Wytec International, Inc.

19206 Huebner Rd #202 San Antonio, TX 78258
210-233-8980
www.wytecintl.ai

Annual Report

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

Outstanding Shares
The number of shares outstanding of our Common Stock was:

18,290,117 as of June 30, 2026 *(Current Reporting Period Date or More Recent Date)*

17,030,367 as of December 31, 2025 *(Most Recent Completed Fiscal Year End)*

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

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

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.

Wytec International, Inc. (“Wytec,” the “Company,” “we,” “us,” or “our”)

Current State and Date of Incorporation or Registration: Nevada, November 2011
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

N/A

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

N/A

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

N/A

Address of the issuer’s principal executive office:

19206 Huebner Rd #202 San Antonio, TX 78258

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: Transhare
Phone: (303) 662-1112
Email: kwhiteside@transhare.com
Address: 17755 North US Highway 19 Suite 140 Clearwater, FL 33764

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: WYTC
Exact title and class of securities outstanding: Common stock

CUSIP:	983638107	
Par or stated value:	$0.001	
Total shares authorized:	495,000,000	as of date: 12/31/2025
Total shares outstanding:	17,030,367	as of date: 12/31/2025
Total number of shareholders of record:	869	as of date: 12/31/2025

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

N/A

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

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

Exact title and class of the security:	Series A Convertible Preferred Stock	
Par or stated value:	$0.001	
Total shares authorized:	4,100,000	as of date: 12/31/2025
Total shares outstanding:	0	as of date: 12/31/2025
Total number of shareholders of record:	0	as of date: 12/31/2025

Exact title and class of the security:	Series B Convertible Preferred Stock	
Par or stated value:	$0.001	
Total shares authorized:	6,650,000	as of date: 12/31/2025
Total shares outstanding:	0	as of date: 12/31/2025
Total number of shareholders of record:	0	as of date: 12/31/2025

Exact title and class of the security:	Series C Convertible Preferred Stock	
Par or stated value:	$0.001	
Total shares authorized:	1,000	as of date: 12/31/2025
Total shares outstanding:	0	as of date: 12/31/2025
Total number of shareholders of record:	0	as of date: 12/31/2025

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

N/A

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.

Holders of common stock are entitled to one vote per share. The common stock does not have cumulative voting rights in the election of directors. Accordingly, the holders of a majority of the outstanding shares of common stock entitled to vote in any election of directors may elect all of the directors standing for election. Subject to preferential rights with respect to any series of preferred stock that may be issued, holders of the common stock are entitled to receive ratably such dividends as may be declared by the board of directors on the common stock out of funds legally available therefore and, in the event of liquidation, dissolution or winding-up of affairs, are entitled to share equally and ratably in all the remaining assets and funds.

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

Series A Preferred Stock:

Series A preferred stock is nonvoting capital stock but may be converted into voting common stock. Each share of series A preferred stock is convertible at the option of the holder at any time after the issuance into one share of common stock, subject to adjustment from time to time in the event (i) the Company subdivides or combines its outstanding common stock into a greater or smaller number of shares, including stock splits and stock dividends; or (ii) of a reorganization or reclassification of common stock, the consolidation or merger with or into another company, the sale, conveyance or other transfer of substantially all of the Company assets to another corporation or other similar event, whereby securities or other assets are issuable or distributable to the holders of the outstanding common stock upon the occurrence of any such event; or (iii) of the issuance to the holders of Company common stock of securities convertible into, or exchangeable for, such shares of common stock.

Each outstanding share of series A preferred stock will automatically convert into one share of common stock (a) if the common stock commences public trading on the NASDAQ capital market or better, (b) if the series A preferred stockholder receives distributions from the net profits pool equal to the original purchase price paid for their registered links, or (c) five years after the date of issuance of the series A preferred stock. The Company does not have any other right to require a conversion of the series A preferred stock into common stock. The Company does not have the option to redeem outstanding shares of series A preferred stock. A holder of the series A preferred stock has no preemptive rights to subscribe for any additional shares of any class of stock or for any issue of bonds, notes or other securities convertible into any class of stock. In the event of a liquidation, dissolution or winding-up whether voluntary or otherwise, after payment of debts and other liabilities, the holders of the series A preferred stock will be entitled to receive from the remaining net assets, before any distribution to the holders of the common stock, the amount of $1.50 per share. After payment of the liquidation preference to the holders of series A preferred stock and payment of any other distributions that may be required with respect to any other series of preferred stock, the remaining assets, if any, will be distributed ratably to the holders of the common stock and the holders of the series A preferred stock on an as-if converted basis.

The series B preferred stock is voting capital stock. The holders of the series B preferred stock will vote on an as-converted basis with the common stock on all matters submitted to a vote of the shareholders. The holders of the series B preferred stock are not entitled to any dividends unless and until the series B preferred stock is converted into common stock. Each share of series B preferred stock is convertible at the option of the holder at any time after issuance into one share of common stock, subject to adjustment from time to time in the event (i) the Company subdivides or combines into outstanding common stock into a greater or smaller number of shares, including stock splits and stock dividends; or (ii) of a reorganization or reclassification of common stock, the consolidation or merger with or into another company, the sale, conveyance or other transfer of substantially all of the Company assets to another corporation or other similar event, whereby securities or other assets are issuable or distributable to the holders of the outstanding common stock upon the occurrence of any such event; or (iii) of the issuance by us to the holders of common stock of securities convertible into, or exchangeable for, such shares of common stock.

Series B Preferred Stock:

Each outstanding share of series B preferred stock will automatically convert into one share of common stock at a conversion rate equal to the lesser of $3.00 per share or 75% of the average closing price of the Company's common stock as quoted on the public securities trading market on which our common stock is then traded with the highest volume, for ten (10) consecutive trading days immediately after the first day of public trading of common stock if common stock commences public trading on the NASDAQ capital market or better, but in any event no less than $2.50 per share or at $3.00 per share five years after the date of issuance of the series B preferred stock. In the event of a liquidation, dissolution or winding-up whether voluntary or otherwise, after payment of debts and other liabilities, the holders of the series B preferred stock will be entitled to receive from the remaining net assets, before any distribution to the holders of the common stock, and pari pasu with the payment of a liquidation preference of $1.50 per share to the holders of the series A preferred stock, the amount of $3.00 per share. After payment of the liquidation preference to the holders of the series A preferred stock and the series B preferred stock, and payment of any other distribution that may be required with respect to any other series of preferred stock, the remaining assets, if any, will be distributed ratably to the holders of the common stock, the holders of the series A preferred stock, and the holders of the series B preferred stock on an as-if converted basis.

Series C Preferred Stock:

The series C preferred stock was voting capital stock. For so long as any shares of the series C preferred stock remained issued and outstanding, the holders thereof, voting separately as a class, had shall have the right, on or after July 20, 2016, to vote in an amount equal to 51% of the total vote (representing a super majority voting power) with respect to all matters submitted to a vote of the shareholders of Wytec. Such vote shall to be determined by the holder(s) of a majority of the then issued and outstanding shares of series C preferred stock. For example, if there are 10,000 shares of our common stock issued and outstanding at the time of such shareholder vote, the holders of the series C preferred stock, voting separately as a class, will have the right to vote an aggregate of 10,408 shares, out of a total number of 20,408 shares voting.

Additionally, the Company is prohibited from adopting any amendments to the Company’s bylaws or articles of incorporation, as amended, making any changes to the certificate of designation establishing the series C preferred stock, or effecting any reclassification of the series C preferred stock, without the affirmative vote of at least 66-2/3% of the outstanding shares of series C preferred stock. The Company may, however, by any means authorized by law and without any vote of the holders of shares of series C preferred stock, make technical, corrective, administrative or similar changes to such certificate of designation that do not, individually or in the aggregate, adversely affect the rights or preferences of the holders of shares of series C preferred stock.

The holders of the series C preferred stock were not entitled to any dividends. Holders of the series C preferred stock had no conversion rights. The shares of the series C preferred stock shall were to be automatically redeemed by us at their par value of $0.001 per share on the date that Mr. Gray ceases, for any reason, to serve as officer, director or consultant of Wytec. A holder of the series C preferred stock hads no preemptive rights to subscribe for any additional shares of any class of stock of Wytec or for any issue of bonds, notes or other securities convertible into any class of stock of Wytec. The holders of the Series C preferred stock were not entitled to any liquidation preference.

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

N/A

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

N/A

3) Issuance History

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

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

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

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

Shares Outstanding on January 1, 2024 Opening Balance: Common: 13,288,692 Preferred: 1,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
1/5/2024	New Issuance	1,200	Common Shares	$5/share	No	David Stratton	Exercise of warrants for cash	Restricted	Exempt
1/10/2024	New Issuance	10,799	Common Shares	$5/share	No	Brigham Ragusa	Conversion of convertible debt	Restricted	Exempt
1/10/2024	New Issuance	8,217	Common Shares	$5/share	No	Brigham Ragusa	Conversion of convertible debt	Restricted	Exempt
1/10/2024	New Issuance	2,769	Common Shares	Cashless exercise of warrants at $5/share	No	Kames & Susan Cramer	Cashless exercise of warrants	Restricted	Exempt
1/10/2024	New Issuance	6,000	Common Shares	$5/share	No	Armando Nevarez	Exercise of warrants for cash	Restricted	Exempt
1/10/2024	New Issuance	2,216	Common Shares	Cashless exercise of warrants at $5/share	No	Armando Nevarez	Cashless exercise of warrants	Restricted	Exempt
1/11/2024	New Issuance	1,000	Common Shares	$5/share	No	David Traul	Exercise of warrants for cash	Restricted	Exempt
1/11/2024	New Issuance	2,216	Common Shares	Cashless exercise of warrants at $5/share	No	David Traul	Cashless exercise of warrants	Restricted	Exempt
1/12/2024	New Issuance	10,333	Common Shares	$5/share	No	Armando Nevarez	Conversion of convertible debt	Restricted	Exempt
1/15/2024	New Issuance	11,260	Common Shares	$5/share	No	Chris Dantin Sr.	Conversion of convertible debt	Restricted	Exempt
1/16/2024	New Issuance	71,871	Common Shares	Cashless exercise of	No	Chris Dantin Sr.	Cashless exercise of warrants	Restricted	Exempt

				warrants at $2.50/share					
1/16/2024	New Issuance	2,770	Common Shares	Cashless exercise of warrants	No	Woodrow Kurt Wilson	Cashless Exercise of Warrants	Restricted	Exempt
1/23/2024	New Issuance	5,573	Common Shares	$5/share	No	Mark Malacord	Stock issued for exercise of warrants for cash	Restricted	Exempt
1/23/2024	New Issuance	3,087	Common Shares	Cashless exercise of warrants at $5/share	No	Mark Malacord	Cashless Exercise of Warrants	Restricted	Exempt
1/25/2024	New Issuance	5,540	Common Shares	Cashless exercise of warrants at $5/share	No	Greg Ulcak	Cashless Exercise of Warrants	Restricted	Exempt
1/25/2024	New Issuance	5,731	Common Shares	$5/share	No	Mira Fine	Stock issued for exercise of warrants for cash	Restricted	Exempt
1/25/2024	New Issuance	20,760	Common Shares	$5/share	No	Brennan Uter	Stock issued for exercise of warrants for cash	Restricted	Exempt
1/25/2024	New Issuance	19,240	Common Shares	$5/share	No	Brennan Uter	Stock issued for exercise of warrants for cash	Restricted	Exempt
1/26/2024	New Issuance	2,770	Common Shares	Cashless exercise of warrants at $5/share	No	Cyril & Bridget Pavka	Cashless Exercise of Warrants	Restricted	Exempt
1/26/2024	New Issuance	5,540	Common Shares	Cashless exercise of warrants at $5/share	No	Woodrow Kurt Wilson, IRA	Cashless Exercise of Warrants	Restricted	Exempt
1/30/2024	New Issuance	3,435	Common Shares	Cashless exercise of warrants at $5/share	No	Ahamadu Diatta	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	34,623	Common Shares	Cashless exercise of warrants at $5/share	No	Christopher Stuart (Director)	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	1,385	Common Shares	Cashless exercise of warrants at $5/share	No	Eagle Rock Investments, L.L.C. (affiliate of Director)	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	692	Common Shares	Cashless exercise of warrants at $5/share	No	Eagle Rock Investments, L.L.C. (affiliate of Director)	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	693	Common Shares	Cashless exercise of	No	Eagle Rock Investments,	Cashless Exercise of Warrants	Restricted	Exempt

				warrants at $5/share		L.L.C. (affiliate of Director)			
1/31/2024	New Issuance	1,385	Common Shares	Cashless exercise of warrants at $5/share	No	Eagle Rock Investments, L.L.C. (affiliate of Director)	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	3,878	Common Shares	Cashless exercise of warrants at $5/share	No	Hartwell Group, LLC	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	2,770	Common Shares	Cashless exercise of warrants at $5/share	No	Thomas Elkins	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	2,424	Common Shares	Cashless exercise of warrants at $5/share	No	Eagle Rock Investments, L.L.C. (affiliate of Director)	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	2,770	Common Shares	Cashless exercise of warrants at $5/share	No	George McDowell	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	2,770	Common Shares	Cashless exercise of warrants at $5/share	No	Christopher Ulcak	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	2,770	Common Shares	Cashless exercise of warrants at $5/share	No	Lawrence Roben	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	2,770	Common Shares	Cashless exercise of warrants at $5/share	No	George McDowell	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	22,159	Common Shares	Cashless exercise of warrants at $5/share	No	Chris Stuart (Director)	Cashless Exercise of Warrants	Restricted	Exempt
1/31/2024	New Issuance	17,786	Common Shares	Cashless exercise of warrants at $5/share	No	Chris Stuart (Director)	Cashless Exercise of Warrants	Restricted	Exempt
2/6/2024	New Issuance	5,373	Common Shares	$5/share	No	Stuart Hartman	Conversion of convertible debt	Restricted	Exempt
3/1/2024	New Issuance	658	Common Shares	$5/share	No	David Street	Conversion of convertible debt	Restricted	Exempt
3/25/2024	New Issuance	14,093	Common Shares	$5/share	No	Robert Wood	Conversion of convertible debt	Restricted	Exempt
3/25/2024	New Issuance	5,223	Common Shares	$5/share	No	Robert Wood	Conversion of convertible debt	Restricted	Exempt

5/16/2024	New Issuance	658	Common Shares	$5/share	No	David Street	Exercise of warrants for cash	Restricted	Exempt
5/21/2024	New Issuance	5,189	Common Shares	$5/share	No	Rick Hauge	Exercise of warrants for cash	Restricted	Exempt
5/21/2024	New Issuance	10,320	Common Shares	$5/share	No	Eagle Rock Investments, L.L.C. (affiliate of Director)	Exercise of warrants for cash	Restricted	Exempt
5/21/2024	New Issuance	35,618	Common Shares	$5/share	No	Eagle Rock Investments, L.L.C. (affiliate of Director)	Exercise of warrants for cash	Restricted	Exempt
5/23/2024	New Issuance	5,167	Common Shares	$5/share	No	Armando Nevarez	Exercise of warrants for cash	Restricted	Exempt
5/31/2024	New Issuance	800	Common Shares	$5/share	No	David Stratton	Exercise of warrants for cash	Restricted	Exempt
5/31/2024	New Issuance	2,560	Common Shares	$5/share	No	Mira Fine	Exercise of warrants for cash	Restricted	Exempt
5/31/2024	New Issuance	3,095	Common Shares	$5/share	No	Roman Pavlik	Exercise of warrants for cash	Restricted	Exempt
5/31/2024	New Issuance	5,630	Common Shares	$5/share	No	Chris Dantin Sr.	Exercise of warrants for cash	Restricted	Exempt
5/31/2024	New Issuance	2,687	Common Shares	$5/share	No	Stuart Hartman	Exercise of warrants for cash	Restricted	Exempt
7/11/2024	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
7/11/2024	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
7/11/2024	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt
7/11/2024	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
7/11/2024	New Issuance	3,750	Common Shares	$5/share	No	Robert Cook (former Director)	Board member compensation	Restricted	Exempt
7/16/2024	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
7/16/2024	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
7/16/2024	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt

