

Logipix International Corp.

Amendment to [Annual Report](#) - Amended for 12/31/2025 originally published through the OTC Disclosure & News Service on 05/29/2026

Explanatory Note:

Amended to correct shares outstanding reported for December 31, 2024 after internal audit.

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

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Logipix International Corp.

800 East Leigh Street, 11,
Richmond, VA 23219
804-482-0665
www.Logipix.com

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock as adjusted was:

19,888,985 as of December 31, 2025

17,704,600 as of December 31, 2024

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

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

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

Logipix International Corp. (the "Company") was incorporated on April 2, 1999, in the State of Nevada as Vitaminoverrun.com and in August 2001 the Company changed its name to Apache Motor Corporation Inc. In November 2005, the Company changed its name to Transnational Automotive Group, Inc.

¹ "Change in Control" shall mean any events resulting in:

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

The Company changed its name from Transnational Automotive Group, Inc., on January 31, 2014. The name change was effectuated in the marketplace by FINRA on July 23, 2014.

On January 31, 2014, the Company changed its name from Transnational Automotive Group, Inc. to Transnational Group, Inc.

On July 15, 2024, the Company filed a Certificate of Amendment accompanying a Restated Articles changing the Company's name to LogiPix International Corp. and reverse splitting the Company's outstanding shares of common stock on a ratio of 275:1. The Company's symbol was subsequently changed to "LPIX".

On September 14, 2020, Grassroots Advisory, LLC was appointed as Custodian of Transnational Group, Inc. in case number A-20-819126-B by the Nevada District Court, in Clark County, Nevada (the "Court"). On January 22, 2021, the Notice of Entry of Order discharging and terminating the custodianship was entered with the Court.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

The Issuer is a Nevada Corporation and in good standing in such jurisdiction. The corporate history is provided in the previous section.

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

NA

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

On May 23, 2024, Imagen Consulting, Inc. ("Imagen") entered into and closed Stock Purchase Agreements with Andrew Van Noy, Chief Executive Officer, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation ("Logipix US") and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 5,673,432 shares of common stock of the Company and options to acquire 1,824,895 shares of common stock. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$1.65 per share. The Series D Preferred Stock converted automatically upon implementing its reverse stock split on October 30, 2024 (the "Reverse Stock Split"). The shares of Series D Preferred Stock voted on an as converted basis together with the shares of common stock until converted.

For accounting purposes, Logipix International was the surviving entity. The transaction was accounted for as a recapitalization of the Company to which Logipix International was treated as the accounting acquirer, surviving and continuing entity although the Company is the legal acquirer rather than a reverse acquisition. Accordingly, the Company's historical financial statements are those of Logipix US.

On July 15, 2024, the Company filed a Certificate of Amendment accompanying a Restated Articles reverse splitting the Company's outstanding shares of common stock on a ratio of 275:1.

Enter new control person/merger here:

Douglas Solomon

The address(es) of the issuer's principal executive office:

800 East Leigh Street, # 11, Richmond, VA 23219

The address(es) of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Co.
Phone: 702-361-3033
Email: awalker@pacificstocktransfer.com
Address: 6725 Via Austi Parkway Suite 300 Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

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

Trading symbol: LPIX
Exact title and class of securities outstanding: Common Stock par value \$.001
CUSIP: 893775304
Par or stated value: \$.001
Total shares authorized: 500,000,000 common as of date: December 31, 2024
Total shares outstanding: 19,888,985 as of date: December 31, 2025
Number of shares in the Public Float²: 57,695 as of date: December 31, 2025
Total number of shareholders of record: 561 as of date: December 31, 2025

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: **Series A Preferred Stock**
CUSIP (if applicable): **N/A**
Par or stated value: **\$.001**
Total shares authorized: **10,000,000** as of date: December 31, 2025
Total shares outstanding (if applicable): **Zero (0)** as of date: December 31, 2025
Total number of shareholders of record: **Zero (0)** as of date: December 31, 2025

Exact title and class of the security: **Series B Preferred Stock**
CUSIP (if applicable): **N/A**
Par or stated value: **\$.001**
Total shares authorized: **75,000** as of date: December 31, 2025
Total shares outstanding (if applicable): **Zero (0)** as of date: December 31, 2025
Total number of shareholders of record: **Zero (0)** as of date: December 31, 2025

Exact title and class of the security: **Series C Preferred Stock**
CUSIP (if applicable): **N/A**
Par or stated value: **\$.001**
Total shares authorized: **1,000** as of date: December 31, 2025
Total shares outstanding (if applicable): **Zero (0)** as of date: December 31, 2025
Total number of shareholders of record: **Zero (0)** as of date: December 31, 2025

Security Description:

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

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.

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

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

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

Series A Preferred Stock. The Series A Preferred Stock has the following voting rights: each share of the Series A Preferred Stock may vote the equivalent of 1,000 shares of our common stock on all matters submitted to our shareholders. The shares of Series A Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holder(s) of the Series A Preferred Stock will not be entitled to receive any of the assets of our company. The shares of Series A Preferred Stock do not possess rights of conversion. There were no shares of Series A Preferred Stock outstanding as of December 31, 2025.

Series B Preferred Stock. The Series B Preferred Stock has the following voting rights: with respect to each matter submitted to a vote of our shareholders, each holder of Series B Preferred Stock shall be entitled to cast that number of votes which is equivalent to the number of shares of Series B Preferred Stock owned by such holder. The shares of Series B Preferred Stock shall be entitled to dividends as may be declared by our Board of Directors. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series B Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$0.001 per share, before any payment is made or assets distributed to holders of our common stock; provided, however, that, with respect to liquidation preference, the Series B Preferred Stock shall be on par with our shares of Series A Preferred Stock. Each share of Series B Preferred Stock is convertible into 1,667 shares of our common stock, at any time. There were no shares of Series B Preferred Stock outstanding as of December 31, 2025.

Series C Preferred Stock. The shares of Series C Preferred Stock do not possess voting rights. The shares of Series C Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series C Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$100.00 per share, before any payment is made or assets distributed to holders of our common stock; provided, however, that, with respect to liquidation preference, the Series C Preferred Stock shall be junior to our shares of Series A Preferred Stock and Series B Preferred Stock. Each share of Series C Preferred Stock is convertible into 13,334 shares of our common stock, at any time. There were no shares of Series C Preferred Stock outstanding effective December 31, 2025.

