sheets, the statements of operations, statements of changes in shareholders' equity and statements of cash flows of the Company for the three and six months ended December 31, 2025, and 2024 and have been prepared in accordance with US GAAP.

These unaudited condensed consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States. These unaudited condensed consolidated financial statements include the accounts of the Company as well as its subsidiaries, OW Cyber LLC and FortiComm LLC. All subsidiaries are wholly-owned.

All inter-company balances and transactions have been eliminated.

Use of Estimates

In preparing financial statements in conformity with US GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. Management makes these estimates using the best information available at the time the estimates are made. However, actual results could differ materially from those estimates.

Reclassification

Certain prior period amounts have been reclassified to conform to current period presentation.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and accounts receivable. As of December 31, 2025, substantially all of the Company's cash was held by major financial institutions located in the United States, which management believes are of high credit quality. With respect to accounts receivable, the Company extended credit based on an evaluation of the customer's financial condition. The Company generally did not require collateral for accounts receivable and maintained an allowance for doubtful accounts of accounts receivable if necessary.

Cash

Cash consists of cash held at major financial institutions and is subject to insignificant risk of changes in value.

Receivables and Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company records unbilled receivables for services performed but not billed. Management reviews a customer's credit history before extending credit. The Company maintains an allowance for doubtful accounts for estimated losses. Estimates of uncollectible amounts are reviewed each period, and changes are recorded in the period in which they become known. Management analyzes the collectability of accounts receivable each period. This review considers the aging of account balances, historical bad debt experience, and changes in customer creditworthiness, current economic trends, customer payment activity and other relevant factors. Should any of these factors change, the estimate made by management may also change.

Property and Equipment

Property and equipment are stated at cost. The Company depreciates the cost of property and equipment over their estimated useful lives at the following annual rates:

Computers and office equipment	3-7 years straight-line basis
Vehicles	3-5 years straight-line basis
Leasehold improvements	5 years straight-line basis
Developed Software	3 years straight-line basis
Machinery and equipment	5 years straight-line basis

Intangible Assets

At December 31, 2025, intangible assets from the acquisitions completed during the year have not been assigned to specific intangibles. This assessment is underway and is expected to be completed by June 2026.

The Company periodically evaluates the reasonableness of the useful lives of its intangible assets. Fully amortized assets are removed from the accounts. Intangible assets are reviewed for impairment or obsolescence whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. If impairment indicators are identified, intangible assets are written down to fair value based on discounted cash flows or other valuation techniques.

No impairment losses were recognized during the three or six months ended December 31, 2025 and 2024.

Leases

The Company determines if an arrangement is a lease at inception. Operating and financing right-of-use assets and lease liabilities are included on the balance sheet. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Right-of-use assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate, based on the information available at the commencement date, in determining the present value of future lease payments. Right-of-use assets include any prepaid lease payments and exclude any lease incentives and initial direct costs incurred. Operating lease expenses are recognized on a straight-line basis over the term of the lease, consisting of interest accrued on the lease liability and depreciation of the right-of-use asset. The lease terms may include options to extend or terminate the lease if it is reasonably certain the Company will exercise that option. The Company leases its corporate office located at 8565 S. Eastern Ave., # 150, Las Vegas, Nevada. The initial lease term is for 12 months commencing on September 8, 2019, after which the term is on a month-to-month basis. After the initial term, the Company may cancel the lease agreement at any time by providing 30 days written notice. The Company has elected the short-term lease practical expedient of 12 months and has not recorded a lease.

Fair Value of Financial Instruments

Accounting Standards Codification ("ASC") 820 "Fair Value Measurements and Disclosures", adopted January 1, 2008, defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The Company's financial instruments include cash, current receivables and payables. These financial instruments are measured at their respective fair values. The three levels are defined as follows:

Level 1 - inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value.

For cash, accounts receivable, accounts payable and accrued liabilities and due to related parties, it is management's opinion that the carrying values are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and if applicable, their stated interest rate approximates current rates available.