7/16/2024	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
7/16/2024	New Issuance	3,750	Common Shares	$5/share	No	Robert Cook (former Director)	Board member compensation	Restricted	Exempt
7/29/2024	New Issuance	2,560	Common Shares	$5/share	No	Mira Fine	Exercise of warrants for cash	Restricted	Exempt
8/2/2024	New Issuance	3,000,000	Common Shares	Exchange for Series C Preferred Stock	No	William Gray (Chairman & Chief Executive Officer)	Exchange Agreement	Restricted	Exempt
8/9/2024	New Issuance	5,005	Common Shares	$5/share	No	Brian Roberts	Conversion of convertible debt	Restricted	Exempt
10/7/2024	New Issuance	1,200	Common Shares	$5/share	No	DigiROI Marketing and Advertising, LLC (Hernan Ponce)	Compensation for services	Restricted	Exempt
12/8/2024	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
12/8/2024	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
12/8/2024	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt
12/8/2024	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
12/8/2024	New Issuance	3,750	Common Shares	$5/share	No	Robert Cook (former Director)	Board member compensation	Restricted	Exempt
1/27/2025	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
1/27/2025	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
1/27/2025	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt
1/27/2025	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
1/27/2025	New Issuance	3,750	Common Shares	$5/share	No	Robert Cook (former Director)	Board member compensation	Restricted	Exempt
3/21/2025	New Issuance	25,000	Common Shares	$1/share	Yes	Armando Nevarez	Conversion of convertible debt	Restricted	Exempt

3/24/2025	New Issuance	5,262	Common Shares	$5/share	No	Armando Nevarez	Conversion of convertible debt	Restricted	Exempt
4/15/2025	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
4/15/2025	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
4/15/2025	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt
4/15/2025	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
4/15/2025	New Issuance	3,750	Common Shares	$5/share	No	Robert Cook (former Director)	Board member compensation	Restricted	Exempt
4/17/2025	New Issuance	10,000	Common Shares	$1/share	Yes	Roger Hatch	Conversion of convertible debt	Restricted	Exempt
4/17/2025	New Issuance	10,000	Common Shares	$1/share	Yes	William Cantrell	Conversion of convertible debt	Restricted	Exempt
6/2/2025	New Issuance	20,000	Common Shares	$1/share	Yes	Eagle Rock Investments, L.L.C. (affiliate of Director)	Conversion of convertible debt	Restricted	Exempt
6/2/2025	New Issuance	20,000	Common Shares	$1/share	Yes	Chris Stuart (Director)	Conversion of convertible debt	Restricted	Exempt
7/21/2025	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
7/21/2025	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
7/21/2025	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt
7/21/2025	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
7/21/2025	New Issuance	3,750	Common Shares	$5/share	No	Robert Cook (former Director)	Board member compensation	Restricted	Exempt
9/11/2025	New Issuance	25,000	Common Shares	$1/share	Yes	Kenneth Blue	Conversion of Debt	Restricted	Exempt
10/1/25	New Issuance	90,000	Common Shares	$1/share	Yes	Randall Melon	Conversion of Debt	Restricted	Exempt

10/1/25	New Issuance	2,500	Common Shares	$1/share	Yes	Randall Melon	Conversion of Debt	Restricted	Exempt
10/15/25	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
10/15/25	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
10/15/25	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt
10/15/25	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
10/15/25	New Issuance	1,875	Common Shares	$5/share	No	Robert Cook (former Director)	Board member compensation	Restricted	Exempt
11/7/25	New Issuance	2,500	Common Shares	$1/share	Yes	Randall Melon	Conversion of debt	Restricted	Exempt
11/7/25	New Issuance	2,500	Common Shares	$1/share	Yes	Randall Melon	Conversion of debt	Restricted	Exempt
11/7/25	New Issuance	2,500	Common Shares	$1/share	Yes	Randall Melon	Conversion of debt	Restricted	Exempt
11/7/25	New Issuance	2,500	Common Shares	$1/share	Yes	Randall Melon	Conversion of debt	Restricted	Exempt
11/18/25	New Issuance	2,500	Common Shares	$1/share	Yes	Randall Melon	Conversion of debt	Restricted	Exempt
11/21/25	New Issuance	5,000	Common Shares	$1/share	Yes	Randall Melon	Conversion of debt	Restricted	Exempt
1/9/2026	New Issuance	2,500	Common Shares	$1/share	Yes	Tim Ashton	Conversion of debt	Restricted	Exempt
1/9/2026	New Issuance	2,500	Common Shares	$1/share	Yes	Tim Ashton	Conversion of debt	Restricted	Exempt
1/9/2026	New Issuance	25,000	Common Shares	$1/share	Yes	Tim Ashton	Conversion of debt	Restricted	Exempt
1/12/2026	New Issuance	25,000	Common Shares	$1/share	Yes	Ashton First Inc. (Tim Ashton)	Conversion of debt	Restricted	Exempt
1/29/2026	New Issuance	30,000	Common Shares	1/share	Yes	James Lochtefeld	Conversion of debt	Restricted	Exempt
2/11/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Roman Pavlik	Conversion of debt	Restricted	Exempt
2/11/2026	New Issuance	20,000	Common Shares	$1/share	Yes	Roman Pavlik	Conversion of debt	Restricted	Exempt
2/11/2026	New Issuance	15,000	Common Shares	$1/share	Yes	Roman Pavlik	Conversion of debt	Restricted	Exempt
2/11/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Roman Pavlik	Conversion of debt	Restricted	Exempt

2/12/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Woodrow Wilson	Conversion of debt	Restricted	Exempt
3/3/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Brennan Uter	Conversion of debt	Restricted	Exempt
3/5/2026	New Issuance	3,750	Common Shares	$5/share	No	William Gray (Chairman & Chief Executive Officer)	Board member compensation	Restricted	Exempt
3/5/2026	New Issuance	3,750	Common Shares	$5/share	No	Erica Perez (Director & Secretary)	Board member compensation	Restricted	Exempt
3/5/2026	New Issuance	3,750	Common Shares	$5/share	No	Chris Stuart (Director)	Board member compensation	Restricted	Exempt
3/5/2026	New Issuance	3,750	Common Shares	$5/share	No	Sam Khoury (Director)	Board member compensation	Restricted	Exempt
3/16/2026	New Issuance	5,000	Common Shares	$1/share	Yes	Randall Mehlon	Conversion of Debt	Restricted	Exempt
3/16/2026	New Issuance	20,000	Common Shares	$1/share	Yes	GZK Holdings, LLC (David Stratton)	Conversion of Debt	Restricted	Exempt
3/16/2026	New Issuance	10,000	Common Shares	$1/share	Yes	James Cannon	Conversion of Debt	Restricted	Exempt
3/16/2026	New Issuance	18,000	Common Shares	$1/share	Yes	Randall Mehlon	Conversion of Debt	Restricted	Exempt
3/16/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Randall Mehlon	Conversion of Debt	Restricted	Exempt
3/16/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Kevin Jones	Conversion of Debt	Restricted	Exempt
3/16/2026	New Issuance	5,000	Common Shares	$1/share	Yes	Kevin Jones	Conversion of Debt	Restricted	Exempt
3/17/2026	New Issuance	5,000	Common Shares	$1/share	Yes	Garvin Hall	Conversion of Debt	Restricted	Exempt
3/19/2026	New Issuance	2,242	Common Shares	$5/share	Yes	DFD Capital Management (David Stratton)	Conversion of Debt	Restricted	Exempt
3/20/2026	New Issuance	3,000	Common Shares	$1/share	Yes	Orvis Tully	Conversion of Debt	Restricted	Exempt
3/20/2026	New Issuance	5,740	Common Shares	$5/share	Yes	GZK Holdings, LLC (David Stratton)	Conversion of Debt	Restricted	Exempt
3/20/2026	New Issuance	3,000	Common Shares	$1/share	Yes	Orvis Tully	Conversion of Debt	Restricted	Exempt
3/20/2026	New Issuance	3,000	Common Shares	$1/share	Yes	Orvis Tully	Conversion of Debt	Restricted	Exempt
3/20/2026	New Issuance	10,000	Common Shares	$1/share	Yes	James Gillis	Conversion of Debt	Restricted	Exempt

3/20/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Oris Tully	Conversion of Debt	Restricted	Exempt
3/23/2026	New Issuance	15,000	Common Shares	$1/share	Yes	Armando & Jennifer Nevarez	Conversion of Debt	Restricted	Exempt
3/20/2026	New Issuance	15,000	Common Shares	$1/share	Yes	Armando & Jennifer Nevarez	Exercise of warrants for cash	Restricted	Exempt
3/24/2026	New Issuance	5,000	Common Shares	$1/share	Yes	Mara Fine	Conversion of Debt	Restricted	Exempt
3/24/2026	New Issuance	7,500	Common Shares	$1/share	Yes	James Cramer	Conversion of Debt	Restricted	Exempt
3/26/2026	New Issuance	10,000	Common Shares	$1/share	Yes	James Hartwell	Conversion of Debt	Restricted	Exempt
3/26/2026	New Issuance	10,000	Common Shares	$1/share	Yes	William Cantrell	Conversion of Debt	Restricted	Exempt
3/26/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Rick Hauge	Conversion of Debt	Restricted	Exempt
3/26/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Roger Hatch	Conversion of Debt	Restricted	Exempt
3/26/2026	New Issuance	5,000	Common Shares	$1/share	Yes	Gavin Hall	Exercise of warrants for cash	Restricted	Exempt
3/26/2026	New Issuance	20,000	Common Shares	$1/share	Yes	Roman Pavlik 2020 Revocable Trust	Exercise of warrants for cash	Restricted	Exempt
3/27/2026	New Issuance	5,000	Common Shares	$1/share	Yes	Corey Moreland	Conversion of Debt	Restricted	Exempt
3/27/2026	New Issuance	5,000	Common Shares	$1/share	Yes	James Q. Cannon	Conversion of Debt	Restricted	Exempt
3/30/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Rick Hauge	Exercise of warrants for cash	Restricted	Exempt
3/30/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Brennan Uter	Exercise of warrants for cash	Restricted	Exempt
3/30/2026	New Issuance	10,000	Common Shares	$1/share	Yes	James Cannon	Exercise of warrants for cash	Restricted	Exempt
4/1/2026	New Issuance	5,000	Common Shares	$1/share	Yes	John Ramriez	Conversion of Debt	Restricted	Exempt
4/3/2026	New Issuance	15,000	Common Shares	$1/share	Yes	Jeff Neckonoff	Conversion of Debt	Restricted	Exempt
4/6/2026	New Issuance	5,000	Common Shares	$1/share	Yes	James Q. Cannon	Exercise of warrants for cash	Restricted	Exempt
4/6/2026	New Issuance	5,000	Common Shares	$1/share	Yes	Cory Moreland	Exercise of warrants for cash	Restricted	Exempt

4/8/2026	New Issuance	2,242	Common Shares	$1.50/share	Yes	DFD Capital Management (David Stratton)	Exercise of warrants for cash	Restricted	Exempt
4/9/2026	New Issuance	20,000	Common Shares	$1/share	Yes	GZK Holdings, LLC (David Stratton)	Exercise of warrants for cash	Restricted	Exempt
5/6/2026	New Issuance	2,500	Common Shares	$1/share	Yes	Julie Mehlon	Exercise of warrants for cash	Restricted	Exempt
5/6/2026	New Issuance	10,000	Common Shares	$1/share	Yes	Julie Mehlon	Exercise of warrants for cash	Restricted	Exempt
5/6/2026	New Issuance	2,500	Common Shares	$1/share	Yes	Julie Mehlon	Exercise of warrants for cash	Restricted	Exempt
5/6/2026	New Issuance	33,000	Common Shares	$1/share	Yes	Julie Mehlon	Exercise of warrants for cash	Restricted	Exempt
5/18/2026	New Issuance	62,026	Common Shares	$1.301/share	No	Robert Sanchez	Compensation for services	Restricted	Exempt
5/14/2026	New Issuance	100,000	Common Shares	$0.50/share	Yes	Chris Dantin	Offering	Restricted	Exempt
5/18/2026	New Issuance	20,000	Common Shares	$0.50/share	Yes	Roman Pavlik	Offering	Restricted	Exempt
5/22/2026	New Issuance	60,000	Common Shares	$0.50/share	Yes	GZK Holdings, LLC (David Stratton)	Offering	Restricted	Exempt
5/28/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	Mira Fine	Offering	Restricted	Exempt
6/2/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	James Gillis	Offering	Restricted	Exempt
6/2/2026	New Issuance	60,000	Common Shares	$0.50/share	Yes	Dahyabhai Patel	Offering	Restricted	Exempt
6/2/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	Armando Nevarez	Offering	Restricted	Exempt
6/9/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	Tim Ashton	Offering	Restricted	Exempt
6/11/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	David Manke	Offering	Restricted	Exempt
6/12/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	Roger Hatch	Offering	Restricted	Exempt
6/18/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	William Cantrell	Offering	Restricted	Exempt
6/25/2026	New Issuance	50,000	Common Shares	$0.50/share	Yes	Ting Lun Cheng	Offering	Restricted	Exempt
Shares Outstanding on June 30, 2026: <u>Ending Balance:</u> Common: <u>18,290,117</u> Preferred: <u>0</u>									

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

N/A

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 ($)	Outstanding Balance ($) (includes accrued interest as of 6/30/2026)	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[6]	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
7/26/2022	$50,000.00	$68,674.66	12/31/2026	$5 per share	0	13,735	David Entenmann	Loan-Convertible Note Offering
5/17/2023	$10,000.00	$12,967.12	12/31/2026	$5 per share	0	2,594	Kevin Jones	Loan-Convertible Note Offering
8/14/2025	$25,000.00	$27,082.19	12/31/2026	$5 per share	0	5,417	Ron Botello	Loan-Convertible Note Offering
9/29/2025	$20,000.00	$21,426.30	12/31/2026	$5 per share	0	4,286	Kevin Jones	Loan-Convertible Note Offering
8/5/2024	$25,000.00	$0	12/31/2026	$5 per share	5,005	0	Brian Roberts	Loan-Convertible Note Offering
8/6/2024	$50,000.00	$59,018.49	12/31/2026	$5 per share	0	11,804	Christopher Stuart (Director)	Loan-Convertible Note Offering
8/8/2024	$25,000.00	$29,496.23	12/31/2026	$5 per share	0	5,900	Roman Pavlik	Loan-Convertible Note Offering

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

8/27/2024	$25,000.00	$0	12/31/2026	$5 per share	5,740	0	GZK Holdings, LLC (David Stratton)	Loan-Convertible Note Offering
9/3/2024	$25,000.00	$29,327.05	12/31/2026	$5 per share	0	5,866	Brennan Uter	Loan-Convertible Note Offering
9/3/2024	$25,000.00	$29,327.05	12/31/2026	$5 per share	0	5,866	Virtual Business Partners, LLC (Brady Sessums/ Paul Talbot)	Loan-Convertible Note Offering
9/4/2024	$25,000.00	$0	12/31/2026	$5 per share	5,262	0	Armando & Jennifer Nevarez	Loan-Convertible Note Offering
9/13/2024	$25,000.00	$29,261.99	12/31/2026	$5 per share	0	5,853	Silas Keith Shaw	Loan-Convertible Note Offering
9/23/2024	$50,000.00	$58,393.84	12/31/2026	$5 per share	0	11,679	Carlos Hoza de Vila	Loan-Convertible Note Offering
10/8/2024	$50,000.00	$58,198.63	12/31/2026	$5 per share	0	11,640	Christopher Stuart (Director)	Loan-Convertible Note Offering
10/8/2024	$150,000.00	$174,595.89	12/31/2026	$5 per share	0	34,920	Ting Lun Cheng	Loan-Convertible Note Offering
11/21/2024	$25,000.00	$28,813.01	12/31/2026	$5 per share	0	5,763	Robert Oliphant	Loan-Convertible Note Offering
11/21/2024	$25,000.00	$28,813.01	12/31/2026	$5 per share	0	5,763	Carlos Hoz de Vila	Loan-Convertible Note Offering
11/22/2024	$25,000.00	$28,806.51	12/31/2026	$5 per share	0	5,762	Mira Fine	Loan-Convertible Note Offering
12/9/2024	$25,000.00	$28,695.89	12/31/2026	$5 per share	0	5,740	Christopher Stuart (Director)	Loan-Convertible Note Offering
12/9/2024	$10,000.00	$0	12/31/2026	$5 per share	2,424	0	DFD Capital Management (David Stratton)	Loan-Convertible Note Offering
2/7/2025	$30,000.00	$30,000	5/31/2025	$1 per share	0	30,000	Larry Warren	Loan-Convertible Note Offering
2/14/2025	$20,000.00	$0	5/31/2025	$1 per share	20,000	0	Eagle Rock Investments, L.L.C. (affiliate of Director)	Loan-Convertible Note Offering
2/12/2025	$10,000.00	$10,000	5/31/2025	$1 per share	0	10,000	William Gray (Chairman & Chief Executive Officer)	Loan-Convertible Note Offering