Series D Preferred Stock. On May 23, 2024, Imagen Consulting, Inc. ("Imagen") entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC, and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation ("Logipix US") and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 1.5 billion shares of common stock of the Company and options to acquire 560 million shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$0.006 per share. The Series D Preferred Stock converted automatically upon

implementing the Reverse Stock Split. The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock. The shares of Series D Preferred Stock shall be entitled to no dividends. In the event of liquidation, dissolution, or winding up of our company, either voluntary or involuntary, the holders of the Series D Preferred Stock will be entitled to receive out of the assets of our company, the amount of \$55.04680 per share, before any payment is made or assets distributed to holders of our common stock. There were no shares of Series D Preferred Stock outstanding as of December 31, 2025.

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

None that have not been previously disclosed

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.**

There have been no material modifications to rights of holders of the company's securities that occurred over the reporting period covered by this report.

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End									
Date			Opening Balance						
1/1/2024			Common **	6,287,540	Preferred				
Date of Transactions	Transaction type (e.g. new issuance, cancellation, etc.)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share)	Where the shares at a discount to market price at time of issuance (Yes/No)	Individual/Entity Shares were issue to. Identify control person for any entities listed	Reason for shares issuance (e.g. for cash or debt conversion_ or services provided	Restricted or unrestricted as of this filing	Exemption or Registration Type
3/31/2024	New issuance	453,273	Common	\$0.42 per share	No	Various	Cash	Restricted	*
3/31/2024	New issuance	50,338	Common	\$0.01 per share	No	Various	Services	Restricted	*
7/1/2024	New issuance	7,845,613	Common	\$0.01 per share	No	Imagen Consulting Inc. - Douglas Solomon, control person	Acquisition	Restricted	*
7/1/2024	New issuance	2,562,555	Common	\$0.1 per share	No	Logipix USA - Doulgas Solomon to the former holders - of Loigipix US Corporations	Acquisition	Restricted	*
7/1/2024	New issuance	505,281	Common	\$0.01 per share	No	Stephen Fleming	Legal services	Restricted	*
8/31/2024	New issuance	599,927	Common	\$0.63 per share	No	Douglas Solomon	Warrant exercise	Restricted	*
8/31/2024	New issuance	1,074,333	Common	\$0.63 per share	No	Imagen Consulting - Douglas Solomon, control person	Conversion of accrued liabilities into common shares	Restricted	
11/15/2024	New issuance	7,458	Common	\$0.63 per share	No	Stuart Stoller	Accounting services	Restricted	*
11/15/2024	New issuance	17,108	Common	\$0.63 per share	No	IB.CPA - Imre Borsanyi, control person	Accounting services	Restricted	*
12/15/2024	New issuance	164,218	Common	\$0.275 per share	No	Various	Warrant exercise	Restricted	*
2/5/2025	New issuance	10,000	Common	\$1.00 per share	Yes	Peter Finie	Cash	Restricted	*
2/11/2025	New issuance	39,683	Common	\$0.63 per share	Yes	The Robert P. Wilson Revocable Trust	Warrant exercise	Restricted	*
2/11/2025	New issuance	15,873	Common	\$1.00 per share	Yes	Curtis Thornton	Warrant exercise	Restricted	*
2/14/2025	New issuance	15,873	Common	\$1.00 per share	Yes	Niki Bawa	Warrant exercise	Restricted	*
3/13/2025	New issuance	25,397	Common	\$0.24 per share	Yes	James Thornton	Warrant exercise	Restricted	*
4/9/2025	New issuance	33,016	Common	\$0.63 per share	Yes	Broggie Family Trust	Conversion of note and accrued interest into common shares	Restricted	*
4/9/2025	New issuance	29,004	Common	\$0.24 per share	Yes	Various	Warrant exercises	Restricted	*
5/9/2025	New issuance	13,641	Common	\$0.63 per share	Yes	Stuart Stoller	Accounting services	Restricted	*
5/9/2025	New issuance	25,000	Common	\$1.00 per share	Yes	Mark Jacobs	Cash	Restricted	*
5/9/2025	New issuance	5,000	Common	\$1.00 per share	Yes	Carol Nelson	Cash	Restricted	*
7/31/2025	New issuance	31,746	Common	\$0.63 per share	Yes	Broggie Family Trust	Warrant exercise	Restricted	*
8/1/2025	New issuance	25,000	Common	\$1.00 per share	Yes	Mark Jacobs	Cash	Restricted	*
8/1/2025	New issuance	17,108	Common	\$0.63 per share	Yes	Various	Services	Restricted	
11/25/2025	New issuance	30,000	Common	\$1.00 per share	Yes	The Robert P. Wilson Revocable Trust	Cash	Restricted	*
12/12/2025	New issuance	5,000	Common	\$1.00 per share	Yes	Thamini Consulting LLC - Ameyon Hawkins, control person	Cash	Restricted	*
Shares Outstanding on Date of This Report									
			Ending Balance						
Date	12/31/2025		Common	19,888,985					

* Section 4(a) 2 under the Securities Act of 1933, as amended.

** Includes previously issued shares of the acquisition.

On May 23, 2024, Imagen Consulting, Inc. (“Imagen”) entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia corporation (“Logipix US”) and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 5,673,432 shares of common stock of the Company and options to acquire 1,824,895 shares of common stock, which may not be exercised until the Company has implemented a reverse stock split. Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$1.65 per share. The Series D Preferred Stock converted automatically upon implementing the Reverse Stock Split on October 30, 2024 (the “Reverse Stock Split”). The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock.

On July 15, 2024, the Company filed a Certificate of Amendment with the Nevada Secretary of State to affect the Reverse Stock Split at the ratio of 275:1 and to implement a name change to Logipix International Corp. (the “Name Change”). As a result of the Reverse Stock Split, every 275 shares of the Company’s common stock issued and outstanding on the effective date were consolidated into one issued and outstanding share. All stockholders who would be entitled to receive fractional shares as a result of the Reverse Stock Split received one whole share for their fractional share interest. There was no change in the par value of our common stock. Further, the Company will continue to have 500,000,000 common shares and 100,000,000 preferred shares authorized.