For convertible debts, the carrying values, excluding any unamortized discounts, approximate the respective fair value. The convertible debts have been discounted to reflect their net present value as of September 30, 2023. The carrying values of embedded conversion features not considered to be derivative instruments were determined by allocating the remaining carrying value of the convertible debt after deducting the estimated carrying value of the liability portion.

Estimating fair value for warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate requires determining the most appropriate inputs to the valuation model including the expected life of the warrant, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

Revenue Recognition

The Company recognizes revenue based on the five criteria for revenue recognition established under ASC 606, "Revenue from Contracts with Customers": 1) identify the contract, 2) identify separate performance obligations, 3) determine the transaction price, 4) allocate the transaction price among the performance obligations, and 5) recognize revenue as the performance obligations are satisfied.

Contract Types

The Company's contracts fall under two main types: fixed-price and time-and-materials. Fixed-price contracts are based on purchase order line items that are billed on individual invoices as the project progresses and milestones are reached. Time-and-materials contracts include employees working on an as needed basis at customer locations and materials costs incurred by those employees.

A significant portion of the Company's revenues come from customers with whom the Company has a master service agreement ("MSA"). These MSA's generally contain customer specific service requirements.

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account in the new revenue standard. The contract transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. For the Company's different revenue service types, the performance obligation is satisfied at different times. For professional services revenue, the performance obligation is met when the work is performed. In certain cases, this may be each day or each week, depending on the customer. For construction services, the performance obligation is met when the work is completed and the customer has approved the work.

Revenue Service Types

The following is a description of the Company's revenue service types:

Managed Services are services provided to the clients where the Company monitors, maintains, handles break/fix issues and protects customer networks. The Managed Services Segment encompasses all of the Company's recurring revenue businesses including Overwatch Managed Security, all network managed services, all managed services performed under a Statement of Work (SoW), and the Company's FortiComm revenue.

Disaggregation of Revenues

The Company disaggregates its revenue by operating segment.

Contract Assets and Liabilities

Contract assets would include costs and services incurred on contracts with open performance obligations. These amounts would be included in contract assets on the unaudited condensed consolidated balance sheets. At December 31, 2025 and June 30, 2025, the Company did not have any contract assets.

Contract liabilities include payment received for incomplete performance obligations and are included in contract liabilities on the unaudited condensed consolidated balance sheets. At December 31, 2025 and June 30, 2025, the Company did not have any contract liabilities.

Cost of Revenues

Cost of revenues includes all direct costs of providing services under the Company's contracts, including costs for direct labor provided by employees, services by independent subcontractors, operation of capital equipment, direct materials, insurance claims and other direct costs.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes pursuant to ASC 740 "Income Taxes". ASC 740 requires an asset and liability approach for financial accounting and reporting for income taxes and allows recognition and measurement of deferred tax assets based upon the likelihood of realization of tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Valuation allowances are provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain. The provision for income taxes represents current taxes payable net of the change during the period in deferred tax assets and liabilities.

Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. If applicable, diluted earnings (loss) per share assume the conversion, exercise or issuance of all common stock instruments unless the effect is to reduce a loss or increase earnings (loss) per share. Dilutive securities are not included in the weighted average number of shares when inclusion would be anti-dilutive. The following table summarizes the securities outstanding and exercisable, (regardless of exercise price) as of December 31, 2025, and 2024 that were excluded from the diluted net loss per share calculation because the effect of including these potential shares was antidilutive due to the Company's net loss.

	2025	2024
Potentially dilutive common share equivalents		
Options	1,200,000	1,200,000
Warrants	22,143,740	26,943,740
Performance Stock Units	2,700,000	2,700,000
Potentially dilutive shares outstanding	26,043,740	30,843,740

Recently Issued Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

NOTE 5 – RECENT TRANSACTIONS

Acquisition of assets of Cybersecurity and Voice Network Business Units

On August 13, 2025, the Company and its subsidiaries executed two asset purchase agreements with High Wire Networks Inc. to acquire substantially all operating assets of its cybersecurity and voice network business units.