2/14/2025	$20,000.00	$20,000	5/31/2025	$1 per share	0	20,000	GZK Holdings LLC (David Stratton)	Loan-Convertible Note Offering
2/13/2025	$25,000.00	$0	5/31/2025	$1 per share	25,000	0	Armando & Jennifer Nevarez	Loan-Convertible Note Offering
2/13/2025	$5,000.00	$5,000	5/31/2025	$1 per share	0	5,000	James Hartwell	Loan-Convertible Note Offering
2/18/2025	$10,000.00	$10,000	5/31/2025	$1 per share	0	10,000	Richard Hauge	Loan-Convertible Note Offering
2/18/2025	$15,000.00	$15,000	5/31/2025	$1 per share	0	15,000	Dahyabhai Patel	Loan-Convertible Note Offering
2/18/2025	$25,000.00	$25,000	5/31/2025	$1 per share	0	25,000	Roman Pavlik	Loan-Convertible Note Offering
3/17/2025	$16,000.00	$16,000	5/31/2025	$1 per share	0	16,000	Stan Welker	Loan-Convertible Note Offering
2/18/2025	$10,000.00	$10,000	5/31/2025	$1 per share	0	10,000	Orvis Tully	Loan-Convertible Note Offering
2/21/2025	$30,000.00	$30,000	5/31/2025	$1 per share	0	30,000	Ting Lun Cheng (Hau Yeung)	Loan-Convertible Note Offering
3/6/2025	$30,000.00	$0	5/31/2025	$1 per share	30,000	0	Randall Mehlon	Loan-Convertible Note Offering
2/21/2025	$10,000.00	$0	5/31/2025	$1 per share	10,000	0	Roger Hatch	Loan-Convertible Note Offering
2/21/2025	$5,000.00	$5,000	5/31/2025	$1 per share	0	5,000	David F. Anderson	Loan-Convertible Note Offering
3/6/2025	$50,000.00	$0	5/31/2025	$1 per share	50,000	0	Randall Mehlon	Loan-Convertible Note Offering
2/25/2025	$18,000.00	$18,000	5/31/2025	$1 per share	0	18,000	Ryan McClinton	Loan-Convertible Note Offering
2/25/2025	$30,000.00	$0	5/31/2025	$1 per share	30,000	0	James Lochtefeld	Loan-Convertible Note Offering
2/25/2025	$10,000.00	$0	5/31/2025	$1 per share	10,000	0	William Cantrell	Loan-Convertible Note Offering

2/28/2025	$10,000.00	$10,000	5/31/2025	$1 per share	0	10,000	Lawrence Roben	Loan-Convertible Note Offering
2/28/2025	$10,000.00	$10,000	5/31/2025	$1 per share	0	10,000	Winston Harris	Loan-Convertible Note Offering
3/3/2025	$5,000.00	$5,000	5/31/2025	$1 per share	0	5,000	Bridgit Schexnayder	Loan-Convertible Note Offering
3/3/2025	$25,000.00	$0	5/31/2025	$1 per share	25,000	0	Kenneth Blue	Loan-Convertible Note Offering
3/3/2025	$30,000.00	$30,000	5/31/2025	$1 per share	0	30,000	Gary Sater	Loan-Convertible Note Offering
3/4/2025	$10,000.00	$10,000	5/31/2025	$1 per share	0	10,000	Garvin Hall	Loan-Convertible Note Offering
3/6/2025	$15,000.00	$15,000	5/31/2025	$1 per share	0	15,000	Robert Wood	Loan-Convertible Note Offering
3/6/2025	$10,000.00	$0	5/31/2025	$1 per share	10,000	0	Randall Mehlon	Loan-Convertible Note Offering
3/17/2025	$5,000.00	$5,000	5/31/2025	$1 per share	0	5,000	Dr. David Kalin	Loan-Convertible Note Offering
3/17/2025	$4,000.00	$4,000	5/31/2025	$1 per share	0	4,000	Stan Welker	Loan-Convertible Note Offering
3/31/2025	$5,000.00	$5,000	5/31/2025	$1 per share	0	5,000	James Cannon	Loan-Convertible Note Offering
3/31/2025	$5,000.00	$5,000	5/31/2025	$1 per share	0	5,000	James Q. Cannon	Loan-Convertible Note Offering
4/1/2025	$25,000.00	$0	5/31/2026	$1 per share	25,000	0	Ashton First Inc. (Tim Ashton)	Loan-Convertible Note Offering
4/8/2025	$20,000.00	$0	5/31/2026	$1 per share	20,000	0	Christopher Stuart (Director)	Loan-Convertible Note Offering
4/15/2025	$5,000.00	$5,000	5/31/2026	$1 per share	0	5,000	Kevin Jones	Loan-Convertible Note Offering
4/21/2025	$5,000.00	$5,000	5/31/2026	$1 per share	0	5,000	Stuart Hartman	Loan-Convertible Note Offering

4/21/2025	$5,000.00	$5,000	5/31/2026	$1 per share	0	5,000	David Entenmann	Loan-Convertible Note Offering
4/21/2025	$23,000.00	$23,000	5/31/2026	$1 per share	0	23,000	Stanley & Judy Welker	Loan-Convertible Note Offering
5/1/2025	$5,000.00	$0	5/31/2026	$1 per share	5,000	0	Lloyd Johnston	Loan-Convertible Note Offering
5/2/2025	$5,000.00	$5,000	5/31/2026	$1 per share	0	5,000	Bridgit Pavka	Loan-Convertible Note Offering
6/12/2025	$25,000.00	$25,000	5/31/2026	$1 per share	0	25,000	Roman Pavlik	Loan-Convertible Note Offering
6/10/2025	$5,000.00	$5,000	5/31/2026	$1 per share	0	5,000	Corey Moreland	Loan-Convertible Note Offering
6/10/2025	$20,000.00	$20,000	5/31/2026	$1 per share	0	20,000	Eagle Rock Investments, L.L.C. (affiliate of Director)	Loan-Convertible Note Offering
6/30/2025	$20,000.00	$20,000	5/31/2026	$1 per share	0	20,000	Christopher Stuart (Director)	Loan-Convertible Note Offering
7/17/2025	$25,000.00	$25,000	9/30/2026	$1 per share	0	25,000	Robert Wood	Loan-Convertible Note Offering
7/17/2025	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	James Hartwell	Loan-Convertible Note Offering
7/25/2025	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Brennan Uter	Loan-Convertible Note Offering
8/4/2025	$5,000.00	$0	9/30/2026	$1 per share	5,000	0	Mara Fine	Loan-Convertible Note Offering
8/4/2025	$15,000.00	$0	9/30/2026	$1 per share	15,000	0	Jeff Neckonoff	Loan-Convertible Note Offering
8/7/2025	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Roman Pavlik	Loan-Convertible Note Offering
8/18/2025	$5,000.00	$5,000	9/30/2026	$1 per share	0	5,000	David Kalin	Loan-Convertible Note Offering
8/19/2025	$20,000.00	$0	9/30/2026	$1 per share	20,000	0	Roman Pavlik	Loan-Convertible Note Offering

8/19/2025	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	William Cantrell	Loan-Convertible Note Offering
8/19/2025	$15,000.00	$15,000	9/30/2026	$1 per share	0	15,000	Armando & Jennifer Nevarez	Loan-Convertible Note Offering
8/21/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Randall Mehlon	Loan-Convertible Note Offering
9/5/2025	$10,000.00	$10,000	9/30/2026	$1 per share	0	10,000	Eagle Rock Investments, L.L.C. (affiliate of Director)	Loan-Convertible Note Offering
9/15/2025	$5,544.00	$5,544	9/30/2026	$1 per share	0	5,544	Edward Straney	Loan-Convertible Note Offering
9/19/2025	$20,000.00	$20,000	9/30/2026	$1 per share	0	20,000	James Karlovsky	Loan-Convertible Note Offering
9/25/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Randall Mehlon	Loan-Convertible Note Offering
10/2/2025	$3,000.00	$0	9/30/2026	$1 per share	3,000	0	Orvis Tully	Loan-Convertible Note Offering
10/6/2025	$15,000.00	$0	9/30/2026	$1 per share	15,000	0	Roman Pavlik	Loan-Convertible Note Offering
10/13/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Randall Mehlon	Loan-Convertible Note Offering
10/13/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Tim Ashton	Loan-Convertible Note Offering
10/29/2025	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Roman Pavlik	Loan-Convertible Note Offering
10/29/2025	$7,500.00	$0	9/30/2026	$1 per share	7,500	0	James Cramer	Loan-Convertible Note Offering
11/1/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Randall Mehlon	Loan-Convertible Note Offering
11/3/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Randall Mehlon	Loan-Convertible Note Offering
11/3/2025	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Richard Hauge	Loan-Convertible Note Offering

11/4/2025	$5,000.00	$0	9/30/2026	$1 per share	5,000	0	John Ramriez	Loan-Convertible Note Offering
11/11/2025	$3,000.00	$0	9/30/2026	$1 per share	3,000	0	Orvis Tully	Loan-Convertible Note Offering
11/17/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Randall Mehlon	Loan-Convertible Note Offering
12/3/2025	$2,500.00	$0	9/30/2026	$1 per share	2,500	0	Tim Ashton	Loan-Convertible Note Offering
12/12/2025	$3,000.00	$0	9/30/2026	$1 per share	3,000	0	Orvis Tully	Loan-Convertible Note Offering
12/30/2025	$10,000.00	$10,000	9/30/2026	$1 per share	0	10,000	William Cantrell	Loan-Convertible Note Offering
1/9/2026	$30,000.00	$30,000	9/30/2026	$1 per share	0	30,000	Matthew Cheng	Loan-Convertible Note Offering
1/9/2026	$30,000.00	$30,000	9/30/2026	$1 per share	0	30,000	Michael Cheng	Loan-Convertible Note Offering
1/13/2026	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Roger Hatch	Loan-Convertible Note Offering
1/13/2026	$5,000.00	$0	9/30/2026	$1 per share	5,000	0	Corey Moreland	Loan-Convertible Note Offering
1/13/2026	$5,000.00	$0	9/30/2026	$1 per share	5,000	0	James Q. Cannon	Loan-Convertible Note Offering
1/14/2026	$5,000.00	$0	9/30/2026	$1 per share	5,000	0	Randall Mehlon	Loan-Convertible Note Offering
1/14/2026	$20,000.00	$0	9/30/2026	$1 per share	20,000	0	GZK Holdings, LLC (David Stratton)	Loan-Convertible Note Offering
1/26/2026	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	James Cannon	Loan-Convertible Note Offering
1/29/2026	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Wilson Woodrow	Loan-Convertible Note Offering
1/27/2026	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	James Gillis	Loan-Convertible Note Offering

1/30/2026	$18,000.00	$0	9/30/2026	$1 per share	18,000	0	Randall Mehlon	Loan-Convertible Note Offering
1/30/2026	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Oris Tully	Loan-Convertible Note Offering
1/30/2026	$10,000.00	$10,000	9/30/2026	$1 per share	0	10,000	Richard Hauge	Loan-Convertible Note Offering
1/30/2026	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Randall Mehlon	Loan-Convertible Note Offering
1/30/2026	$25,000.00	$0	9/30/2026	$1 per share	25,000	0	Ashton First Inc. (Tim Ashton)	Loan-Convertible Note Offering
1/30/2026	$10,000.00	$10,000	9/30/2026	$1 per share	0	10,000	Ryan McClinton	Loan-Convertible Note Offering
1/30/2026	$10,000.00	$10,000	9/30/2026	$1 per share	0	10,000	Marcus Spratlin	Loan-Convertible Note Offering
1/30/2026	$5,000.00	$0	9/30/2026	$1 per share	5,000	0	Garvin Hall	Loan-Convertible Note Offering
1/30/2026	$10,000.00	$0	9/30/2026	$1 per share	10,000	0	Kevin Jones	Loan-Convertible Note Offering
1/30/2026	$5,000.00	$0	9/30/2026	$1 per share	5,000	0	Kevin Jones	Loan-Convertible Note Offering
4/6/2026	$25,000.00	$25,000	4/27/2027	$1.50 per share	0	16,666	Chris Dantin	Loan-Convertible Note Offering
9/2/2025	$157,000	$101,108.50	6/30/2026	Conversion contingent on a default at a price per share of 65% of the lowest trading price during the 10-day period prior to the conversion date	0	311,103 (assuming a conversion price of $0.33 per share)	1800 Diagonal Lending LLC (Curt Kramer)	Loan
10/14/2025	$82,000	$105,616.00	8/15/2026	Conversion contingent on a default at a price per share of 65% of the lowest trading price during the 10-day period prior	0	324,972 (assuming a conversion price of $0.33 per share)	1800 Diagonal Lending LLC (Curt Kramer)	Loan

				to the conversion date				
12/10/2025	$57,000	$41,352.00	10/15/2026	Conversion contingent on a default at a price per share of 65% of the lowest trading price during the 10-day period prior to the conversion date	0	158,006 (assuming a conversion price of $0.33 per share)	1800 Diagonal Lending LLC (Curt Kramer)	Loan
3/2/2026	$62,000	$79,856.00	12/30/2026	Conversion contingent on a default at a price per share of 65% of the lowest trading price during the 10-day period prior to the conversion date	0	245,711 (assuming a conversion price of $0.33 per share)	1800 Diagonal Lending LLC (Curt Kramer)	Loan
10/3/2025	$157,000	$192,217.00	10/3/2026	Conversion contingent on a default at a price per share of 65% of the lowest trading price during the 20-day period prior to the conversion date	0	622,206 (assuming a conversion price of $0.33 per share)	Labrys Fund II, LP (Thomas Silverman)	Loan
12/4/2025	$65,000	$83,720.00	12/4/2026	Conversion contingent on a default at a price per share of 65% of the lowest trading price during the 20-day period prior to the conversion date	0	257,600 (assuming a conversion price of $0.33 per share)	Labrys Fund II, LP (Thomas Silverman)	Loan
Total Outstanding Balance:		$1,928,311.38		**Total Shares:**	592,931	2,665,396		

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

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")

Wytec is a public safety and connectivity solutions company implementing a strategic transition toward a platform-based approach through its vendor-neutral Integrated Public Safety Solution ("IPSS") that incorporates artificial intelligence, including machine-learning models, to support evaluation and integration planning of third-party connectivity and sensing solutions. We began evaluating the inclusion of additional public safety technology categories within our IPSS in mid-2025 and in December 2025 released an early version of our online IPSS estimate-calculator capability intended to generate preliminary, scenario-based outputs and capture lead information for follow-up engagement by us and/or channel partners. We expect to continue development in 2026, including enhancements to user experience and additional workflow capabilities. Utilizing application programming interfaces ("APIs") and related integration methods, our IPSS is intended to support multi-vendor workflows for environments where reliable indoor wireless communications support day-to-day operations and incident response, including education (K-12 school districts and higher education facilities), government (cities, counties, municipalities, and police stations), and infrastructure (transportation authorities and healthcare facilities).