The Company’s common stock began trading on a split-adjusted basis at the commencement of trading on October 30, 2024, under the symbol “TAMGD.” The Company’s common stock has been assigned a new CUSIP number of 893775304 in connection with the Reverse Stock Split. The Company’s trading symbol continued as “TAMGD” for a period of 20 trading days at which time it was changed to “LPIX”.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism determining conversion of instrument to shares)	Name of Noteholder *You must disclose the control person (s) foray entities listed	Reason for issuance (e.g. Loan Services, etc.)
2/19/2025	\$ 25,000	\$ 25,000	\$ 1,722	2/19/2028	Convertible into common shares at the option at \$1.00 per share (conversion price)	Thad T. Konopnicki and Audrey E. Vaughn	Funding
3/28/2025	\$ 10,000	\$ 10,000	\$ 604.44	3/28/2028	Convertible into common shares at the option at \$1.00 per share (conversion price)	Nilothpaul Dutta	Funding
4/17/2025	\$ 10,000	\$ 10,000	\$ 562.23	4/17/2026	Convertible into common shares at the option at \$1.00 per share (conversion price)	Broggie Family Trust	Funding
6/12/2025	\$ 25,000	\$ 25,000	1094.44	6/12/2028	Convertible into common shares at the option at \$1.00 per share (conversion price)	Ronald Scott	Funding
6/12/2025	\$ 5,000	\$ 5,000	\$ 218.89	6/12/2028	Convertible into common shares at the option at \$1.00 per share (conversion price)	Phalen Clement Brown	Funding
6/13/2025	\$ 5,000	\$ 5,000	\$218.89	6/13/2028	Convertible into common shares at the option at \$1.00 per share (conversion price)	Thamini Consulting LLC, Ameyon Hawkins control person	Funding

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

4) Issuer's Business, Products and Services

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

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

Overview

The Company is the exclusive distribution partner in the Americas and Australasia for Logipix Kft., a Hungarian corporation specializing in advanced computer vision technology. Logipix products are tailored for critical infrastructure protection, traffic violation detection, aerospace and defense, and airport airside monitoring applications. The Company's integrated solutions combine powerful AI analytics with ultra-high-resolution panoramic video, delivering exceptional image quality to meet the demanding requirements of diverse industries.

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

On July 1, 2024, the Company acquired Logipix US Corporation, a Virginia corporation, which is a wholly owned subsidiary of the Company. Currently, the Company has no other subsidiaries.

C. Describe the issuers' principal products or services.

The Company offers high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring.

5) Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases shared office space in at 800 E. Leigh Street, Suite 11, Richmond, Virginia 23219.

This Company has been leasing space beginning on July 1, 2023. Membership Lease Agreement was for an initial term of one (1) year. This Membership Lease Agreement shall automatically renew for an additional term of two (2) years (the "Renewal Term") unless either party delivers written notice to the other party at least thirty (30) days prior to the End Date indicating that the party is electing not to renew this Membership Agreement. The annual lease membership fee is \$9,600. The lease was renewed for an additional two-year period beginning July 1, 2025.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers' securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor with a clear understanding of the identity of all the people 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 shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Douglas Solomon	Director and Control Person	Washington, DC	12,674,210	Common	64.1%	
Michael Broggie	Director and control Person	Richmond, VA	313,005	Common	1.7%	
Matthew Cordis	Director	Miami, FL	=	=	=	
Stuart Stoller	Director	New York, NY	21,099		.04%	
Daniel Mendelenyi	> 5% shareholder	Budapest, Hungary	1,381,610	Common	7%	
Imagen Consulting Inc.	> 5% shareholder	Washington, DC	8,212,945	Common	41.8	Douglas Solomon

Notes:

1. Douglas Solomon shares include those of Imagen Consulting Inc or a total of 12,674,210 shares and upon exercise of conversion of 2,217,719 stock options would own a total of 14,891,929 common shares.
2. Mr. Broggie owns 313,005 common shares and upon exercise of 2,743,463 stock options would own a total of 3,076,468 common shares.
3. Mr. Mendelenyi owns 1,381,610 common shares and upon exercise of 382,766 common stock warrants would own a total of 1,764,376 common shares.
4. Mr. Cordis upon exercise of 45,000 common stock options would own 45,000 common shares.

7) Legal/Disciplinary History

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations).
None
2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities.
None
3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;
None
4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or
None

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

None

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

None

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

None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Stephen Fleming
Firm: Fleming PLLC
Address 1: 30 Wall Street, 8th Floor, New York, New York 10005
Address 2:
Phone: 519-902-6567
Email: smf@flemingpllc.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:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

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

9) Disclosure & Financial Information

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

Name: **Douglas Solomon**
Title: CEO
Relationship to Issuer: CEO

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: Douglas Solomon
Title: CEO
Relationship to Issuer: CEO

Describe the qualifications of the person or persons who prepared the financial statements:⁵

Mr. Solomon has 40 years' experience running publicly traded companies and managing financial statements.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Douglas Solomon certify that:

1. I have reviewed this Disclosure Statement for the three months ended December 31, 2025.
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.

March 31, 2026

/s/Douglas Solomon [CEO's Signature]

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

Principal Financial Officer:

I, Douglas Solomon certify that:

1. I have reviewed this Disclosure Statement for the three months ended December 31, 2025;
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.