- Under the first agreement, OW Cyber LLC, a subsidiary of the Company, acquired substantially all assets of HWN, Inc., the Company’s managed cybersecurity services division, for total consideration of 750,000 shares of the Company’s Series B preferred stock, together with the assumption of certain liabilities.
- Under the second agreement, Secure Voice LLC, a subsidiary of the Company, acquired substantially all assets of Secure Voice Corp (“SVC”), the Company’s wholesale network services subsidiary, for total consideration of 250,000 shares of the Company’s Series B preferred stock, together with the assumption of certain liabilities.

In connection with these transactions, Helena Global Investment Opportunities 1 Ltd. (“Helena”), High Wire’s senior secured lender, released its security interest in the specific assets acquired in exchange for \$300,000 stated value of the Company’s Series A preferred stock as partial satisfaction of the Company’s outstanding secured debt.

NOTE 6 – NOTES PAYABLE

The following table summarizes the Company’s notes payable as of December 31, 2025, and June 30, 2025.

Reference	Effective Date	Interest Rate	Maturity Date	December 31, 2025	June 30, 2025
(a)	July 12, 2022	15%	July 24, 2025	\$ 335,000	\$ 335,000
(b)	July 15, 2022	15%	February 15, 2024	192,500	192,500
(c)	July 18, 2022	15%	February 15, 2024	192,500	192,500
(d)	October 13, 2022	10%	July 24, 2025	150,000	150,000
(e)	October 13, 2022	10%	February 15, 2024	75,000	75,000
(f)	October 13, 2022	10%	February 15, 2024	75,000	75,000
(g)	August 2, 2024	10%	July 24, 2025	65,000	65,000
(h)	August 2, 2024	10%	February 2, 2025	32,500	32,500
(i)	August 2, 2024	10%	February 2, 2025	32,500	32,500
(j)	August 11, 2025	0%	August 11, 2026	200,000	-
(k)	November 24, 2025	0%	January 15, 2026	100,000	-

- (a) On July 12, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$300,000 at \$270,000 cash with a \$30,000 original issue discount. In connection with this note, the Company paid an additional \$27,500 in cash transaction costs, issued 350,000 common shares valued at \$178,500 in transaction costs, and issued 500,000 warrants exercisable at \$0.25 per share, expiring on July 12, 2027. The warrants were calculated to have a fair value of \$249,971 as of July 12, 2022. This note payable is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (b) On July 15, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$150,000 at \$135,000 cash with \$15,000 original issue discount. In connection with this note, the Company paid an additional \$11,250 in cash transaction costs, issued 175,000 common shares valued at \$89,250 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on July 15, 2027. The warrants were calculated to have a fair value of \$124,984 as at July 15, 2022. This promissory note is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (c) On July 18, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$150,000 at \$135,000 cash with \$15,000 original issue discount. In connection with this note, the Company paid an additional \$11,250 in cash transaction costs, issued 175,000 common shares valued at \$89,250 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on

July 18, 2027. The warrants were calculated to have a fair value of \$124,994 as of July 18, 2022. This note payable is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.