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

N/A

C. Describe the issuers' principal products or services.

Since 2019, we have delivered certain in-building cellular enhancement projects using third-party solutions, including Nextivity products. In the middle of 2025, we began evaluating the inclusion of additional public safety technology categories within our IPSS, including third-party gunshot detection solutions introduced to us by Nextivity and third-party vape sensing solutions introduced to us by Zeptive. These initiatives were in an early stage during 2025 and, as of December 31, 2025, we have not entered into definitive agreements with certain vendors for these additional categories. In December 2025, we released an early version of our online IPSS estimate-calculator capability intended to generate preliminary, scenario-based outputs and capture lead information for follow-up engagement by Wytec and/or channel partners. In parallel, management initiated planning for the next phase of our IPSS development, which management currently expects to continue into 2026 and is intended to include enhancements to user experience and additional workflow outputs and platform capabilities.

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.

The Company currently leases approximately 3,395 square feet of office space at 19206 Huebner Road, Suite 202, San Antonio, Texas 78258 and 2,210 square feet of office space at 19206 Huebner Road, Suite 201, San Antonio, Texas 78258 for $6,500 per month through February 28, 2027. On March 1, 2027, our monthly lease payment will increase to $6,700 through February 28, 2028.

6) All Officers, Directors, and 5% Beneficial Owners of the Company

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

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

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Individual Name (First, Last) or **Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, ≥ 5% beneficial owner)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned at 12/31/2025** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
William Gray	Chief Executive Officer, President, interim Chief Financial Officer, and Chairman of the Board	San Antonio, TX	3,227,047	Common	18.9%
			2,000,000	Warrant	
Erica Perez	Secretary and Director	San Antonio, TX	66,694	Common	0.39%
			50,000	Warrant	
Christopher Stuart	Director	San Antonio, TX	777,327(1)	Common	4.5%
			124,000	Warrant	
Sam Khoury	Director	San Antonio, TX	57,964	Common	0.34%
Robert Sanchez (2)	Former Interim Chief Technology Officer	San Antonio, TX	0		

(1) Includes 308,423 shares of common stock owned by Eagle Rock Investments, L.L.C., a limited liability company of which Mr. Stuart owns a majority of the outstanding equity.

(2) Mr. Sanchez voluntarily resigned from the Company on February 1, 2026.

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);

   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.
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:	Scott Linsky
Firm	Lucosky Brookman LLP
Address 1:	101 Wood Avenue South
Address 2:	Woodbridge, NJ 08830
Phone:	(732) 395-4400

Accountant or Auditor

Name:	Tony Emadi
Firm:	Lowry, Powell, Stevens & Magnum, P.C.
Address 1:	931 Proton Rd.
Address 2:	San Antonio, TX 785258
Phone:	(210) 490-2222

Investor Relations: N/A
All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

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: Laura Murtagh
Firm: Laura Murtagh, Attorney at Law
Nature of Services: Legal
Address 1: 3950 Laurel Canyon Blvd., #1574
Address 2: Studio City, CA 91604
Phone: (818) 509-0465

9) Disclosure & Financial Information

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

Name: Erica Perez
Title: Secretary and Director of Operations
Relationship to Issuer: Officer

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

☐ IFRS
X U.S. GAAP

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

Name: Tony Emadi
Title: CPA
Relationship to Issuer: Outside CPA firm (Lowrey, Powell, Stevens & Mangum, P.C.)
Describe the qualifications of the person or persons who prepared the financial statements:[7] CPA

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- Financial Notes

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

<u>Financial Statement Requirements</u>:

- 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, <u>William H. Gray,</u> certify that:

1. I have reviewed this Disclosure Statement for Wytec International, 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.

July 15, 2026

<u>/s/William H. Gray</u>
Willam H. Gray

Principal Financial Officer:

I, <u>William H. Gray,</u> certify that:

1. I have reviewed this Disclosure Statement for Wytec International, 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.

July 15, 2026

<u>/s/William H. Gray</u>

William H. Gray

WYTEC INTERNATIONAL, INC.
FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

CONTENTS

WYTEC INTERNATIONAL, INC.
BALANCE SHEETS

		December 31, 2025		December 31, 2024
Assets				
Current assets:				
Cash	$	170,067	$	110,699
Employee retention credit receivable		–		96,263
Other current assets		493		–
Inventory		30,041		30,041
Total current assets		200,601		237,003
Property and equipment, net		2,073		2,140
Operating lease, right-of-use assets		12,645		84,427
Total assets	$	215,319	$	323,570
Liabilities and Stockholders' Deficit				
Current liabilities:				
Accounts payable and accrued expenses	$	896,234	$	493,651
Accounts payable, related party		351,160		341,871
Other payable		335,000		335,000
Operating lease, right-of-use obligation, current portion		12,844		72,583
Contract liability		–		7,149
Promissory notes, at fair value		518,000		–
Convertible promissory notes		1,333,044		615,000
Promissory notes, shareholders		861,650		730,000
Total current liabilities		4,307,932		2,595,254
Long-term liabilities:				
Operating lease, right-of-use obligation, long term portion		–		12,844
		–		12,844
Total liabilities		4,307,932		2,608,098
Commitments and contingencies (See Note O)				
Stockholders' deficit:				
Preferred stock, par value $0.001 per share, 20,000,000 shares authorized:				
Series A convertible preferred stock, par value $0.001 per share, 4,100,000 shares designated, 100,000 shares issued and -0- shares outstanding at December 31, 2025 and December 31, 2024		100		100
Series B convertible preferred stock, par value $0.001 per share, 6,650,000 shares designated, 44,535 shares issued and -0- shares outstanding at December 31, 2025 and December 31, 2024		45		45
Common stock, par value $0.001 per share, 495,000,000 shares authorized, 17,050,367 and 16,751,980 shares issued and outstanding at December 31, 2025 and December 31, 2024, respectively		17,051		16,752
Additional paid-in capital		33,376,002		32,725,656
Accumulated deficit		(37,221,561)		(34,781,581)
Repurchased shares		(80,000)		(80,000)
Subscriptions payable		75,000		93,750
Treasury stock:				
Series A convertible preferred stock, at cost, 100,000 shares		(179,368)		(179,368)
Series B convertible preferred stock, at cost, 44,535 shares		(79,882)		(79,882)
Total stockholders' deficit		(4,092,613)		(2,284,528)
Total liabilities and stockholders' deficit	$	215,319	$	323,570

See accompanying notes to the financial statements. No assurance is provided on these financial statements.

WYTEC INTERNATIONAL, INC.
STATEMENTS OF OPERATIONS

	For the Year Ended December 31, 2025	For the Year Ended December 31, 2024
Revenues	$ 24,149	$ 131,077
Cost of revenues	10,248	55,571
Gross profit	13,901	75,506
Expenses:		
Selling, general and administrative	2,135,289	2,755,418
Research and development	62,820	379,940
Depreciation	1,455	25,964
Operating expenses, net	2,199,564	3,161,322
Net operating loss	(2,185,663)	(3,085,816)
Other income (expenses):		
Other income	–	96,263
Interest expense	(143,667)	(82,814)
Loss on fair value of financial instruments	(110,650)	–
Impairment loss on investment	–	(600,000)
Total other expense	(254,317)	(586,551)
Net loss	$ (2,439,980)	$ (3,672,367)
Weighted average number of common shares outstanding - basic and diluted	16,888,575	14,894,972
Net loss per share - basic and diluted	$ (0.14)	$ (0.25)

See accompanying notes to the financial statements. No assurance is provided on these financial statements.

WYTEC INTERNATIONAL, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT

	Class A Preferred Stock		Class B Preferred Stock		Class C Preferred Stock		Common Stock	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Balance, January 1, 2024	100,000	$ 100	44,535	$ 45	1,000	$ 1	13,288,692	$ 13,287
Conversion of note payable into common stock	–	–	–	–	–	–	70,961	71
Warrants exercised for cash	–	–	–	–	–	–	133,787	135
Cashless warrant exercised	–	–	–	–	–	–	46,250	47
Extension of warrants	–	–	–	–	–	–	–	–
Conversion of series C stock for common stock	–	–	–	–	(1,000)	(1)	3,000,000	3,000
Stock issued for board member compensation							56,250	56
Stock issued as compensation	–	–	–	–	–	–	154,840	155
Warrants issued as compensation	–	–	–	–	–	–	1,200	1
Stock issued for board member compensation	–	–	–	–	–	–	–	–
Net loss for the year ended December 31, 2024	–	–	–	–	–	–	–	–
Balance, December 31, 2024	100,000	$ 100	44,535	$ 45	–	$ –	16,751,980	$ 16,752
Conversion of note payable into common stock	–	–	–	–	–	–	225,262	225
Issuance of stock owed	–	–	–	–	–	–	73,125	74
Stock issued for board member compensation	–	–	–	–	–	–	–	–
Extension of Warrants	–	–	–	–	–	–	–	–
Net loss for the year ended December 31, 2025	–	–	–	–	–	–	–	–
Balance, December 31, 2025	100,000	$ 100	44,535	$ 45	–	$ –	17,050,367	$ 17,051

See accompanying notes to the financial statements. No assurance is provided on these financial statements.

WYTEC INTERNATIONAL, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT (CONTINUED)

	Class A Preferred Treasury Stock		Class B Preferred Treasury Stock		Additional Paid-in Capital	Repurchased Shares	Subscriptions Payable	Accumulated Deficit	Total Stockholders' (Deficit)
	Shares	Amount	Shares	Amount					
Balance, January 1, 2024	100,000	$(179,368)	44,535	$(79,882)	$30,558,906	$ (80,000)	$ –	$(31,109,214)	$ (876,125)
Conversion of note payable into common stock	–	–	–	–	354,734	–	–	–	354,805
Warrants exercised for cash	–	–	–	–	668,798	–	–	–	668,933
Cashless warrant exercised	–	–	–	–	(47)	–	–	–	–
Extension of warrants	–	–	–	–	45,775	–	–	–	45,775
Conversion of series C stock for common stock	–	–	–	–	(2,999)	–	–	–	–
Stock issued for board member compensation	–	–	–	–	281,197	–	93,750	–	375,003
Stock issued as compensation	–	–	–	–	774,045	–	–	–	774,200
Warrants issued as compensation	–	–	–	–	3,359	–	–	–	3,360
Stock issued for board member compensation	–	–	–	–	41,888	–	–	–	41,888
Net loss for the year ended December 31, 2024	–	–	–	–	–	–	–	(3,672,367)	(3,672,367)
Balance, December 31, 2024	100,000	$(179,368)	44,535	$(79,882)	$32,725,656	$ (80,000)	$ 93,750	$(34,781,581)	$ (2,284,528)
Conversion of note payable into common stock	–	–	–	–	246,083	–	–	–	246,308
Issuance of stock owed	–	–	–	–	365,551	–	(365,625)	–	–
Stock issued for board member compensation	–	–	–	–	–	–	346,875	–	346,875
Extension of Warrants	–	–	–	–	38,712	–	–	–	38,712
Net loss for the year ended December 31, 2025	–	–	–	–	–	–	–	(2,439,980)	(2,439,980)
Balance, December 31, 2025	100,000	$(179,368)	44,535	$(79,882)	$33,376,002	$ (80,000)	$ 75,000	$(37,221,561)	$ (4,092,613)

WYTEC INTERNATIONAL, INC.
STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2025	2024
Cash flows from operating activities		
Net loss	$ (2,439,980)	$ (3,672,367)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	1,455	25,964
Warrant expense	38,712	87,663
Stock based compensation	346,875	1,152,563
Non-cash lease expense	71,782	55,934
Impairment of investment	–	600,000
Loss on fair value of financial instruments	110,650	–
Decrease (increase) in operating assets		
Inventory	–	262
Employee retention credit receivable	96,263	(96,263)
Other current assets	(493)	–
Increase (decrease) in operating liabilities		
Accounts payable and accrued expenses	326 ,141	122,838
Accounts payable, related party	9,289	88,100
Contract liability	(7,149)	(14,245)
Operating lease liability	(72,583)	(54,934)
Net cash used in operating activities	(1,519,038)	(1,704,485)
Cash flows from investing activities		
Purchase of equipment	(1,388)	(1,899)
Net cash used in investing activities	(1,388)	(1,899)
Cash flows from financing activities		
Proceeds from promissory notes, shareholders	191,750	20,000
Proceeds from issuance of convertible promissory notes	913,044	585,000
Proceeds from promissory note, at fair value	518,000	–
Payment of debt issuance costs for promissory note, at fair value	(33,000)	–
Payments on promissory notes, shareholders	(10,000)	–
Payments on notes payable	–	(21,609)
Proceeds from exercise of warrants	–	668,932
Net cash provided by financing activities	1,579,794	1,252,323
Net increase (decrease) in cash	59,368	(454,061)
Cash - beginning of period	110,699	564,760
Cash - end of period	$ 170,067	$ 110,699
Supplemental disclosures:		
Interest paid	$ 41,868	$ 7,813
Non-cash investing and financing activities:		
Conversion of accrued interest and note payable into common stock	$ 246,308	$ 354,805
ROU assets and operating lease obligations recognized	$ –	$ 140,361

See accompanying notes to the financial statements. No assurance is provided on these financial statements.

NOTE A – SIGNIFICANT ACCOUNTING POLICIES

Description of Business: Wytec International, Inc. (“Wytec,” “we,” “our,” “us,” or the “Company”), a Nevada corporation, designs, manufactures, and installs carrier-class Wi-Fi solutions in the 70 and 80 gigahertz licensed frequency program to local government, Mobile Service Operations, National Telecommunications Operators, and corporate enterprises. Wytec was previously involved in the sale of wired and wireless services, including products, wireless data cards, back-office platform and rate plans to commercial and enterprise clients and the sale of Federal Communications Commission (“FCC”) registered links participating in the 70 and 80 gigahertz licensed frequency program (the “Program”). The Program allowed qualified individuals to own a segment of the “backhaul” infrastructure of Wytec’s city-wide business deployment.

Basis of Accounting: The accompanying financial statements have been prepared by the Company’s management in accordance with U. S. generally accepted accounting principles (“GAAP”) and applied on a consistent basis.

Revenue and Cost Recognition. Revenue is recognized by applying the following five steps: 1) identify the contract with a customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) we satisfy a performance obligation.

The Company earns revenues from contracts with customers for sales and installation of cellular enhancement equipment and support agreements. Revenue from the sale and installation of cellular enhancement equipment is recognized either when the installation is completed or as the Company installs the cellular enhancement equipment, depending on the complexity of the system, such as the degree of customization of the equipment being installed, and the agreement with the customer. Revenue from the installation of systems which management believes have an alternative use is recognized upon customer acceptance. This assessment, at contract inception, is based on the combination of equipment ordered, the services performed and whether or not material effort, within the context of the contract, would be required to rework the equipment for another project. Such contracts are usually completed within 30-45 days. In larger more complex projects where the Company is creating an asset for the customer with no alternative use and has an enforceable right to payment for performance prior to contract completion, we recognize revenue utilizing the percentage of completion method. This method measures completion based on management’s estimate of total costs to complete each contract because management considers total costs to be the best available measure of progress on the contract. During 2025 and 2024, all sales and installation revenue was recognized when the installation was completed.

Support agreements entered into with customers are generally for a period of one year, during which the Company stands ready to provide service and support for installed systems at the customer site. Support agreement amounts are billed in advance to the customer, as agreed in the contract, and recorded as a contract liability. During the period, the Company provides unspecified firmware upgrades to installed client equipment as they are available. Management estimates that straight line recognition of revenue over the period of the support agreement contract is representative of the pattern of delivery on the Company’s obligation under these agreements.

The Company has applied the practical expedient that permits the Company to recognize revenue without regard to significant financing components based on the Company’s expectations about the transfer of services and the receipt of payment from customers. The effect of this practical expedient is not material to the Company’s financial statements.

Sales tax is recorded on a net basis and excluded from revenue.

Cash: The Company considers all bank deposits and short-term securities with an original purchase maturity of three months or less to be cash equivalents.

Inventory: Inventory is stated at the lower of cost and selling price less costs to complete and sell. Specific identification is used to track inventory and record cost of goods sold when the inventory is sold.