March 31, 2026

/s/Douglas Solomon [CFO's Signature]

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

Logipix International Corp.
Consolidated Balance Sheet
(unaudited)

	December 31, 2025	December 31, 2024
ASSETS		
CURRENT ASSETS		
Cash	\$ 4,541	\$ 7,555
Trade and other receivables	494,131	228,587
Inventory	170,383	-
TOTAL CURRENT ASSETS	669,055	236,142
TOTAL ASSETS	\$ 669,055	\$ 236,142
LIABILITIES AND SHAREHOLDER'S EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 424,307	\$ 187,020
Taxes payable	-	17,653
Loans and advances from stockholders	400,000	70,000
Deferred revenue	431,489	215,267
TOTAL CURRENT LIABILITIES	1,255,796	489,940
Convertible Notes Payable	40,564	-
TOTAL LIABILITIES		
SHAREHOLDERS' EQUITY (DEFICIT)		
Common stock, \$0.001 par value; 500,000,000 authorized; 19,888,985 and 19,567,644 outstanding	19,889	19,568
Additional paid in capital	3,854,009	3,497,183
Accumulated deficit	(4,501,203)	(3,770,549)
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	(627,305)	(253,798)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	\$ 669,055	\$ 236,142

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

Logipix International Corp.
Consolidated Statement of Operations

unaudited

	For the Year Ended	
	12/31/2025	12/31/2024
Revenue	\$ 16,680	\$ (15,855)
Cost of revenue	-	-
Operating expenses		
Selling, general and administrative expenses	738,844	365,441
Stock-based compensation	-	623,630
Loss from operations before other income and taxes	(722,164)	(1,004,926)
Other income (expense)		
Other expense - principally interest	(20,889)	(2,098)
Interest and other income - net	12,399	18,893
	(8,490)	16,795
Loss from operations before other income and taxes	(730,654)	(988,131)
Provision for income taxes	-	-
Net loss	<u>\$ (730,654)</u>	<u>\$ (988,131)</u>
Net loss attributable to common shareholders	<u>\$ (730,654)</u>	<u>\$ (988,131)</u>
Net loss per share		
Basic	\$ (0.04)	\$ (0.08)
Diluted	\$ (0.04)	\$ (0.08)
Weighted Average Common Shares Outstanding		
Basic	19,755,932	12,703,075
Diluted	19,755,932	12,703,075

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

Logpixon International Corp.
Condensed Consolidated Statement of Stockholder's Equity
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance at January 1, 2025	19,567,644	\$ 19,568	\$ 3,497,183	\$ (3,770,549)	\$ (253,798)
Common stock issued for services	30,749	31	11,563	-	11,594
Conversion of debt and accrued interest into common stock	33,016	33	20,767	-	20,800
Stock-based compensation		-	99,290	-	99,290
Common shares issued for cash	105,000	105	104,895	-	105,000
Warrants issued in connection with issuance of Convertible Notes			51,346		51,346
Warrant conversion	152,576	153	68,965		69,118
Net loss	-	-	-	(730,654)	(730,654)
Balance at December 31, 2025	<u>19,888,985</u>	<u>\$ 19,889</u>	<u>\$ 3,854,009</u>	<u>\$ (4,501,203)</u>	<u>\$ (627,305)</u>

Balance at January 1, 2024	6,031,277	\$ 6,031	\$ 1,606,324	\$ (2,760,326)	\$ (1,147,971)
Recapitalization	10,571,387	10,571	(10,571)	-	-
Conversion of accrued liabilities into common stock	1,180,227	1,180	1,077,546	-	1,078,726
Common shares issued for cash	490,761	491	201,548	-	202,039
Common stock issued for services	548,029	548	(548)	-	-
Conversion of accounts payable into common stock		-		-	
Stock compensation			623,630		623,630
Warrant exercise	745,963	746	(746)	-	-
Common stock issued for services		-			
Net loss	-	-	-	(988,131)	(988,131)
Balance at December 31, 2024	<u>19,567,644</u>	<u>\$ 19,568</u>	<u>\$ 3,497,183</u>	<u>\$ (3,770,549)</u>	<u>\$ (253,798)</u>

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

Logipix International Corp.
Consolidated Statement of Cash Flows
(unaudited)

	For the Year Ended	
	December 31, 2025	December 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss from operations	\$ (730,654)	\$ (988,131)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization of deferred debt	11,449	-
Stock compensation	99,290	623,630
Increase in trade and other receivables	(563,577)	(228,587)
Increase in inventory	170,383	-
Increase in sales tax payable	(17,654)	17,653
Increase in loans from shareholders	330,000	66,094
Increase in deferred revenue	216,222	207,224
Increase (decrease) in accounts payable and accrued expenses	226,949	95,209
	(257,592)	(206,908)
NET CASH FROM USED IN OPERATING ACTIVITIES		
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
NET CASH FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of Convertible Notes	80,000	-
Common stock issued for cash	174,578	202,039
	254,578	202,039
NET CASH FROM FINANCING ACITVITIES		
NET (DECREASE) INCREASE IN CASH	(3,014)	(4,869)
CASH, BEGINNING OF PERIOD	7,555	12,424
CASH, END OF PERIOD	\$ 4,541	\$ 7,555
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	\$ -	\$ -
Taxes paid	\$ -	\$ -
NONCASH FINANCING ACTIVITIES		
Warrants issued in connection with the issuance of Convertible Notes	\$ 51,345	\$ -
Conversion of debt and accrued interest into common stock	\$ 20,800	\$ 871,810
Accounts payable settled with the issuance of stock	\$ 11,594	\$ -

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

LOGIPIX INTERNATIONAL CORPORATION AND SUSIDIARIES
FORMERLY KNOWN AS TRANSNATIONAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
December 31, 2025

1. BASIS OF PRESENTATION

The accompanying unaudited Consolidated Financial Statements of Logipix International Corporation (“Logipix”, “we,” “us,” “our,” or the “Company”), have been prepared in accordance with the instructions to interim financial reporting as prescribed by the Securities and Exchange Commission (the “SEC”). In the opinion of management, the Consolidated Financial Statements contained in this report include all known accruals and adjustments necessary for a fair presentation of financial position, results of operations, and cash flows for the periods reported herein. Any such adjustments are of a normal recurring nature.

The Company financial statements are entitled Logipix and were modified beginning with the Company’s financial statements beginning August 31, 2024.

Effective for the calendar year beginning January 1, 2025, the Company changed its fiscal year end from February 28 to December 31. A ten-month transition period from March 1, 2024, to December 31, 2024, was presented in the December 31, 2024, financial statements. The adoption of the change in reporting period did not have a material impact on the Company’s financial statements. The financial report for the quarter ended December 31, 2025, and as of December 31, 2025 should be read in conjunction with the financial statements as of December 31, 2024.