- (d) On October 13, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$150,000 at \$135,000 cash with a \$15,000 original issue discount. In connection with this note, the Company paid an additional \$23,750 in cash transaction costs, issued 416,667 common shares valued at \$187,625 in transaction costs, and issued 500,000 warrants exercisable at \$0.25 per share, expiring on October 12, 2027. The warrants were calculated to have a fair value of \$220,526 as of October 13, 2022. This note payable is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (e) On October 13, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$75,000 at \$67,500 cash with \$7,500 original issue discount. In connection with this note, the Company paid an additional \$5,625 in cash transaction costs, issued 208,333 common shares valued at \$93,812 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on October 12, 2027. The warrants were calculated to have a fair value of \$110,263 as of October 13, 2022. This promissory note is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (f) On October 13, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$75,000 at \$67,500 cash with \$7,500 original issue discount. In connection with this note, the Company paid an additional \$5,625 in cash transaction costs, issued 208,333 common shares valued at \$93,812 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on October 12, 2027. The warrants were calculated to have a fair value of \$110,263 as of October 13, 2022. This promissory note is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (g) On August 2, 2024, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$65,000 at \$50,000 cash with a \$15,000 original issue discount. In connection with this note, the Company issued 500,000 pre-funded warrants exercisable at \$0.001 per share, expiring on August 2, 2029. The warrants were calculated to have a fair value of \$54,985 at the issuance date. This note payable is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (h) On August 2, 2024, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$32,500 at \$25,000 cash with a \$7,500 original issue discount. In connection with this note, the Company issued 250,000 pre-funded warrants exercisable at \$0.001 per share, expiring on August 2, 2029. The warrants were calculated to have a fair value of \$27,493 at the issuance date. This note payable is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (i) On August 2, 2024, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$32,500 at \$25,000 cash with a \$7,500 original issue discount. In connection with this note, the Company issued 250,000 pre-funded warrants exercisable at \$0.001 per share, expiring on August 2, 2029. The warrants were calculated to have a fair value of \$27,493 at the issuance date. This note payable matures on February 2, 2025, is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (j) On August 11, 2025, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$400,000 at \$200,000 cash with a \$200,000 original issue discount. This note payable matures on August 11, 2026 and is convertible, in whole or in part into common stock of the Company at \$0.05 per share, is secured by substantially all assets of OW Cyber LLC, and bears no interest.
- (k) On November 24, 2025, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$200,000 at \$100,000 cash with a \$100,000 original issue discount. This note payable matures on January 15, 2026 and is convertible, in whole or in part into common stock of the Company at \$0.05 per share, is secured by substantially all assets of OW Cyber LLC, and bears no interest.

The Company incurred financing expenses totaling \$187,034 and \$443,663 during the three and six months ended December 31, 2025, respectively.

NOTE 7 – COMMON SHARES

Common Stock

On December 31, 2025, the Company's authorized capital consisted of 250,000,000 of common shares with a \$0.001 par value and 103,507,146 shares were issued and outstanding.

Warrants

The Black Scholes Option Pricing Model assumptions used in the valuation of the warrants are outlined below. The stock price was based on recent issuances. The expected life was based on the expiry date of the warrants as the Company did not have historical exercise data of such warrants.

	December 31, 2025
Stock price	\$0.09
Risk-free interest rate	5.26 %
Expected life	5 Years
Expected dividend rate	0
Expected volatility	193.521 %

Continuity of the Company's common stock purchase warrants issued and outstanding is as follows:

	Number of warrants	Weighted average exercise price	Intrinsic value
Balance at July 1, 2025	26,943,740	0.22	-
Granted	-	-	-
Exercised	(4,800,000)	0.05	-
Expired/forfeited	-	-	-
Outstanding at December 31, 2025	<u>22,143,740</u>	<u>\$ 0.21</u>	<u>\$ -</u>
Exercisable at December 31, 2025	<u>22,143,740</u>	<u>\$ 0.09</u>	<u>\$ -</u>

Number of warrants	Exercise price	Issuance Date	Expiry date	Remaining life
6,500,000	0.05	Various	2/11/2030	4.12
3,250,000	0.05	Various	3/29/2029	3.24
3,250,000	0.05	Various	3/29/2029	3.24
4,171,740	0.25	3/31/2024	3/31/2027	1.25
972,000	0.25	6/30/2024	6/30/2027	1.50
<u>4,000,000</u>	0.001	8/2/2024	2/11/2030	4.12
<u>22,143,740</u>				

Stock Options

On December 8, 2021, the Board of Directors of the Company approved the adoption of the 2021 Equity Compensation Plan (the “Equity Compensation Plan”) to provide employees, certain consultants and advisors who perform services for the Company, and non-employee members of the Board of Directors of the Company with the opportunity to receive grants of incentive stock options, nonqualified stock options, stock appreciation rights, stock awards, stock units and other stock-based awards.