Allowance for Credit Losses: The allowance for credit losses is evaluated on a regular basis through periodic reviews of the collectability of the receivables in light of historical experience, adverse situations that may affect our customers' ability to repay, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. Accounts receivables are determined to be past due based on how recent payments have been received and those considered uncollectible are charged against the allowance account in the period they are deemed uncollectible. No allowance for trade accounts receivable was determined to be necessary at December 31, 2025, and December 31, 2024.

NOTE A – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property and Equipment: Property and equipment are stated at cost. Depreciation is computed using the estimated useful lives of the related assets, generally ranging from five to ten years. Expenditures for repairs and maintenance are charged to costs and expensed as incurred, while expenditures for renewal and betterments are capitalized. Leasehold improvements are amortized over the remaining term of the lease. Upon retirement or replacement, the cost of capitalized assets and the related accumulated depreciation and amortization is eliminated with the resulting gain or loss recognized.

Operating Leases Right-of-use Assets and Operating Lease Obligations: If we determine that an arrangement is or contains a lease, we recognize a right-of-use ("ROU") asset and lease obligation at the commencement date of the lease. ROU assets represent our right to use an underlying asset for the lease term and lease obligations represent our lease payments arising from the lease. Operating lease ROU assets and obligations are recognized at commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Impairment of Long-lived Assets: The Company reviews the carrying value of construction in process and property and equipment for impairment whenever events and circumstances indicate that the carrying value of the assets may not be recoverable from the estimated future cash flows expected to result from their use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of long-lived assets. The factors considered by management in performing this assessment include current operating results, trends, and prospects, as well as the effects of obsolescence, demand, competition, and other economic factors. Useful lives are periodically evaluated to determine whether events or circumstances have occurred which indicate the need to revise the useful lives.

Income Taxes: The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement.

Stock Based Compensation and Warrant Awards: The Company measures stock-based compensation expense for stock and warrant awards at the grant date, based on the fair value-based measurement of the award, and the expense is recorded over the related service period, generally the vesting period, net of estimated forfeitures. The Company calculates the fair value-based measurement of warrants using the Black-Scholes valuation model and the simplified method and recognizes expense using the straight-line attribution approach.

Estimating the fair value of share-based awards requires the input of subjective assumptions, including the estimated fair value of the Company's common stock, the expected life of the warrants and stock price volatility. The Company previously engaged valuation specialists to assist with determining the fair value of our common stock prior to being listed on the OTCQB market in August 2024. The Company provided the specialist with judgmental inputs and assumptions such as cash flow projections and future results of operations to the specialist. After July 30, 2024 and being listed for trading on the OTCQB market, the Company used the fair market value of its common stock based on the OTCQB market.

The expected term of the warrants is estimated using the contractual life as the Company has no historical information from which to develop reasonable expectations about future exercise patterns. For stock price volatility, the Company uses comparable public companies as a basis for its expected volatility to calculate the fair value of warrants. The risk-free rate is based on the U.S. Treasury yield curve commensurate with the expected term of the option. The expected dividend yield is 0% because the Company has not historically paid, and does not expect, for the foreseeable future, to pay a dividend on its common stock.

Fair Value Option ("FVO") Election: The Company accounts for several promissory notes issued during the year ended December 31, 2025, under the fair value option election provided in ASC 825, "Financial Instruments" (ASC 825") as discussed below.

NOTE A – SIGNIFICANT ACCOUNTING POLICIES (Continued)

The promissory notes accounted for under the FVO election are a debt host financial instrument containing embedded features which would otherwise be required to be bifurcated from the debt-host and recognized as separate derivative liabilities subject to initial and subsequent periodic estimated fair value measurements under ASC 815. However, the "fair value option" ("FVO") election does not require bifurcation of an embedded derivative, and the financial instrument is initially measured at its issue-date estimated fair value and is subsequently remeasured at its estimated fair value on a recurring basis at each reporting period date.

The estimated fair value adjustment is recognized as a component of other comprehensive income ("OCI") with respect to the portion of the fair value adjustment attributed to a change in the instrument-specific credit risk, with the remaining amount of the fair value adjustment recognized as other income (expense) in the accompanying statements of operations. With respect to the above note, the estimated fair value adjustment is presented as "loss on fair value of financial instruments" within other income (expense) in the accompanying statements of operations.

Fair Value of Financial Instruments: The Company's financial instruments include cash and cash equivalents, accounts receivable, investments, accounts payable, accrued expenses, convertible promissory notes and notes payable. The recorded values of these financial instruments approximate their fair values based on their short-term nature. The carrying value of long-term notes payable approximates fair value since the related rates of interest approximate market rates and are categorized as level 3. Several promissory notes are measured at fair value under ASC 825 FVO election (see Note M for further details) and are categorized as level 3.

The Company measures its financial assets and liabilities in accordance with the requirements of FASB ASC 820, "Fair Value Measurements and Disclosures". Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value maximize the use of observable inputs and minimize the use of unobservable inputs. The Company utilizes a three-level valuation hierarchy for disclosures of fair value measurements, defined as follows:

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) 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

Cost Method Investment: Investments made by the Company are classified as cost method investment, for investments that do not hold any significant influence or control and do not have a readily determinable fair value. During 2024, the investment did not have a readily determinable fair value, the measurement alternate approach, in accordance with ASC 321, was used to measure the fair value of the investment. The measurement alternate approach is defined as cost, less impairment, adjusted (increased or decreased) for information about fair value of the investment from observable price changes, whenever those occur.

Concentrations of Credit Risk: Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of temporary cash investments. The Company maintains cash deposits with financial institutions and limits the amount of credit exposure to any one financial institution. Deposits with financial institutions may on occasion exceed the federally insured limits. The Company periodically assesses the financial institutions and believes the risk of any loss is minimal.

Government Regulations: The Company is subject to federal, state and local provisions regulating the discharge of materials into the environment. Management believes that its current practices and procedures for the control and disposition of such wastes comply with applicable federal, state and local requirements.

Income (loss) per share: Basic loss per common share is calculated by dividing net loss by the weighted average number of shares of stock outstanding during the year, including shares issuable without additional consideration. Diluted loss per common share – assuming dilution is calculated by dividing net loss by the weighted average number of shares outstanding during the year adjusted for the effect of dilutive potential shares from options and warrants calculated using the treasury stock method and the if-converted method for preferred stock. Potentially dilutive shares of common stock, including the 821,044 of share to be issued upon conversion of the convertible promissory notes and 2,095,000 shares to be issued upon the exercise of the warrants, will be excluded from diluted net loss per common share because the impact of such inclusion would be anti-dilutive.

NOTE A – SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates: The preparation of the financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the stock-based compensation expense for warrants issued for services (see Note I for further details on estimates used to calculate warrant expense) and estimates in assumptions used to calculate the fair value of certain liabilities. Actual results could differ from those estimates.

New Accounting Standards:

On December 14, 2023, FASB issued ASU 2023-09: *Improvements to Income Tax Disclosures (Topic 740).* The new standard was issued with the intent of expanding income tax expense presentation and note disclosure requirements. The Company adopted ASU 2023-09 as of December 31, 2025 using a retrospective transition method. There was no significant impact from the adoption of this standard.

In November 2024, the FASB issued ASU 2024-03, Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. This update requires public business entities to disclose disaggregated information about certain income statement expenses—including categories such as employee compensation, intangible asset amortization and depreciation, and selling expense—in the notes to the financial statements. Public business entities are required to apply the guidance prospectively and may apply it retrospectively. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The Company is evaluating the impacts of this standard on our disclosures and is not planning to early adopt.

NOTE B – GOING CONCERN

The financial statements are prepared in accordance with U.S. GAAP applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred continuous losses from operations, has an accumulated deficit of $37,221,561 and a working capital deficit of $4,107,331 as of December 31, 2025, and reported cash used by operations of $1,519,038 for the year ended December 31, 2025, all of which raise substantial doubt about the Company’s ability to continue as a going concern. In addition, the Company expects to have ongoing requirements for capital investment to implement its business plan. Finally, the Company’s ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered by entrance into established markets and the competitive environment in which it operates.

Since inception, operations have primarily been funded through private equity and debt financing. Management expects to continue to seek additional funding through private or public equity sources and will seek debt financing. The Company’s ability to continue as a going concern is ultimately dependent on its ability to generate sufficient cash from operations to meet cash needs and/or to raise funds to finance ongoing operations and repay debt. There can be no assurance that the Company will be successful in these efforts. These factors, among others, indicate substantial doubt that the Company will be able to continue as a going concern for a period of one year from the filing of these financial statements. Management intends to raise additional funding through a capital raise associated with a public offering and/or additional private capital raises.

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 might be necessary should it be unable to continue as a going concern.

NOTE C – REVENUES AND ACCOUNTS RECEIVABLE

The Company recognizes revenue in accordance with its accounting policy. The Company invoices customers and recognizes accounts receivable in an amount equivalent to which it has an unconditional right and expects to receive aligned with the agreement with the customer. The Company has contracted payment terms with its customer of net 30 days. The Company recognized revenue from performance obligations satisfied as of a point in time and over time as disaggregated in the table below.

Timing of Revenue Recognition

	For the Year Ended	
	December 31, 2025	December 31, 2024
Point in Time	$ 17,000	$ 105,110
Over Time	7,149	25,967
	$ 24,149	$ 131,077

The Company earns revenues from in-building cellular systems and network services. Revenues from the sale and installation of in-building cellular systems, including fixed wireless, SmartDAS, and 4G LTE, totaled $17,000 in 2025 and $105,110 in 2024. The contracts for the sale of in-building cellular systems generally include the performance obligation to sale and install (including testing, commissioning and integration services) equipment. The amount of revenue earned related to the sales of equipment was $10,000 in 2025 and $77,410 in 2024. The amount of revenue earned related to installation and other services was $7,000 in 2025 and $27,700 in 2024. The performance obligation for the sale of equipment is deemed to be satisfied on the date the customer takes physical possession of the equipment and has control of the equipment. For installation, testing, commissioning and integration services, the Company measures progress toward complete satisfaction of the performance obligations ratably as the services are performed.

Revenues from network and other services totaled $7,149 in 2025 and $25,967 in 2024. Network service revenues are recognized each month as services are rendered.

Due to the Company billing service agreements in advance and recognizing revenue for service agreements over time as more fully described in its accounting policy, the Company carries a contract liability balance proportional to the time remaining on each customer agreement. The Company issues invoices to customers for completed work as performance obligations satisfied as of a point in time are fulfilled and does not carry a contract asset balance for these performance obligations.

The Company's contracts for support services are typically for terms of one year or less. The aggregate amount of contract performance obligation as of December 31, 2025 that the Company expects to recognize over the next year is $-0-.

The Company is under no obligation and is not in the practice of providing customers with returns, rebates, discounts, or refunds. The Company, accordingly, does not recognize these obligations at the time of revenue recognition. The Company may receive future consideration from customers who enter into support agreements. Those services are delivered as of a point in time when the customer requests the service. Future consideration as described is excluded from the transaction price calculated for support agreement performance obligations.

The Company has applied the practical expedient that permits the Company to recognize revenue without regard to significant financing components based on the Company's expectations about the transfer of services and the receipt of payment from customers. The effect of this practical expedient is not material to the Company's financial statements.

NOTE D – INVESTMENT IN LIMITED LIABILITY COMPANY

The Company made an investment in Insurance Resource, LLC (the "Investee"), in the amount of $600,000 during the year ended December 31, 2023. The investment is classified as a cost method investment as the fair value of the investment is not readily-determinable. The investment is valued as cost, less impairment, adjusted for any observable price changes. For the year ended December 31, 2024, there were no dividends received and the Company determined that the investment was fully impaired at December 31, 2024, resulting in a loss on impairment of $600,000. During the year ended December 31, 2024, the Company's investment in Insurance Resources, LLC was considered impaired and a loss on impairment was recognized for $600,000. During 2024, Insurance Resource, LLC's subsidiaries ceased operations, and the only revenue-generating entity became insolvent, ultimately being sold as part of the insolvency process. Therefore, the Company's investment was considered permanently impaired, with no future cash flows expected. The impairment was recorded as an other expense in the statement of operations for the year ended December 31, 2024 as an impairment loss on investment for $600,000.

NOTE E – PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	December 31, 2025	December 31, 2024
Telecommunications equipment and computers	$ 301,273	$ 299,885
Vehicle	23,805	23,805
Office furniture and fixtures	9,029	9,029
Less: Accumulated depreciation	(332,034)	(330,579)
	$ 2,073	$ 2,140

Depreciation expense for the year ended December 31, 2025 and 2024 was $1,455 and $25,964, respectively.

NOTE F – DEBT

	December 31, 2025	December 31, 2024
Unsecured promissory note payable to a director of the Company, at 7% per annum, due in February 2026*	$ 625,000	$ 625,000
Unsecured promissory note payable to the president of the Company, at 5% per annum, paid in April 2025	–	10,000
Secured convertible promissory notes payable to various investors, at 9.5% per annum, due on December 31, 2025**	590,000	615,000
Unsecured convertible promissory note payable to a shareholder, at 9.5% per annum, due on December 31, 2025*	50,000	50,000
Unsecured promissory notes payable to the president of the Company, at 7% per annum, due through September 30, 2026	236,650	45,000
Secured convertible promissory notes payable to various investors, due on September 30, 2026	232,044	-
Secured convertible promissory notes payable to various investors, due on May 31, 2026	461,000	–
Unsecured promissory notes payable to lending companies measured under the fair value option, due in installments through December 2026	518,000	–
Total	$ 2,712,694	$ 1,345,000

* Subsequent to December 31, 2025, the Company amended this note to extend the maturity date of the note (See Note R – Subsequent Events).

** Subsequent to December 31, 2025, the Company amended notes totaling $490,000 to extend the maturity date of each of those notes (See Note R – Subsequent Events).

In February 2020, we issued a note in the amount of $625,000 bearing simple interest at a rate of 7% per annum to Mr. Christopher Stuart, a director of the Company, initially due in August 2021 (the "$625,000 Note"). The $625,000 Note, as amended, contains a feature that allows the Company to extend the maturity date up to six months, nine times, in the Company's sole discretion. The $625,000 Note was issued along with 62,500 common stock purchase warrants that were determined to have a fair market value of $80,053 on the issuance date, which was recorded as a debt discount and amortized over the term of the notes, being fully amortized by year end December 31, 2021. The Company has exercised nine extensions extending the maturity date of the $625,000 Note to February 13, 2026. Subsequent to December 31, 2025, the Company amended the maturity date of the $625,000 Note (See Note R – Subsequent Events).

In October 2021, the president of the Company loaned the Company $10,000 pursuant to an unsecured promissory note. The Company subsequently extended the maturity date of the note to April 2025 and repaid the note, including accrued interest, in April 2025.

NOTE F – DEBT (Continued)

In January 2023, the president of the Company loaned the Company $25,000 pursuant to an unsecured promissory note initially due on March 31, 2024 and initially bearing simple interest at a rate of 7% per annum. The note was amended in March 2025 to allow the Company to extend the maturity date up to six months, six times instead of two times, in the Company's sole discretion, in consideration for increasing the interest rate of the note to 7.5%, effective April 1, 2025. The Company has exercised five extensions extending the maturity date of the note to September 30, 2026.