The Company is the exclusive Americas and Austral-Asian distribution partner for Logipix Ltd., a Hungarian corporation, providing AI-Integrated Surveillance Ecosystems, combining ultra-high-resolution imaging with automated detections and tracking analytics.

In November 2025, Logipix International Corp. (OTC: LPIX) (“Logipix International” or the “Company”), a distributor of Logipix video surveillance systems, today announced it has entered into a definitive agreement to acquire the Company’s manufacturing partner Logipix Kft., a Hungary-based developer and manufacturer of advanced ultra-high-resolution panoramic imaging systems and integrated AI surveillance solutions.

The transaction is expected to strengthen Logipix International’s end-to-end capabilities by unifying product R&D, manufacturing, marketing, and global commercialization under a single corporate structure. Upon closing, Logipix International plans to operate Logipix Kft. as a wholly owned subsidiary. The strategic proposed acquisition of Logipix Kft. is expected to enhance the Company’s ability to serve complex airports airside, seaport, border-security, and military programs with unified management of business development, delivery and support functions.

Transaction Details

The agreement contemplates the purchase of Logipix Kft. by Logipix International Corp. for total consideration of \$40 million comprised of 30,000,000 shares of LPIX common stock and \$10 million in seller promissory notes in lieu of cash. Closing is expected in the next 30 calendar days, subject to customary closing conditions, including regulatory approvals where required.

About Logipix International Corp.

Logipix International Corp. (OTC: LPIX) is a provider of ultra-high-resolution panoramic imaging and video analytics. The Company’s integrated solutions deliver wide-area situational awareness, AI-powered detection and tracking, and real-time operational insights for critical commercial and military infrastructure, airport airside operations, seaports, and international borders.

Logipix serves as the brain behind modern infrastructure protection providing high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring. The Company solutions deliver a broad range of video resolution from Full HD to hundreds of Megapixels, with a range of devices able to serve the needs of any industry with the best quality available.

The Company offers high-resolution panoramic cameras and computer vision technology with applications for critical infrastructure, traffic violation detection, aerospace/defense, and airport airside monitoring.

Going Concern

The accompanying Consolidated Financial Statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying Consolidated Financial Statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company does not generate significant revenue, and has negative cash flows from operations, which raises substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern and the appropriateness of using the going concern basis is dependent upon, among other things, raising additional capital. Historically, the Company has obtained funds from investors since its inception through sales of our securities. The Company will also seek to generate additional working capital by increasing sales from its operations and continue to pursue its business plan and purposes.

Reclassifications

Certain reclassifications have been made to December 31, 2024, financial statements to conform to the presentation as of December 31, 2025.

2. ACQUISITION OF TRANSNATIONAL GROUP

On May 23, 2024, Imagen Consulting, Inc. ("Imagen") entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock.

On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock.

Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia private corporation ("Logipix US") and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 5,673,432 shares of common stock of the Company and options to acquire 1,824,895 shares of common stock.. ("July 2 Agreement"). Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$1.65 per share. The Series D Preferred Stock converted automatically upon implementing its reverse stock split on October 30, 2024 (the "Reverse Stock Split"). The shares of Series D Preferred Stock voted on an as converted basis together with the shares of common stock until converted.

Pursuant to the July 2 Agreement, the number of shares, options and warrants received by the Logipix US security holders as well as the exercise price of the stock options and warrants were modified to reflect the July 2 Agreement ("Transaction exchange").

The merger of a private operating entity into a nonoperating public shell corporation with nominal net assets typically results in (1) the owners of the private entity gaining control over the combined entity after the transaction, and (2) the shareholders of the former public shell corporation continuing only as passive investors. This transaction is not considered a business combination because the accounting acquiree, the nonoperating public shell corporation, does not meet the definition of a business under generally accepted accounting principles. These types of transactions are considered to be capital transactions of the legal acquiree and are equivalent to the issuance of shares by the private entity for the net monetary assets of the public shell corporation accompanied by a recapitalization.

For accounting purposes, Logipix International was the surviving entity. The transaction was accounted for as a recapitalization of the Company to which Logipix International was treated as the accounting acquirer, surviving and continuing entity although the Company is the legal acquirer rather than a reverse acquisition. The Company did not recognize goodwill or any intangible assets in connection with this transaction. Accordingly, the Company's historical financial statements are those of Logipix US.

On July 15, 2024, the Company filed a Certificate of Amendment with the Nevada Secretary of State to affect a reverse stock split at the ratio of 275:1 (the "Reverse Stock Split") and to implement a name change to Logipix

International Corp. (the "Name Change"). As a result of the Reverse Stock Split, every 275 shares of the Company's common stock issued and outstanding on the effective date were consolidated into one issued and outstanding share. All stockholders who would be entitled to receive fractional shares as a result of the Reverse Stock Split received one whole share for their fractional share interest. There was no change in the par value of our common stock. Further, the Company will continue to have 500,000,000 common shares and 100,000,000 preferred shares authorized.

The Company's common stock began trading on a split-adjusted basis at the commencement of trading on October 30, 2024, under the symbol "TAMGD." The Company's common stock has been assigned a new CUSIP number of 893775304 in connection with the Reverse Stock Split. The Company's trading symbol continued as "TAMGD" for a period of 20 trading days at which time it will be changed to "LPIX".

As a result of the agreements and transactions noted above including the Reverse Stock Split as well the conversion of certain liabilities to common stock and additional paid-in capital the Company has 19,853,985 and 19,567,644 common shares outstanding as of December 31, 2025 and December 31, 2024.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Transnational Group is presented to assist in understanding the Company's Consolidated Financial Statements. The Consolidated Financial Statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the Consolidated Financial Statements.