During the year ended June 30, 2023, the Company issued a total of 6,000,000 non-qualified stock options (the “options”) to directors, officers and certain key consultants. The options are subject to the terms and conditions of the Equity Compensation Plan. All granted options are subject to a five-year vesting schedule equal to 20% per year starting on the 1st day of each year following the effective date. All options have an exercise price of \$0.65, which was the closing price of the Company’s common stock on the grant date.

The following is a continuity schedule for the Company’s outstanding non-qualified stock options:

	Number of options	Weighted Average Exercise Price
Outstanding, June 30, 2025	6,000,000	\$ 0.65
Granted	-	-
Exercised	-	-
Cancelled	-	-
Outstanding, December 31, 2025	6,000,000	\$ 0.65

As of December 31, 2025, the Company had the following stock options outstanding:

Grant Date	Number Outstanding	Number Exercisable	Exercise Price	Weighted Average Life (Years)	Expiry Date
January 3, 2022	125,000	25,000	\$ 0.65	7.01	January 3, 2032
January 4, 2022	5,750,000	1,150,000	0.65	7.01	January 4, 2032
March 1, 2023	125,000	25,000	0.65	7.01	January 4, 2032
Total	6,000,000	1,200,000	\$ 0.65	7.01	

During the six-month period ended December 31, 2025, the Company recorded \$65,987 as share-based compensation relating to the issuance of the non-qualified stock options with an intrinsic value of \$0.

Performance Stock Units

On December 8, 2021, the Board of Directors of the Company approved the adoption of the 2021 Equity Compensation Plan (the “Equity Compensation Plan”) to provide employees, certain consultants and advisors who perform services for the Company, and non-employee members of the Board of Directors of the Company with the opportunity to receive grants of incentive stock options, nonqualified stock options, stock appreciation rights, stock awards, stock units and other stock-based awards.

During the year ended June 30, 2022, the Company issued a total of 4,000,000 performance stock units (“performance units”) to directors, officers and certain key consultants. The performance units are subject to the terms and conditions of the Equity Compensation Plan. The performance units will be earned and vest upon reaching certain market capitalization goals during the performance period ending on December 31, 2026.

Number of Performance Units	Vesting Conditions	Expiry Dates
900,000	Market capitalization of the Company reaches \$50 million	December 31, 2026
900,000	Market capitalization of the Company reaches \$75 million	December 31, 2026
900,000	Market capitalization of the Company reaches \$100 million	December 31, 2026

On March 20, 2023, the Company terminated its employment relationship with one of the unit holders who had 400,000 performance stock units where the rights had been cancelled.

During the year ended June 30, 2023, the Company's market capitalization reached over \$25 million, and the unit holders exercised 900,000 options in exchange for 900,000 common shares. Intrinsic value varies for each vesting condition based on stock price at the time. None of the outstanding units are exercisable as of September 30, 2024.

The following is a continuity schedule for the Company's outstanding performance stock units:

	Number of Performance Units	Weighted Average Exercise Price
Outstanding, June 30, 2025	2,700,000	\$ -
Granted	-	-
Released	-	-
Exercised	-	-
Forfeited or cancelled	-	-
Outstanding, December 31, 2025	2,700,000	\$ -

During the six-month period ended December 31, 2025, the Company recorded \$17,213 as share-based compensation relating to the issuance of the performance units.

NOTE 8 – PREFERRED STOCK

On November 15, 2024, the Board of Directors of the Company approved an amendment to its Articles of Incorporation to authorize 25,000,000 shares of blank check preferred stock. See below for a description of each of the Company's outstanding classes of preferred stock, including historical and current information.