From February 2023 to October 2023, we engaged in an offering of 9.5% secured convertible promissory notes ("2023 Notes") in accordance with Rule 506(c) of Regulation D of the Securities Act of 1933, as amended (the "Securities Act") pursuant to which we issued a total of $2,289,515 of 2023 Notes. The 2023 Notes together with all accrued and unpaid interest were payable on or before December 31, 2024 and are secured by a perfected recorded first priority security interest in the Company's LPN-16 patent. If the Company's common stock is listed on the NASDAQ Capital Markets on or before the maturity date, the outstanding 2023 Notes will automatically be converted into shares of the Company's common stock at a rate equal to the price per share in the public offering. If the 2023 Notes have not otherwise been automatically converted into shares of the Company's common stock, these noteholders will have the option, on or before the maturity date, to convert all or a portion of their outstanding 2023 Notes into shares of the Company's common stock at a rate equal to $5.00 per share and, immediately upon the conversion, the converting noteholders will be issued a number of new warrants from the Company equal to the dollar amount of the conversion divided by $5.00 (the "2023 Warrants"). The 2023 Warrants were exercisable until December 31, 2024 at an exercise price equal to the greater of (i) five dollars ($5.00) or (ii) eighty five percent (85%) of the 10-day moving average of the Company's public trading price if the Company's securities are trading on a public securities trading market. During the year ended December 31, 2023, $1,925,000 of 2023 Notes was converted into common stock and 2023 Warrants and during the year ended December 31, 2024, $309,515 of 2023 Notes was converted into common stock and 2023 Warrants. In December 2024, the maturity date of the remaining $55,000 of 2023 Notes held by two investors was extended to December 31, 2025 in consideration for extending the expiration date of the 2023 Warrants, if issued, to December 31, 2025. Subsequent to December 31, 2025, the Company amended the maturity date of the remaining $55,000 of 2023 Notes (See Note R – Subsequent Events).

From July 2024 to December 2024, we engaged in an offering of 9.5% secured convertible promissory notes ("2024 Notes") in accordance with Rule 506(c) of the Securities Act pursuant to which we issued a total of $585,000 of 2024 Notes, including $50,000 of which was purchased by Mr. Christopher Stuart, a director of the Company. The 2024 Notes together with all accrued and unpaid interest were payable on or before December 31, 2025 and are secured by a perfected recorded subordinate security interest in the Company's LP-16 patent. If the Company's common stock is listed on the NASDAQ Capital Markets on or before the maturity date, the outstanding 2024 Notes will automatically be converted into shares of the Company's common stock at a rate equal to the price per share in a public offering or, in the event of a direct listing of the Company's common stock, the reference price on the closing date of the listing. If the 2024 Notes have not otherwise been automatically converted into shares of the Company's common stock, these noteholders will have the option, on or before the maturity date, to convert all or a portion of their outstanding 2024 Notes into shares of the Company's common stock at a rate equal to $5.00 per share and, immediately upon the conversion, the converting noteholders will be issued a number of new warrants from the Company equal to the dollar amount of the conversion divided by $5.00. These warrants were exercisable until December 31, 2025 at an exercise price equal to the greater of (i) five dollars ($5.00) or (ii) eighty-five percent (85%) of the 10-day moving average of the Company's public trading price if the Company's securities are trading on the NASDAQ Capital Markets. As of December 31, 2025, $50,000 of 2024 Notes has been converted into common stock and 2024 Warrants and $535,000 of 2024 Notes remains outstanding. Subsequent to December 31, 2025, the Company amended the maturity date of $435,000 of the remaining 2024 Notes (See Note R - Subsequent Events).

In October 2024, the president of the Company loaned the Company $10,000 pursuant to an unsecured promissory note due on October 28, 2025. The note bears simple interest at a rate of 7% per annum. The maturity date of the note may be extended by an additional six months in the sole discretion of the Company up to four times. The Company has exercised one extension extending the maturity date of the note to April 28, 2026.

In December 2024, we amended an unsecured promissory note issued to one investor in the amount of $50,000 bearing simple interest at a rate of 9.5%, due on December 31, 2024, in order to extend the maturity date of the note by allowing the Company to extend the maturity date of the note by five additional six month periods instead of two additional six month periods in consideration for permitting the optional conversion of the note into shares of the Company's common stock and the possible issuance of warrants to purchase shares of the Company's common stock if the note is converted on or before December 31, 2025. The Company has exercised four extensions extending the maturity date of the note to December 31, 2025. Subsequent to December 31, 2025, the Company amended the maturity date of this note (See Note R - Subsequent Events).

In December 2024, the president of the Company loaned the Company $10,000 pursuant to an unsecured promissory note due on December 9, 2025. The note bears simple interest at a rate of 7% per annum. The maturity date of the note may be extended by an

NOTE F – DEBT (Continued)

additional six months in the sole discretion of the Company up to four times. The Company has exercised one extension extending the maturity date of the note to June 9, 2026.

In January 2025, the president of the Company loaned the Company $15,000 and $20,000 pursuant to two unsecured promissory notes initially due on January 3, 2026 and January 23, 2026, respectively. The notes bear simple interest at a rate of 7% per annum. The maturity dates of the notes may be extended by an additional six months in the sole discretion of the Company up to four times. The Company has exercised one extension with respect to each of these notes extending the maturity dates of the notes to July 3, 2026 and July 23, 2026, respectively.

From February 2025 to June 2025, we engaged in an offering of convertible promissory notes ("2025 Notes") in accordance with Rule 506(b) of Regulation D of the Securities Act pursuant to which we issued a total of $666,000 of 2025 Notes, including $40,000 of which was purchased by Mr. Stuart, $40,000 of which was purchased by an affiliate of Mr. Stuart, and $10,000 of which was purchased by the president of the Company. The 2025 Notes were initially due and payable on or before May 31, 2025, unless extended by the Company for six months up to two times. The Company has exercised both extensions extending the maturity date of the 2025 Notes to May 31, 2026. The 2025 Notes will automatically be converted into shares of the Company's common stock at a price per share of $1.00 if on any trading day following the issuance of the 2025 Notes the Company's common stock (i) trades an average daily trading volume of 50,000 or greater and (ii) achieves an intraday or closing price of $5.00 (together, the "Trading Thresholds"). Upon the automatic conversion of the 2025 Notes, the Company will, no later than 30 days from the date of such conversion following satisfaction of the Trading Thresholds, file with the Securities and Exchange Commission a registration on Form S-1 (or such other form as may be available) to register the shares underlying all outstanding 2025 Notes, subject to filing within 10 days after the financial statements are due if stale financials prevent timely filing. If the 2025 Notes have not otherwise been automatically converted into shares of the Company's common stock, these noteholders will have the option, on or before the maturity date, to convert all or a portion of their outstanding 2025 Notes into shares of the Company's common stock at a rate equal to $1.00 per share and, immediately upon the conversion, the converting noteholders will be issued a number of new warrants from the Company equal to the dollar amount of the conversion divided by $1.00 (the "2025 Warrants"). The 2025 Warrants were exercisable until December 31, 2025 at an exercise price equal to the greater of (i) one dollar ($1.00) or (ii) eighty-five percent (85%) of the 10-day moving average of the Company's public trading price as quoted on the OTC Markets or equivalent or higher public securities trading market on which the Company's common stock is then traded with the highest volume.

In assessing whether the automatic conversion feature of our convertible debt instruments meets the definition of a derivative under ASC 815, we evaluated the net settlement criterion, including whether the underlying shares are readily convertible to cash. Any shares directly received from the automatic conversion are restricted from resale under Rule 144 of the Securities Act, which governs the public resale of restricted securities, for a period of six months from the issuance of the underlying debt while any shares received from the exercise of warrants issued from the conversion are restricted for a period of six months from the date of the exercise of the warrants. As a result, the warrants are not ever to be considered readily convertible to cash and during the period the common shares are restricted from resale under Rule 144 of the Securities Act, they are not considered readily convertible to cash, and the net settlement criterion is not satisfied. Consequently, the automatic conversion feature does not qualify for derivative accounting treatment under ASC 815 during this period. Additionally, after the restriction from Rule 144 expires on the underlying common shares that are to be issued upon conversion, the shares are not currently considered readily convertible to cash in the OTCID market given the low transactional volume and therefore, would still not qualify for derivative accounting treatment under ASC 815. We will continue to reassess the classification on an ongoing basis, and if the restriction lapses and the shares become freely tradable in an active market, the conversion feature and associated warrants may subsequently meet the net settlement criterion and be re-evaluated for derivative classification. The issuance of shares and related warrants upon exercise of the optional conversion feature will be accounted for upon exercise of the conversion option. As of December 31, 2025, $205,000 of 2025 Notes has been converted into common stock and 2025 warrants, including a total of $40,000 of which was converted by Mr. Stuart and his affiliate, and $461,000 of 2025 Notes remains outstanding.

In the second quarter of 2025, the president of the Company loaned the Company a total of $81,650 pursuant to two unsecured promissory note due on April 11, 2026 and June 17, 2026, respectively. The notes bear simple interest at a rate of 7% per annum. The maturity date of the notes may be extended by an additional six months in the sole discretion of the Company up to four times.

In July 2025, we commenced an offering of up to $1,000,000 of convertible promissory notes ("2025-2 Notes") pursuant to a private placement in accordance with Rule 506(b) of Regulation D of the Securities Act (the "2025-2 Note Offering"). The 2025-2 Notes were initially due and payable on or before March 31, 2026, unless extended by the Company for six months up to two times. The 2025-2 Notes will automatically be converted into shares of the Company's common stock at a price per share of $1.00 if following the issuance of the 2025-2 Notes the Company's common stock meets the Trading Thresholds Upon the automatic conversion of the 2025-2 Notes, the Company will, no later than 30 trading days from the date of such conversion following satisfaction of the Trading Thresholds, file with the Securities and Exchange Commission a registration on Form S-1 (or such other form as may be available) to register the shares

NOTE F – DEBT (Continued)

underlying all outstanding 2025-2 Notes, subject to filing within 10 days after the financial statements are due if stale financials prevent timely filing. If the 2025-2 Notes have not otherwise been automatically converted into shares of the Company's common stock, these noteholders will have the option, on or before the maturity date, to convert all or a portion of their outstanding 2025-2 Notes into shares of the Company's common stock at a rate equal to $1.00 per share and, immediately upon the conversion, the converting noteholders will be issued a number of new warrants from the Company equal to the dollar amount of the conversion divided by $1.00 (the "2025-2 Warrants"). The 2025-2 Warrants will be exercisable until December 31, 2026 at an exercise price of $1.00, provided, that ten (10) days after the common stock of the Company commences trading on the NASDAQ Capital Market or equivalent or higher public securities trading market, the exercise price shall thereafter be the greater of (i) $1.00 or (i) 85% of the average closing price of the Company's common stock, as quoted on the public securities trading market on which the Company's common stock is then traded with the highest volume. The Company has exercised one extension extending the maturity date of the 2025-2 Notes to September 30, 2026.

In assessing whether the automatic conversion feature of our convertible debt instruments meets the definition of a derivative under ASC 815, we evaluated the net settlement criterion, including whether the underlying shares are readily convertible to cash. Any shares directly received from the automatic conversion are restricted from resale under Rule 144 of the Securities Act, which governs the public resale of restricted securities, for a period of six months from the issuance of the underlying debt while any shares received from the exercise of warrants issued from the conversion are restricted for a period of six months from the date of the exercise of the warrants. As a result, the warrants are not ever to be considered readily convertible to cash and during the period the common shares are restricted from resale under Rule 144 of the Securities Act, they are not considered readily convertible to cash, and the net settlement criterion is not satisfied. Consequently, the automatic conversion feature does not qualify for derivative accounting treatment under ASC 815 during this period. Additionally, after the restriction from Rule 144 expires on the underlying common shares that are to be issued upon conversion, the shares are not currently considered readily convertible to cash in the OTCID market given the low transactional volume and therefore, would still not qualify for derivative accounting treatment under ASC 815. We will continue to reassess the classification on an ongoing basis, and if the restriction lapses and the shares become freely tradable in an active market, the conversion feature and associated warrants may subsequently meet the net settlement criterion and be re-evaluated for derivative classification. The issuance of shares and related warrants upon exercise of the optional conversion feature will be accounted for upon exercise of the conversion option. As of December 31, 2025, the Company has issued a total of $247,044 of 2025-2 Notes, including $10,000 of which was purchased by an affiliate of Mr. Stuart and of which $15,000 has been converted into common stock and 2025-2 warrants.

In July 2025, the president of the Company loaned the Company $15,000, $10,000, and $15,000 pursuant to three unsecured promissory notes initially due on July 2, 2026, July 14, 2026, and July 25, 2026, respectively. The notes bear simple interest at a rate of 7% per annum. The maturity dates of the notes may be extended by an additional six months in the sole discretion of the Company up to four times.

In August 2025, the president of the Company loaned the Company $10,000 and $5,000 pursuant to two unsecured promissory notes initially due on August 11, 2026 and August 29, 2026, respectively. The notes bear simple interest at a rate of 7% per annum. The maturity dates of the notes may be extended by an additional six months in the sole discretion of the Company up to four times.

In September 2025, the president of the Company loaned the Company $20,000 pursuant to an unsecured promissory note due on September 9, 2026. The note bears simple interest at a rate of 7% per annum. The maturity date of the note may be extended by an additional six months in the sole discretion of the Company up to four times.

In September 2025, the Company sold an unsecured promissory note with an original face value of $180,550 and payments due through June 30, 2026 to a lending company. The note was sold at $157,000, a discount of $23,550, and issuance costs incurred and paid from the funds received were $7,000. The discount of $23,550 and the $7,000 debt issuance costs were expensed upon issuance as interest expense. The note carries an effective interest rate of 52.3% and is measured under the fair value option (see Note K - Fair Value Measurements). Total accrued interest on the promissory note at December 31, 2025 was $11,479.

In October 2025, the Company sold an unsecured promissory note with an original face value of $94,300 and payments due through August 15, 2026 to a lending company. The note was sold at $82,000, a discount of $12,300, and issuance costs incurred and paid from the funds received were $7,000. The discount of $12,300 and the $7,000 debt issuance costs were expensed upon issuance as interest expense. The note carries an effective interest rate of 46.02% and is measured under the fair value option (see Note K - Fair Value Measurements). Total accrued interest on the promissory note at December 31, 2025 was $3,834.

In October 2025, the Company sold an unsecured promissory note with an original face value of $180,550 and payments due through October 3, 2026 to a lending company. The note was sold at $157,000, a discount of $23,550, and issuance costs incurred and paid from the funds received were $7,000. The discount of $23,550 and the $7,000 debt issuance costs were expensed upon issuance as interest

NOTE F – DEBT (Continued)

expense. The note carries an effective interest rate of 29.38% and is measured under the fair value option (see Note K - Fair Value Measurements). Total accrued interest on the promissory note at December 31, 2025 was $4,954.

In December 2025, the Company sold an unsecured promissory note with an original face value of $65,500 and payments due through October 15, 2026 to a lending company. The note was sold at $57,000, a discount of $8,500, and issuance costs incurred and paid from the funds received were $7,000. The discount of $8,500 and the $7,000 debt issuance costs were expensed upon issuance as interest expense. The note carries an effective interest rate of 56.75% and is measured under the fair value option (see Note K - Fair Value Measurements). Total accrued interest on the promissory note at December 31, 2025 was $839.

In December 2025, the Company sold an unsecured promissory note with an original face value of $74,750 and payments due through December 4, 2026 to a lending company. The note was sold at $65,000, a discount of $9,750, and issuance costs incurred and paid from the funds received were $5,000. The discount of $9,750 and the $5,000 debt issuance costs were expensed upon issuance as interest expense. The note carries an effective interest rate of 36.12% and is measured under the fair value option (see Note K - Fair Value Measurements). Total accrued interest on the promissory note at December 31, 2025 was $1,876.

Future minimum payments consist of the following:

December 31,	
2026	$ 2,712,694
Total future payments	$ 2,712,694

NOTE G – REPURCHASE AGREEMENT

In April 2020, we entered into a Repurchase and General Release Agreement with one shareholder pursuant to which we promised to pay the amount of $200,000 due on December 31, 2020 in exchange for 40,000 shares of common stock and 40,000 shares of Series B Preferred Stock (which shares automatically converted into 40,000 shares of common stock in April 2022). The agreement stated that the Company was to make $10,000 monthly installments with the balance payable on the maturity date. The agreement contained feature that allows the Company to extend the maturity date of the amount payable to March 31, 2021 in the Company's sole discretion, and if the Company exercised this option, the $10,000 monthly installments will continue until the extended maturity date on which date the remaining balance will be due. During the quarter ended December 31, 2020, the Company extended the maturity date under the terms of the agreement to March 2021. The Company made payments in the amount of $80,000 during the period, however, the shareholder has not properly returned the shares so they may be canceled. As the shares had not been properly returned, the Company is not obligated, per the agreement, to pay any monies and the $80,000 was paid in good faith that the shares would be returned. The Company is pursuing action against the shareholder to get the shares returned or get the monies paid returned. Until such time, the $80,000 payments have been recorded as a reduction of equity.