Accounts Receivable

The Company has not yet extended credit to its customers. Accounts receivable are customer obligations due under normal trade terms. Once the Company resumes offering credit to its customers, we will perform continuing credit evaluations of our customers' financial condition. Management will review accounts receivable on a regular basis, based on contractual terms and how recently payments have been received to determine if any such amounts will potentially be uncollected. The Company will include any balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable would be written off. The balance of the allowance account at December 31, 2025 and December 31, 2024 were zero.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Since the Company has limited operations, estimates are primarily used in measuring liabilities, fair value assumptions in accounting for business combinations and analyzing goodwill, intangible assets, and long-lived asset impairments and adjustments.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. As of December 31, 2025, and December 31, 2024, the Company had a cash balance of \$4,541 and \$7,555.

Property and Equipment

Property and equipment are stated at cost, and are depreciated or amortized using the straight-line method over the following estimated useful lives:

Furniture, fixtures & equipment	7 Years
Computer equipment	5 Years
Commerce server	5 Years
Computer software	3 - 5 Years
Leasehold improvements	Length of the lease

Since the Company had no depreciable assets, depreciation expense was zero for the periods presented.

Revenue Recognition

Logipix US primarily earns revenue by:

- Direct and channel sales of Logipix hardware, software, and services for wide area outdoor video surveillance. Certain projects have several performance obligations, and the revenue needs to be allocated to the performance obligation.
- Providing ongoing support services for implemented systems that include software update, support and warranty services.

The Company assesses its revenue streams and performance obligations to ensure it records its revenue in accordance with Accounting Revenue Standard # 606 ("ASC 606"). The Company will continue to revenue each service rendered or to be rendered under its contracts or agreements and record revenue based on satisfaction of its performance obligations. In accordance with ASC 606, revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Accounting Revenue Standard # 606 details five steps needed to satisfy the revenue recognition principle:

1. Identify the contract with the customer. This involves agreeing on the terms of the contract, including payment, the delivery of goods and services, and consequences if any obligations are not met. Contracts may come in written form or may begin as verbal agreements.
2. Identify contractual performance obligations. In this case, it is important to outline the specific goods or services behind the agreement.
3. Determine the amount of consideration/price for the transaction. This is not just about the price of goods and services but also includes other factors, such as discounts, return policies, and additional fees.
4. Allocate the determined amount of consideration/price to the contractual obligations. This step involves any specific selling price for every single obligation.
5. Recognize revenue when the performing party satisfies the performance obligation. This should only be done once the transaction is complete, and your obligation is fulfilled. Revenue can only be recognized once this is done.

During the years ending December 31, 2025, the Company recorded \$16,680 of ongoing support revenue. During the year ended December 31, 2024, the Company reversed a sale and recorded a sales return of approximately \$30,000. Ongoing support revenue was approximately \$14,000 in 2024.

The Company has approximately \$431,000 of deferred revenue as of December 31, 2025. The ongoing support service revenue is being recorded over the applicable service period. There were product sales during this period.

The Company expects to record the majority of the deferred revenue in the first half of 2026.

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. Total advertising cost was zero for the year ended December 31, 2025, and December 31, 2024.

Indefinite Lived Intangibles and Goodwill Assets

The Company accounts for business combinations under the acquisition method of accounting in accordance with ASC 805, "Business Combinations," where the total purchase price is allocated to the tangible and identified intangible assets acquired and liabilities assumed based on their estimated fair values. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer lists, acquired technology, and trade names from a market participant perspective, useful lives and discount rates. Management's estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. The purchase price is allocated using the information currently available, and may be adjusted, up to one year from the acquisition date, after obtaining more information regarding, among other things, asset valuations, liabilities assumed and revisions to preliminary estimates. The purchase price in excess of the fair value of the tangible and identified intangible assets acquired less liabilities assumed is recognized as goodwill.

The Company had no indefinite lived intangible assets and goodwill assets as of December 31, 2025, and December 31, 2024.

Stock-Based Compensation

Stock-based compensation is accounted for based on the requirements of the Share-Based Payment topic of ASC Topic 718 which requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). The Financial Accounting Standards Board ("FASB") also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

Pursuant to ASC Topic 505-50, for share-based payments to consultants and other third-parties, compensation expense is determined at the "measurement date." The expense is recognized over the vesting period of the award. Until the measurement date is reached, the total amount of compensation expense remains uncertain. The Company records compensation expense based on the fair value of the award at the reporting date. The awards to consultants and other third-parties are then revalued, or the total compensation is recalculated, based on the then current fair value, at each subsequent reporting date.

During the years ended December 31, 2025, and December 31, 2024, the Company recorded stock-based compensation expense of \$99,290 and \$623,630 of stock compensation expense as a performance threshold was met in 2024. In 2025, one service provider (who is also a related party) was compensated through the issuance of fully vested options.

Accounting for Barter

Barter transactions involve the direct exchange of goods or services between parties without using cash. Each party provides something of value, creating a balanced exchange. The Company records the transactions at the estimated fair market value of the goods or services exchanged. The barter transactions is recorded are at the time the exchange occurs, or service is provided.

Basic and Diluted Net Income (Loss) per Share Calculations

Income (Loss) per Share dictates the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings 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.

Dilutive per share amounts are computed using the weighted-average number of common shares outstanding and potentially dilutive securities, using the treasury stock method if their effect would be dilutive.

Accounting Pronouncements

The Company did not adopt any new or revised accounting standards, but applies all standards required of public companies, according to those required application dates. Management reviewed recent accounting pronouncements issued during the nine months ended December 31, 2025, no pronouncements were adopted or applied to the Company during the period.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, is not expected to be realized. For the reporting periods, the Company used the federal tax rate of 21% in our determination of the deferred tax assets and liabilities balances.

Related parties

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal

owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all significant related party transactions.

4. NOTES RECEIVABLE

In November 2025, the Company issued a \$400,000 Promissory Note Receivable to Logipix Kft, the Hungarian Manufacturer who is also party to a potential acquisition by Logipix International. The Note Receivable bears interest at a rate of 4% per annum. The Lender may be repaid in cash or cash equivalent in equipment and software licenses according to established partner pricing.

During the year ended December 31, 2024, the Company issued two Convertible Promissory Notes Receivable aggregating \$250,000 to a Hungarian Company to be paid in cash or cash equivalents in equipment and software licenses according to established pricing partner seller regime. The Notes bore interest at 5% per annum until the maturity date.