Series A - \$5.00 stated value, 1,000,000 shares authorized, 60,000 issued and outstanding as of September 30, 2005. The 60,000 shares were issued to the senior lender of High Wire Networks Inc to release restrictions on the assets acquired by the Company in August 2025.

The Series A preferred stock is redeemable and is convertible into any qualified financing. The principal terms of the Series A preferred stock shares are as follows:

Issue Price — The stated price for the Series A preferred stock shares shall be \$5.00 per share.

Redemption — The Series A preferred stock shares are redeemable 12 months after issuance.

Dividends — The holders of the Series A preferred stock shares shall be entitled to receive cumulative dividends at a fixed rate of 12% per annum on the face value of each Series A Preferred Share, equivalent to \$0.60 per share per year. Dividends shall accrue and be calculated every quarter at \$0.15 per share per quarter. They shall be payable in cash or additional company shares at the discretion of the Board of Directors.

Preference of Liquidation — In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "Liquidation Event"), the holders of the Series A Preferred Shares shall be entitled to receive, out of the assets of the Company legally available for distribution to its shareholders, and before any distribution or payment is made to holders of common

stock or any other class or series of shares ranking junior to the Series A Preferred Shares, an amount equal to the face value of \$5.00 per Preferred Share, plus any accumulated and unpaid dividends (the "Liquidation Preference"). The rights of the holders of the Series A Preferred Shares under this clause shall constitute a senior claim on the assets of the Company in the event of a Liquidation Event. They shall not, under any circumstances, be deemed or construed as creating a debt obligation of the Company. These rights are strictly limited to the distribution of available assets during a Liquidation Event, as this clause outlines. After the payment of the full Liquidation Preference to the holders of the Series A Preferred Shares, such holders shall not be entitled to further participation in the Company's remaining assets. Any remaining assets shall be distributed under the rights and preferences of the Company's common stockholders or other junior securities. If, upon a Liquidation Event, the assets of the Company available for distribution are insufficient to pay the full Liquidation Preference to the holders of the Series A Preferred Shares, then the holders of the Series A Preferred Shares shall share ratably in the distribution of the available assets in proportion to the full Liquidation Preference amounts to which they are otherwise entitled. The rights of the holders of the Series A Preferred Shares under this clause are subordinate to the claims of any creditors of the Company and any securities expressly designated as senior to the Series A Preferred Shares.

Voting — Holders of the Series A Preferred Shares shall not have general voting rights on matters submitted to a vote of the shareholders of the Company, except as explicitly provided in this clause or as required by applicable law. Notwithstanding the preceding, holders of the Series A Preferred Shares shall be entitled to vote, as a separate class or together with other shareholders as applicable, on the following matters: Amendment of Rights: Any amendment, alteration, or repeal of the Certificate of Incorporation, Bylaws, or this Agreement that adversely affects the rights, preferences, privileges, or powers of the Series A Preferred Shares. The authorization or issuance of any class or series of shares ranking senior to the Series A Preferred Shares regarding dividend rights or liquidation preference. Approval of any merger, consolidation, or sale of all or substantially all the Company's assets where the transaction would affect the rights of the Series A Preferred Shares disproportionately compared to other shareholders. When entitled to vote, holders of the Series A Preferred Shares shall be entitled to one vote per share unless otherwise required by law or specified in the Company's governing documents. The holders of the Series A Preferred Shares shall not vote on general corporate matters reserved exclusively for holders of the Company's common stock, including but not limited to the election of directors or approval of ordinary business transactions. Holders of Series A Preferred Shares shall not have cumulative voting rights unless expressly provided for in the Company's governing documents.

Conversion — There are no conversion rights.

Series B - \$4.00 stated value, 2,000,000 shares authorized, 1,000,000 issued and outstanding as of September 30, 2023. 1,000,000 shares were issued to High Wire Networks Inc to acquire substantially all of the assets of its operating subsidiaries.