NOTE H – LEASES

Short Term Leases

The Company previously leased facilities on a month-to-month basis through February 29, 2024. Total lease expense related to short term leases for the year ended December 31, 2025 and 2024, totaled $-0- and $12,200, respectively.

Operating Leases

The Company leases its office space pursuant to a two-year commercial lease amendment which commenced on March 1, 2024. For the years ended December 31, 2025 and 2024, operating lease expense totaled $76,800 and $61,000, respectively.

The remaining weighted average lease term is 0.16 years and the weighted average discount rate is 9.5% as of December 31, 2025.

Future minimum lease payments as of December 31, 2025 are as follows:

2026	$ 13,000
Total minimum lease payments	13,000
Less: imputed interest	(156)
Present value of minimum lease payments	12,844
Less: current portion of lease obligation	12,844
Long-term lease obligation	$ 0

NOTE I – WARRANTS

The Company has common stock purchase warrants outstanding at December 31, 2025 to purchase 2,095,000 shares of common stock, all of which are exercisable until various dates through December 31, 2026. The warrants are exercisable at the following amounts and rates: 2,000,000 are exercisable on a cash or cashless basis at an exercise price of $1.00 per share, 75,000 are exercisable on a cash or cashless basis at an exercise price of $5.00 per share, and 20,000 are exercisable for cash at exercise price of the greater of (i) one dollar ($1.00) or (ii) eighty-five percent (85%) of the 10-day moving average of the Company's public trading price as quoted on the NASDAQ Markets or equivalent or higher public securities trading market on which the Company's common stock is then traded with the highest volume.

To calculate the fair value of stock warrants at the date of grant, we use the Black-Scholes option pricing model. The volatility used is based on historical volatilities of selected peer group companies. Management estimated the fair value of the underlying common stock by utilizing the discounted cash flow method and the prior transaction method approaches and determined a fair value of $5.00 before July 30, 2024 and at trading value after being listed on July 30, 2024. Management estimates the average volatility considering current and future expected market conditions. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Each issuance is individually valued according to this procedure as of the date of issue with maturity dates through December 31, 2026, volatility estimates between 22.87% to 34.18% and risk-free rates 3.62% to 5.54% in the period.

In January 2024, the Company extended the expiration date of 2,000,000 common stock purchase warrants owned by the president of the Company, to December 31, 2025. Due to the modification of the warrants, the difference between the fair value of the modified warrants and the fair value of the warrants immediately before the modification was recorded as a warrant expense, which was only applicable to service warrants. The total incremental increase in the warrants was $47,262.

During the first quarter of 2024, the Company issued 65,956 2023 Warrants along with 65,956 shares of common stock upon the conversion of $309,515 of 2023 Notes and $20,264 of accrued interest. The total value of the 2023 Warrants was $69,818 and was recorded as additional paid in capital.

In January 2024, the Company issued a total of 52,409 shares of the Company's common stock upon the cashless exercise of 94,607 common stock purchase warrants by Mr. Christopher Stuart, a director of the Company. ~~Subsequently,~~ After issuance, the Company determined the fair value utilized to determine the number of shares issued was not indicative of recent common stock transactions. Accordingly, the Company recorded additional compensation expense of $262,045.

In January 2024, the Company issued a total of 28,738 shares of the Company's common stock upon the cashless exercise of 51,875 common stock purchase warrants by Eagle Rock Investments, L.L.C., a limited liability company of which Mr. Stuart owns a majority of the outstanding equity ("ERI"). The Company determined the fair value utilized to determine the number of shares issued was not indicative of recent common stock transactions. Accordingly, the Company recorded additional compensation expense of $143,690.

In January 2024, the Company issued a total of 119,943 shares of the Company's common stock upon the cashless exercise of 179,272 common stock purchase warrants by thirteen investors. The Company determined the fair value utilized to determine the number of shares issued was not indicative of recent common stock transactions. Accordingly, the Company recorded additional compensation expense of $368,465.

In January 2024, the Company issued a total of 59,504 shares of the Company's common stock upon the exercise of 5,731 Warrants, 41,200 2023 Warrants and, 12,573 other common stock purchase warrants by a total of six investors at an exercise price of $5.00 per share for total proceeds of $297,520.

In January 2024, the Company extended the expiration date of 85,784 common stock purchase warrants owned by Mr. Christopher Stuart and 71,233 common stock purchase warrants owned by ERI from January 31, 2024 to December 31, 2024.

In May 2024, the Company issued 800 shares of the Company's common stock upon the exercise of 800 2023 Warrants by one investor at an exercise price of $5.00 per share for total proceeds of $4,000.

NOTE I – WARRANTS (Continued)

In May 2024, the Company made an offer to existing warrant holders who obtained their warrants upon the conversion of their 9.5% convertible promissory notes pursuant to which such warrant holders who agreed, on or before May 31, 2024, to exercise at least 50% of their warrants on or before June 30, 2024 would receive (i) an extension of the expiration date of the balance of such warrants to December 31, 2025; (ii) removal of the following language related to the exercise price of the warrants "provided, that ten (10) days after the common stock of the Company commences trading on a public securities trading market, the amount per Share shall thereafter be the greater of (i) $5.00 or (ii) 85% of the average closing price of the Company's common stock, as quoted on the public securities trading market on which the Company's common stock is then traded with the highest volume, for ten (10) consecutive trading days immediately prior to the date of exercise;" and (iii) payment of the legal expense to remove the 144 legend, after the applicable holding period, for both the shares issuable upon the exercise of such warrants and the shares issued upon the conversion of their 9.5% convertible promissory notes. Pursuant to this offer, in May 2024, the Company issued a total of 71,723 shares of the Company's common stock upon the exercise of 35,306 2023 Warrants and 35,617 other common stock purchase warrants by a total of eight investors, including ERI, at an exercise price of $5.00 per share for total proceeds of $354,615 and extended the expiration date to December 31, 2025 and adjusted the exercise price to $5.00 per share of 35,306 2023 Warrants and 35,616 other common stock purchase warrants. The fair value of the modifications to the warrants was $50,553 and has been recorded as additional paid-in-capital, net of equity issuance costs of the same amount which resulted in a net effect of zero.

In July 2024, the Company issued 25,000 common stock purchase warrants to the director of operations of the Company at an exercise price of $5.00 per share exercisable on a cash or cashless basis until December 31, 2025 and 25,000 common stock purchase warrants to a service provider of the Company at an exercise price of $5.00 per share exercisable on a cash or cashless basis at any time until December 31, 2025. The total value of these warrants was $41,888 and was recorded as stock compensation and additional paid in capital.

In July 2024, the Company issued 2,560 shares of the Company's common stock upon the exercise of 2,560 2023 Warrants by one investor at an exercise price of $5.00 per share for total proceeds of $12,800.

In August 2024, the Company issued a total of 5,005 2024 Warrants along with 5,005 shares of common stock upon the conversion of $25,000 of 2024 Notes and $26.00 of accrued interest. The total value of the 2024 Warrants was $25,021 and was recorded as additional paid in capital.

In December 2024, the Company extended the expiration date of 123,924 common stock purchase warrants owned by Mr. Christopher Stuart from December 31, 2024 to December 31, 2025 in consideration for allowing the Company to extend the maturity date of the $625,000 Note, as amended, by nine additional six-month periods instead of seven additional six month periods.

In March 2025, the Company issued a total of 5,262 2024 Warrants, 25,000 2025 Warrants, and 30,262 shares of the Company's common stock to one investor upon the conversion of $25,000 of 2024 Notes along with $1,308 of accrued interest and $25,000 of 2025 Notes. The value of the warrants was $35,781 and was recorded as additional paid in capital.

In April 2025, the Company issued a total of 20,000 2025 Warrants and 20,000 shares of the Company's common stock to two investors upon the conversion of $20,000 of 2025 Notes. The value of the warrants was $4,626 and was recorded as additional paid in capital.

In June 2025, the Company issued a total of 40,000 2025 Warrants and 40,000 shares of the Company's common stock to two investors upon the conversion of $40,000 of 2025 Notes. The value of the warrants was $11,003 and was recorded as additional paid in capital.

In September 2025, the Company issued a total of 25,000 2025 Warrants and 25,000 shares of the Company's common stock to one investor upon the conversion of $25,000 of 2025 Notes. The value of the warrant was $8,810 and was recorded as additional paid in capital.

In October 2025, the Company issued a total of 90,000 2025 Warrants and 2,500 2025-2 Warrants along with 92,500 shares of the Company's common stock to one investor upon the conversion of $90,000 of 2025 Notes and $2,500 of 2025-2 Notes. The value of the warrants was $26,419 and was recorded as additional paid in capital.

In November 2025, the Company issued a total of 10,000 2025-2 Warrants along with 10,000 shares of the Company's common stock to one investor upon the conversion of $10,000 of 2025-2 Notes. The value of the warrants was $3,691 and was recorded as additional paid in capital.

NOTE I – WARRANTS (Continued)

In November 2025, the Company issued a total of 7,500 2025-2 Warrants along with 7,500 shares of the Company's common stock to two investors upon the conversion of $5,000 of 2025 Notes and $2,500 of 2025-2 Notes. The value of the warrants was $3,882 and was recorded as additional paid in capital.

In December 2025, the Company extended the expiration date of 2,000,000 common stock purchase warrants owned by the president of the Company to December 31, 2026. Due to the modification of the warrants, the difference between the fair value of the modified warrants and the fair value of the warrants immediately before the modification was recorded as a warrant expense, which is applicable to service warrants. The total incremental increase in the warrants was $23,912.

In December 2025, the Company extended the expiration date of 25,000 common stock purchase warrants owned by an employee of the Company to December 31, 2026. Due to the modification of the warrants, the difference between the fair value of the modified warrants and the fair value of the warrants immediately before the modification was recorded as a warrant expense, which is applicable to service warrants. The total incremental increase in the warrants was $7,400.

In December 2025, the Company extended the expiration date of 25,000 common stock purchase warrants originally issued to a consultant as compensation to December 31, 2026. Due to the modification of the warrants, the difference between the fair value of the modified warrants and the fair value of the warrants immediately before the modification was recorded as a warrant expense, which is applicable to service warrants. The total incremental increase in the warrants was $7,400.

The following is a summary of activity and outstanding common stock warrants:

	Number of Warrants
Balance, December 31, 2024	2,268,535
Warrants issued	225,262
Warrants exercised	-0-
Warrants expired/cancelled	(398,797)
Balance, December 31, 2025	2,095,000
Exercisable, December 31, 2025	2,095,000

As of December 31, 2025, the outstanding and exercisable warrants have a weighted average remaining term of 1.00 years and have an estimated $1,590,571 aggregate intrinsic value. The intrinsic value is calculated by taking the difference between the exercise price and the fair market value of the stock at December 31, 2025. As of December 31, 2025 and 2024, the warrants have a weighted average exercise price of $1.14 and $1.47, respectively.

NOTE J – STOCKHOLDERS' EQUITY

Holders of common stock are entitled to one vote per share. The common stock does not have cumulative voting rights in the election of directors. Accordingly, the holders of a majority of the outstanding shares of common stock entitled to vote in any election of directors may elect all of the directors standing for election. Subject to preferential rights with respect to any series of preferred stock that may be issued, holders of the common stock are entitled to receive ratably such dividends as may be declared by the board of directors on the common stock out of funds legally available therefore and, in the event of liquidation, dissolution or winding-up of affairs, are entitled to share equally and ratably in all the remaining assets and funds.

Series A preferred stock is nonvoting capital stock but may be converted into voting common stock. Each share of series A preferred stock is convertible at the option of the holder at any time after the issuance into one share of common stock, subject to adjustment from time to time in the event (i) the Company subdivides or combines its outstanding common stock into a greater or smaller number of shares, including stock splits and stock dividends; or (ii) of a reorganization or reclassification of common stock, the consolidation or merger with or into another company, the sale, conveyance or other transfer of substantially all of the Company assets to another corporation or other similar event, whereby securities or other assets are issuable or distributable to the holders of the outstanding common stock upon the occurrence of any such event; or (iii) of the issuance to the holders of Company common stock of securities convertible into, or exchangeable for, such shares of common stock.

NOTE J – STOCKHOLDERS' EQUITY (Continued)

Each outstanding share of series A preferred stock will automatically convert into one share of common stock (a) if the common stock commences public trading on the NASDAQ capital market or better, (b) if the series A preferred stockholder receives distributions from the net profits pool equal to the original purchase price paid for their registered links, or (c) five years after the date of issuance of the series A preferred stock. The Company does not have any other right to require a conversion of the series A preferred stock into common stock. The Company does not have the option to redeem outstanding shares of series A preferred stock. A holder of the series A preferred stock has no preemptive rights to subscribe for any additional shares of any class of stock or for any issue of bonds, notes or other securities convertible into any class of stock. In the event of a liquidation, dissolution or winding-up whether voluntary or otherwise, after payment of debts and other liabilities, the holders of the series A preferred stock will be entitled to receive from the remaining net assets, before any distribution to the holders of the common stock, the amount of $1.50 per share. After payment of the liquidation preference to the holders of series A preferred stock and payment of any other distributions that may be required with respect to any other series of preferred stock, the remaining assets, if any, will be distributed ratably to the holders of the common stock and the holders of the series A preferred stock on an as-if converted basis. As of December 31, 2025 and 2024, there are 100,000 shares of series A preferred stock issued and no shares of series A preferred stock outstanding.

The series B preferred stock is voting capital stock. The holders of the series B preferred stock will vote on an as-converted basis with the common stock on all matters submitted to a vote of the shareholders. The holders of the series B preferred stock are not entitled to any dividends unless and until the series B preferred stock is converted into common stock. Each share of series B preferred stock is convertible at the option of the holder at any time after issuance into one share of common stock, subject to adjustment from time to time in the event (i) the Company subdivides or combines into outstanding common stock into a greater or smaller number of shares, including stock splits and stock dividends; or (ii) of a reorganization or reclassification of common stock, the consolidation or merger with or into another company, the sale, conveyance or other transfer of substantially all of the Company assets to another corporation or other similar event, whereby securities or other assets are issuable or distributable to the holders of the outstanding common stock upon the occurrence of any such event; or (iii) of the issuance by us to the holders of common stock of securities convertible into, or exchangeable for, such shares of common stock.

Each outstanding share of series B preferred stock will automatically convert into one share of common stock at a conversion rate equal to the lesser of $3.00 per share or 75% of the average closing price of the Company's common stock as quoted on the public securities trading market on which our common stock is then traded with the highest volume, for ten (10) consecutive trading days immediately after the first day of public trading of common stock if common stock commences public trading on the NASDAQ capital market or better, but in any event no less than $2.50 per share or at $3.00 per share five years after the date of issuance of the series B preferred stock. In the event of a liquidation, dissolution or winding-up whether voluntary or otherwise, after payment of debts and other liabilities, the holders of the series B preferred stock will be entitled to receive from the remaining net assets, before any distribution to the holders of the common stock, and pari pasu with the payment of a liquidation preference of $1.50 per share to the holders of the series A preferred stock, the amount of $3.00 per share. After payment of the liquidation preference to the holders of the series A preferred stock and the series B preferred stock, and payment of any other distribution that may be required with respect to any other series of preferred stock, the remaining assets, if any, will be distributed ratably to the holders of the common stock, the holders of the series A preferred stock, and the holders of the series B preferred stock on an as-if converted basis. As of December 31, 2025 and 2024, there are 44,535 shares of series B preferred stock issued and no shares of series B preferred stock outstanding.

The series C preferred stock was voting capital stock. For so long as any shares of the series C preferred stock remained issued and outstanding, the holders thereof, voting separately as a class, had the right, on or after July 20, 2016, to vote in an amount equal to 51% of the total vote (representing a super majority voting power) with respect to all matters submitted to a vote of the shareholders of Wytec. Such vote to be determined by the holder(s) of a majority of the then issued and outstanding shares of series C preferred stock.