During 2025, the Company offset a portion of the amount due for equipment that will support sales. The amount included in inventory is a reduction of the note receivable

On July 30, 2024, one of its officers loaned the Company \$50,000 and the loan is payable by July 29, 2025, will similar interest terms.

5. CONVERTIBLE NOTES PAYABLE

The Company issued Convertible Promissory Notes ("Convertible Notes") that totaled \$80,000 in the year ended December 31, 2025. The Convertible Notes bear interest at 8% annual interest rate due three years from the date of the Convertible Note. The holders of the Convertible Note received one warrant per dollar loaned to the Company to purchase common shares for a period of 5 years from date of issuance at an exercise price of \$2.00 per share.

The Company recorded deferred debt expense of approximately \$51,000 related to the Convertible Notes which will be amortized over the term of the Notes. The fair market value of the warrants was used to calculate the Black Scholes value of the warrants issued.

6. LIQUIDITY AND OPERATIONS

The Company had a net loss of approximately \$731,000 and \$988,000 in the years ended December 31, 2025 and December 31, 2024, Net cash used in operating activities was approximately \$248,000 in the year ended December 31, 2025.

In the year ended December 31, 2025, the Company raised approximately \$255,000 through the sale of Common Shares, the exercise of warrants for the purchase of Common Shares and the issuance of Convertible Notes. Additionally, the Company CEO loaned the Company \$400,000 to be used in its acquisition of Logipix, Kft.

In the year ended December 31, 2024, the Company raised \$202,000 through the sales of Common Shares and the exercise of warrants for the purchase of Common Shares.

While the Company hopes that its capital needs in the foreseeable future may be met by operations, there is no assurance that the Company will be able to generate enough positive cash flow to finance its growth and business operations in which event, the Company will seek outside sources of capital. There can be no assurance that such capital will be available on terms that are favorable to the Company or at all.

7. CAPITAL STOCK

At December 31, 2025 and December 31, 2024, the Company's authorized stock consists of 500,000,000 shares of common stock, par value \$0.001 per share, and 100,000,000 shares of preferred stock, par value of \$0.001 per share. The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares.

Series A Preferred

The Company designated 10,000,000 shares of preferred stock as Series A Preferred. The shares of Series A are not convertible to common stock, but each share of Series A preferred may cast the equivalent of 1,000 shares of common stock. Therefore, 10,000,000 shares of Series A preferred to have the voting rights of 10,000,000,000 shares of common stock. As of December 31, 2025, and December 31, 2025, the Company had 10,000,000 shares of Series A Preferred stock authorized, and none are outstanding.

Series B Preferred

Company designated 75,000 shares of preferred stock as Series B Preferred stock. Each shares of Series B Preferred is convertible into 1,667 shares of common stock and values at \$100. The Series B Preferred Stock does not have voting rights except as required by law and with respect to certain protective provisions set forth in the Certificate of Designation of Series B Preferred Stock. The Company issued 75,000 shares of Series B Preferred stock to the owners of On OTT Now, Inc. from the merger with Bokoo TV. Due to the rescission of the merger and cancellation of shares, As of December 31, 2025, and December 31, 2025, the Company had 75,000 shares of Series B Preferred stock authorized and none outstanding.

Series C Preferred

Company designated 6,000 shares of preferred stock as Series C Preferred stock. Each share of Series C preferred stock converts into 13,334 shares of common stock and is valued at \$100. The Series C Preferred Stock does not have voting rights except as required by law and with respect to certain protective provisions set forth in the Certificate of Designation of Series C Preferred Stock. The Company issued 1,000 shares of Series C Preferred stock to investors for \$100,000. As of December 31, 2025, and December 31, 2025, the Company had 1,000 shares of Series C Preferred stock authorized and none outstanding.

Series D Preferred

The Company designated 525,000 shares of Series D Preferred Stock; par value \$0.001 per share ("Series D Preferred Stock"). The state value of each share was deemed to be \$55.04680 per share ("Stated Value"). The Series D Preferred Stock shall be entitled to vote on all matters submitted to the shareholders of the Corporation and each share of Series D Preferred Stock was automatically converted into shares of Common Stock upon implementing the Reverse Stock Split. The conversion price for each share of Preferred Stock was \$0.06.

On May 23, 2024, Imagen Consulting, Inc. ("Imagen") entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock.

On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock.

Further, on July 2, 2024, the Company entered into a Share Exchange Agreement with Logipix US Corporation, a Virginia private corporation ("Logipix US") and the shareholders of Logipix US pursuant to which the Company acquired all of the issued and outstanding shares of common stock, options and warrants of Logipix US for 272,495 shares of Series D Preferred Stock, options to acquire 5,673,432 shares of common stock of the Company and options to acquire 1,824,895 shares of common stock, ("July 2 Agreement"). Each share of Series D Preferred Stock has a stated value of \$55.04680 and is convertible by dividing the stated value by the set price of \$1.65 per share. The Series D Preferred Stock converted automatically upon implementing the Reverse Stock Split. The shares of Series D Preferred Stock vote on an as converted basis together with the shares of common stock. Pursuant to the July 2 Agreement, the number of shares, options and warrants received by the Logipix US security holders as well as the exercise price of the stock options and warrants were modified to reflect the July 2 Agreement ("Transaction adjustment").

The merger of a private operating entity into a nonoperating public shell corporation with nominal net assets typically results in (1) the owners of the private entity gaining control over the combined entity after the transaction, and (2) the shareholders of the former public shell corporation continuing only as passive investors. This transaction is not considered a business combination because the accounting acquiree, the nonoperating public shell corporation, does not meet the definition of a

business under generally accepted accounting principles. These types of transactions are considered to be capital transactions of the legal acquiree and are equivalent to the issuance of shares by the private entity for the net monetary assets of the public shell corporation accompanied by a recapitalization.

On July 15, 2024, the Company filed a Certificate of Amendment with the Nevada Secretary of State to affect a reverse stock split at the ratio of 275:1 (the “Reverse Stock Split”) and to implement a name change to Logipix International Corp. (the “Name Change”). As a result of the Reverse Stock Split, every 275 shares of the Company’s common stock issued and outstanding on the effective date were consolidated into one issued and outstanding share. All stockholders who would be entitled to receive fractional shares because of the Reverse Stock Split received one whole share for their fractional share interest.