Issue Price — The stated price for the Series B preferred stock shares shall be \$4.00 per share.

Redemption — The Series B preferred stock shares are not redeemable.

Dividends — The holders of the Series B preferred stock shares shall be entitled to receive cumulative dividends at the discretion of the Board of Directors.

Preference of Liquidation — In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "Liquidation Event"), the holders of the Series B Preferred Shares shall be entitled to receive, out of the assets of the Company legally available for distribution to its shareholders, and before any distribution or payment is made to holders of common stock or any other class or series of shares ranking junior to the Series B Preferred Shares, an amount equal to the face value of \$4.00 per Preferred Share, plus any accumulated and unpaid dividends (the "Liquidation Preference"). The rights of the holders of the Series B Preferred Shares under this clause shall constitute a senior claim on the assets of the Company in the event of a Liquidation Event. They shall not, under any circumstances, be deemed or construed as creating a debt obligation of the Company. These rights are strictly limited to the distribution of available assets during a Liquidation Event, as this clause outlines. After the payment of the full Liquidation Preference to the holders of the Series B Preferred Shares, such holders shall not be entitled to further participation in the Company's remaining assets. Any remaining assets shall be distributed under the rights and preferences of the Company's common stockholders or other junior securities. If, upon a Liquidation Event, the assets of the Company available for distribution are insufficient to pay the full Liquidation Preference to the holders of the Series B Preferred Shares, then the holders of the Series B Preferred Shares shall share ratably in the distribution of the available assets in proportion to the full Liquidation Preference amounts to which they are otherwise entitled. The rights of the holders of the Series B Preferred Shares under this clause are subordinate to the claims of any creditors of the Company and any securities expressly designated as senior to the Series B Preferred Shares.

Voting — Holders of the Series B Preferred Shares shall not have general voting rights on matters submitted to a vote of the shareholders of the Company, except as explicitly provided in this clause or as required by applicable law. Notwithstanding the preceding, holders of the Series B Preferred Shares shall be entitled to vote, as a separate class or together with other shareholders as applicable, on the following matters: Amendment of Rights: Any amendment, alteration, or repeal of the Certificate of Incorporation, Bylaws, or this Agreement that adversely affects the rights, preferences, privileges, or powers of the Series B Preferred Shares. The authorization or issuance of any class or series of shares ranking senior to the Series B Preferred Shares regarding dividend rights or liquidation preference. Approval of any merger, consolidation, or sale of all or substantially all the Company's assets where the transaction would affect the rights of the Series B Preferred Shares disproportionately compared to other shareholders. When entitled to vote, holders of the Series B Preferred Shares shall be entitled to one vote per share unless otherwise required by law or specified in the Company's governing documents. The holders of the Series B Preferred Shares shall not vote on general corporate matters reserved exclusively for holders of the Company's common stock, including but not limited to the election of directors or approval of ordinary business transactions. Holders of Series B Preferred Shares shall not have cumulative voting rights unless expressly provided for in the Company's governing documents.

Conversion — Each Series B Preferred Share may be converted into 16 shares of common stock of the Company.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

The Company leases its corporate office located at 8565 S. Eastern Ave. #150, Las Vegas, Nevada. The initial lease term is for 12 months commencing on September 8, 2019, after which the term is on a month-to-month basis. After the initial term, the Company may cancel the lease agreement at any time by providing 30 days written notice. The Company has elected the short-term lease practical expedient of 12 months and has not recorded a lease.

NOTE 10 – INCOME TAXES

As of December 31, 2025, the Company was in a loss position; therefore, no deferred tax liability was recognized related to the undistributed earnings subject to withholding tax.

Net operating loss carry forward of the Company, approximated \$10,000,000 (December 30, 2024 - \$9,000,000) through the three months ended December 31, 2025. The net operating loss carry forwards are available to be utilized against future taxable income for years through calendar year 2045. In assessing the reliability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled projected future taxable income, and tax planning strategies in making this assessment.