On August 31, 2024, under a Debt Settlement and Release, the Chief Executive Officer agreed to exchange \$842,000, the full amount owed for approximately 1,074,000 shares of the Common Stock of the Company at \$0.63 per share in addition to the exercise of approximately 600,000 common stock warrants that were held at an exercise \$0.275 per share.

Additionally, during the year ended December 31, 2024, the Company’s issued approximately 505,000 common shares of the Company to a service provider for legal services.

As of December 31, 2025 and December 31, 2024, as a result of the agreements and transactions described above, the Company has approximately 19,889,000 and 19,568,000 common shares outstanding.

There was no change in the par value of our common stock. Further, the Company will continue to have 500,000,000 common shares and 100,000,000 preferred shares authorized.

Warrants

The Company has 1,293,780 common stock warrants outstanding at December 31, 2025.

The Company issues 5 year warrants in connection with the sale of common stock and Convertible Notes.

The Company has issued warrants at prices ranging from \$0.23 to \$2.00 per share. The average exercise price of warrants and remaining life is approximately \$0.66 per share and 2.7 years.

Pursuant to the “July 2 Agreement”, the number of shares, options and warrants received by the Logipix US security holders as well as the exercise price of the stock options and warrants were modified to reflect the July 2 Agreement

Stock Options

Logipix has issued stock options to the Chairman and Chief Executive Officer and the Chief Operating Officer in addition to certain individuals who have performed services for the Company. A portion of the stock options were granted by the Company and are performance-based upon attaining certain milestones at a price of \$0.27 cents per share. Each option grant has 10 years term to exercise.

Below is a summary of the outstanding options as of December 31, 2025:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Life	Vested Options
Outstanding, December 31, 2024	6,448,400	\$ 0.32	8.67	5,689,904
Granted	157,604	0.63	9.8	157,604
Exercised	-	-	-	-
Outstanding, December 31, 2025	<u>6,606,004</u>	<u>\$ 0.33</u>	<u>8.13</u>	<u>5,847,508</u>

The terms of Awards granted under the plans are contained in an agreement between the participant and the Logipix and such terms shall be determined by the Board of Directors consistent with the provisions of the applicable plan. The terms of Awards may or not require a performance condition in order to vest the equity comprised in the relevant Award..

The Company has granted these options and they have not been approved by security holders.

Stock Option Issuances

On December 1, 2022, the Company granted 1,100,000 stock options at an exercise price of \$0.27 per share of which 50% was vested immediately and 50% will be vested upon meeting a \$10 million market capitalization. The Company recorded stock compensation expense of \$112,750 at issuance and in the six months ended August 31, 2024 recorded stock compensation expense of \$623,630 as a result of meeting performance conditions. The remaining stock compensation expense of \$112,750 will be recorded upon attainment of the remaining performance condition.

On August 31, 2024, under a Debt Settlement and Release, the Chief Operating Officer agreed to acquire 771,000 options to acquire the Common Stock of the Company at an exercise price of \$0.63 per share in full satisfaction of the amount owed. The stock options are fully vested and have a 10-year term. The transaction resulted in a reversal of expense of approximately \$280,000 as the estimated fair value of the fully vested stock options received were less than the amount previously due the Chief Operating Officer.

In the year ended December 31, 2025, one of the Board of the Directors received stock options to purchase common shares at \$0.63 per share as compensation for certain legal services provided. The Company expensed \$67,290 of legal services which approximated market value. Additionally, the company settled \$32,000 of professional fees with the issuance of stock options to purchase common shares at \$0.63 per share. Both of the stock option issuances have a ten-year term.

8. RELATED PARTIES

In November 2025, the Chief Executive Officer loaned \$400,000 to Logipix International Corp at an annual interest rate of 4% per annum to be payable in cash. The loan is payable in full by or before June 30, 2026. If loan is not paid in full by the due date, the loan should accrue at 10% per annum.

In the year ended 2025, the Company paid two of the Board of Directors in cash and/or stock for certain professional services. The aggregate expense approximated \$105,000.

As of February 29, 2024, the Company had short-term borrowing relationship with Real Transition Capital, LLC (Andrew Van Noy) who is the Chief Executive Officer. During the quarter ended August 31, 2024, the short-term borrowing from the Chief Executive Office was forgiven and the Company was relieved from paying any of the obligations as of May 23, 2024.

On May 23, 2024, Imagen Consulting, Inc. ("Imagen") entered into and closed Stock Purchase Agreements with Andrew Van Noy, Real Transition Capital LLC, ML Squared LLC and Altus Advisors LLC pursuant to which Imagen acquired 70,306,007 shares of common stock, 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock. On July 1, 2024, Imagen entered into an Exchange Agreement with the Company pursuant to which is exchanged 10,000,000 shares of Series A Preferred Stock and 570 shares of Series C Preferred Stock for 227,505 shares of Series D Preferred Stock. The CEO is the majority owner of Imagen.

In 2024, under a Debt Settlement and Release, the Chief Executive Officer agreed to exchange \$842,000, the full amount owed for approximately 1,074,000 shares of the Common Stock of the Company at \$0.63 per share in addition to the exercise of approximately 600,000 common stock warrants that were held at an exercise \$0.275 per share.

In 2024, under a Debt Settlement and Release, the Chief Operating Officer agreed to acquire 771,000 options to acquire the Common Stock of the Company at an exercise price of \$0.63 per share in full satisfaction of the amount owed which approximated \$497,000. These options are fully vested and have a 10 year term.

9. CONCENTRATIONS

None noted.

10. COMMITMENTS AND CONTINGENCIES

Legal Matters

The Company may be involved in legal actions and claims arising in the ordinary course of business, from time to time, none of which at this time the Company considers to be material to the Company's business or financial condition.

Lease

The Company leases a private office in Richmond, Virginia at an annual rental of \$9,600. The company renewed its lease on July 1, 2025, for an additional two years.