The holders of the series C preferred stock were not entitled to any dividends. Holders of the series C preferred stock had no conversion rights. The shares of the series C preferred stock were to be automatically redeemed by us at their par value of $0.001 per share on the date that Mr. Gray ceases, for any reason, to serve as officer, director or consultant of Wytec. A holder of the series C preferred stock had no preemptive rights to subscribe for any additional shares of any class of stock of Wytec or for any issue of bonds, notes or other securities convertible into any class of stock of Wytec. The holders of the Series C preferred stock were not entitled to any liquidation preference.

In August 2024, in accordance with that certain exchange agreement, dated October 6, 2022, as amended on November 15, 2022 and on July 30, 2024, 3,000,000 shares of common stock were issued to the president of the Company in exchange for the 1,000 shares of Series C Preferred Stock owed by him. Subsequent to August 2024, there are no shares of series C preferred stock issued and outstanding.

See Warrant Note I for disclosure of warrant activity.

NOTE K – INCOME TAXES

The Company's loss from operations before income taxes is entirely domestic.
The Company's current and deferred income tax provision (benefits) are as follows:

Income Taxes

	December 31, 2025	December 31, 2024
Current income tax expense (benefit)		
Federal	$ -	$ -
State	-	-
-	-	-
Current income tax expense (benefit)		
Federal	-	-
State	-	-
-	-	-
Income tax expense (benefit)	$ -	$ -

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows at:

	December 31, 2025	December 31, 2024
Deferred tax assets:		
Net operating loss carry forwards	$ 5,959,673	$ 5,796,053
Stock issued for services	626,230	390,830
Other	176,794	268,466
Total deferred tax assets	6,762,697	6,455,349
Deferred tax liabilities		
Other	35,026	34,989
Total deferred tax assets	35,026	34,989
Subtotal	6,727,671	6,420,360
Less: Valuation allowance	(6,727,671)	(6,420,360)
Net deferred tax	$ -	$ -

NOTE K – INCOME TAXES (Continued)

A valuation allowance is recorded to reduce the gross deferred tax assets to an amount management believes is more likely than not to be realized. The valuation allowance is primarily attributable to the uncertainty regarding the realization of net operating losses, which is dependent upon future taxable income. A reconciliation of the valuation allowance for the years ended December 31, 2025 and 2024 is as follows:

	December 31, 2025	December 31, 2024
Beginning Valuation Allowance	$ (6,420,360)	$ (5,557,521)
Amounts charged to income tax	(307,311)	(862,839)
Valuation allowance reversal	-	-
Ending Valuation Allowance	$ (6,727,671)	$ (6,420,360)

The Company has federal net operating loss carryforwards for tax purposes of approximately $28.4 million as of December 31, 2025, of which approximately $15.5 million may be carried forward indefinitely and approximately $12.9 million will begin to expire in the year 2032. The Company's net operating loss carryforwards may be subject to limitation under change-in-control provisions of the Internal Revenue Code. However, management has evaluated the applicable provisions and determined that no ownership change exceeding 50% has occurred during the past 36 months. Accordingly, the Company does not believe that its net operating loss carryforwards are currently subject to limitation as of December 31, 2025.

As of December 31, 2025, the Company had not accrued any interest or penalties related to uncertain tax positions.

Tax returns filed for the years 2022 through 2025 are open for examination by taxing authorities.

The Company does not have a liability for state taxes at either December 31, 2025, or December 31, 2024.

The Company did not make any payments for Federal or state income tax for the years ended December 31, 2025 and 2024.

The federal income tax benefit expected by the application of the corporate income tax rates to pre-tax net loss differs from the actual benefit recognized due to the valuation allowance recorded for 2025 and 2024.

The U.S. Statutory Tax Rate is 21%. See below table for the effective tax rate reconciliation:

	December 31, 2025		December 31, 2024	
Pre-tax GAAP loss at US statutory rate	$ (512,397)	21%	$ (771,197)	21%
State and local income tax, net of federal income tax effect	-	0%	-	0%
Effects of changes in tax laws or rates enacted in the current period	-	0%	-	0%
Non-taxable or non-deductible items	270	0.01%	543	0.07%
Tax credits	-	-	-	0%
Changes in unrecognized tax benefits	204,816	8.4%	(92,185)	-2.5%
Change in valuation allowance	307,311	12.6%	862,839	23.4%
Effective tax expense (benefit) and rate	$ -		$ -	

NOTE L – RELATED PARTY TRANSACTIONS

In February 2020, Mr. Christopher Stuart, a director of the Company, purchased 12.5 units, each unit consisting of $50,000 7% promissory notes and five thousand common stock purchase warrants pursuant to a prior private placement made by the Company. The expiration date of the warrants was extended to January 31, 2024, and in January 2024, these warrants were exercised on a cashless basis for a total of 34,623 shares. The accrued interest on the $625,000 Note was credited to ERI and converted into units every six months at the conversion rate of $5.00 per unit, each unit consisting of one share of common stock and one common stock purchase warrant, pursuant to the Company's prior private placement of units or a total of 13,125 units through August 31, 2021. In December 2021, ERI exercised 8,750 of these common stock purchase warrants at an exercise price of $5.00 per share or a total $43,750 for 8,750 shares of the Company's common stock. The expiration date of the remaining 4,375 common stock purchase warrants was extended to January 31, 2024, and in January 2024 ERI exercised these warrants on a cashless basis for a total of 2,424 shares. The $625,000 Note, as amended, contains a feature that allows the Company to extend the maturity date up to six months up to nine times, in the Company's sole discretion. The Company has exercised all nine extensions extending the maturity date of the $625,000 Note to February 13, 2026. Subsequent to December 31, 2025, the Company amended the $625,000 Note to extend the maturity date (See Note R - Subsequent Events).

The expiration date of 32,107 common stock purchase warrants acquired by Mr. Stuart upon the conversion of $150,000 of unsecured convertible promissory notes was extended to January 31, 2024, and in January 2024, these warrants were exercised on a cashless basis for a total of 17,786 shares.

In December 2024, the Company extended the expiration date from December 31, 2024 to December 31, 2025 of (i) 17,500 common stock purchase warrants acquired by Mr. Stuart along with his purchase of a $175,000 7% promissory note in February 2022, (ii) 20,640 common stock purchase warrants acquired by Mr. Stuart upon the conversion of $100,000 of 2023 Notes, and (iii) 85,784 common stock purchase warrants acquired by Mr. Stuart upon the conversion of a convertible promissory note in the principal amount of $385,658 in consideration for allowing the Company to extend the maturity date of the $625,000 Note, as amended, by nine additional six month periods instead of seven additional six month periods.

During 2024, Mr. Stuart purchased a total of $125,000 of 2024 Notes.

In the second quarter of 2025, Mr. Stuart purchased $40,000 of 2025 Notes, $20,000 of which was converted in June 2025 for 20,000 shares of the Company's common stock and 20,000 2025 Warrants.

In January 2022, the Company issued 40,000 warrants to purchase up to 40,000 shares of Wytec's common stock on a cash or cashless basis to ERI in consideration for making a $250,000 line of credit available to Wytec. The expiration date of these warrants was extended to January 31, 2024, and in January 2024, these warrants were exercised on a cashless basis for a total of 22,159 shares of the Company's common stock.

In January 2024, a total of 7,500 warrants acquired by ERI in 2021 were exercised on a cashless basis by ERI for a total of 4,155 shares of the Company's common stock.

In May 2024, ERI exercised 35,617 warrants and 10,320 2023 Warrants in accordance with the Company's offer to existing warrant holders described in Note H for a total of 45,937 shares and the expiration date and exercise price of ERI's remaining 35,616 warrants and 10,320 2023 Warrants were adjusted to December 31, 2025 and $5.00 per share, respectively.

During 2025, ERI purchased a total of $40,000 of 2025 Notes and $10,000 of 2025-2 Notes, of which $20,000 of 2025 Notes were converted in June 2025 for 20,000 shares of the Company's common stock and 20,000 2025 Warrants.

In October 2021, the president of the Company loaned the Company $10,000 pursuant to an unsecured promissory note initially due on October 21, 2022. The note bears simple interest at a rate of 5% per annum. The note was amended in October 2022 to extend the maturity date to October 21, 2023 and in November 2023 to extend the maturity date to October 21, 2024. The maturity date of the note, as amended, may be extended by an additional six months in the sole discretion of the Company up to two times. The Company exercised one extension extending the maturity date of the note to April 21, 2025 and repaid the $10,000 note plus accrued but unpaid interest in the amount $1,778 in April 2025.

In January 2024, the Company extended the expiration date of 2,000,000 common stock purchase warrants owned by the president of the Company to December 31, 2025 and in December 2025, the Company extended the expiration date of these warrants to December 31, 2026.

NOTE L – RELATED PARTY TRANSACTIONS (Continued)

In October 2022, the president of the Company entered into an agreement with the Company, as amended in November 2022 and July 2024, to exchange 1,000 shares of the Company's Series C Preferred Stock owned by him for 3,000,000 shares of the Company's common stock. In August 2024, 3,000,000 shares of common stock were issued to the president of the Company in exchange for the 1,000 shares of Series C Preferred Stock owed by him.

In January 2023, the president of the Company loaned $25,000 to the Company pursuant to an unsecured promissory note initially due on March 31, 2024 and initially bearing simple interest at a rate of 7% per annum. The note was amended in March 2025 to allow the Company to extend the maturity date up to six months, six times instead of two times, in the Company's sole discretion, in consideration for increasing the interest rate of the note to 7.5%, effective April 1, 2025. The Company has exercised five extensions extending the maturity date of the note to September 30, 2026.

During 2024, the president of the Company loaned the Company a total of $20,000 pursuant to two unsecured promissory notes initially due on October 28, 2025 and December 9, 2025, respectively. The notes bear simple interest at a rate of 7% per annum and the maturity date of each note may be extended by an additional six months in the sole discretion of the Company up to four times. The Company has exercised one extension with respect to each of these notes extending the maturity dates of the notes to April 28, 2026 and June 9, 2026, respectively.

In the first quarter of 2025, the president of the Company purchased $10,000 of 2025 Notes.

During 2025, the president of the Company loaned the Company a total of $191,650 pursuant to ten unsecured promissory notes initially due on various dates between January 3, 2026, and September 9, 2026. These notes bear simple interest at a rate of 7% per annum and the maturity date of each note may be extended by an additional six months in the sole discretion of the Company up to four times. The Company has exercised one extension with respect to two of the notes, extending the maturity dates of those notes to July 3, 2026, and July 23, 2026, respectively.

The Company has an accounts payable balance owed to Mr. Robert Cook in the amount of $7,100 as of December 31, 2025, for prior consulting services. Mr. Cook was a director of the Company until August 15, 2025.

NOTE M – FAIR VALUE MEASUREMENTS

The Company's cash balances are representative of their fair values, as these balances are comprised of deposits available on demand. The carrying amounts of inventories, other current assets, accounts payable and other non-current liabilities approximate their fair value because of the short turnover of these instruments. See Note F– Debt as well as the FVO accounting policy note disclosure for further information regarding the convertible promissory notes. Fair Value Option ("FVO") Election – Convertible promissory note payable. As of December 31, 2025, the Company had outstanding promissory notes ("FVO notes"), convertible only upon a default event, which are accounted for under the fair value option. Under FVO election, the financial instrument is initially measured at its issue-date estimated fair value and subsequently remeasured at estimated fair value on a recurring basis at each reporting period date.

The estimated fair value adjustment is presented as a single line item within other income (expense) in the accompanying statements of operations. The FVO notes are measured at fair value and categorized within Level 3 of the fair value hierarchy. The estimated fair value of the FVO notes as of December 31, 2025, was computed by calculating the present value of the future expected cash flows under an implied interest rate between 29.38% - 56.75%. The FVO notes were sold at a discount of $77,650 and with $33,000 paid as debt issuance costs which were all recorded as a loss on change in financial instruments upon issuance as part of the fair value option. Then a total of $22,982 was accrued and expensed as additional interest for the year ended December 31, 2025. The conversion feature is only applicable under a default event. The following is a reconciliation of the fair values from the date of issuance to December 31, 2025:

Fair value as of date of issuance	$	407,350
Loss on change of fair value reported in the statements of operations	$	110,650
Fair value as of December 31, 2025	$	518,000

NOTE N – CONCENTRATIONS

The Company derived $17,000, 70%, and $114,256, 89%, of revenue in the years ended December 31, 2025, and 2024, respectively, from two customers, respectively. We continue to endeavor to diversify our customer base and make efforts to mitigate the risk associated with excess concentration of sales from a limited number of customers.

NOTE O – COMMITMENTS AND CONTINGENCIES

We are party to various legal proceedings arising in the ordinary course of business. We are not currently a party to any legal proceedings that management believes could have a material adverse effect on our financial statements.

The other payable of $335,000 consists of amounts billed and collected before services related to Links previously sold by the Company had been completed and was reclassified from deferred revenue to other payable due to the Company's exiting the business of installing Links. The Company intends to relieve the remaining amount of this liability through a combination of exchanges for common stock and cash.

See Note C in regard to commitments related to contracts with customers. See Note H in regard to commitments related to leases.

NOTE P – EMPLOYEE RETENTION CREDIT

During the year ended December 31, 2022, the Company applied for an employee retention credit for the third quarter 2021 under the COVID-19 Economic Relief Legislation. Based on that application, the Company was awarded a total of $96,263 in 2024, which was recorded as other income for the year ended December 31, 2024, and reflected as a receivable as of December 31, 2024. The awarded amount was subsequently received in 2025.

NOTE Q – REPORTABLE SEGMENTS

The Company operates as a single operating and reportable segment, as it is engaged in one line of business focused on providing technology solutions. Substantially all of the Company's operations are conducted within the United States, and the Company does not operate in any foreign markets.

Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker, or decision making group, in deciding how to allocate resources in assessing performance. Wytec International Inc. has one reportable segment. The segment consists of the development of the Company's operations and business initiatives. The life science segment consists of the development of clinical and preclinical product candidates for the development of the Company's proprietary new therapies to enhance the function of [specified by company]. The Company's chief operating decision maker ("CODM") is the chief executive officer.

The accounting policies of the segment are the same as those described in the summary of significant accounting policies. The CODM assesses performance for the segment based on net loss, which is reported on the income statement as consolidated net loss. The measure of segment assets is reported on the balance sheet as total consolidated assets.

To date, the Company has not generated any product revenue. The Company expects to continue to incur significant expenses and operating losses for the foreseeable future.

As such, the CODM uses cash forecast models in deciding how to invest into the segment. Such cash forecast models are reviewed to assess the entity-wide operating results and performance. Net loss is used to monitor budget versus actual results. Monitoring budgeted versus actual results is used in assessing performance of the segment and in establishing management's compensation, along with cash forecast models.

NOTE Q – REPORTABLE SEGMENTS (Continued)

The table below summarizes the significant expense categories regularly reviewed by the CODM for the years ended December 31, 2025, and 2024:

	2025	2024
Revenue	$ 24,149	$ 131,077
Less:		
Payroll expenses	817,250	732,962
Professional fees	523,876	392,234
Resarch and development	62,820	379,940
Computer and utilities	67,564	93,575
Fees and subscriptions	62,860	61,720
Stock compensation	386,883	1,240,223
Depreciation	1,455	25,964
Rent	79,133	80,200
Marketing	75,965	65,613
Other segment expenses*	132,006	48,199
Interest expense	143,667	82,814
Net loss	(2,329,330)	(3,072,367)
Reconciliation of loss		
Adjustments and reconciling items	(110,650)	(600,000)
Consolidated net loss	$ (2,439,980)	$ (3,672,367)

*Includes auto expenses, travel, meals and entertainment, and other office expenses

NOTE R – SUBSEQUENT EVENTS

In January 2026, 17 investors purchased a total of $248,000 of 2025-2 Notes pursuant to the Company's 2025-2 Note Offering.

In January 2026, the Company issued a total of 55,000 shares of the Company's common stock to one investor upon the conversion of $55,000 of 2025 Notes.

In January 2026, the Company issued a total of 5,000 2025-2 Warrants and 5,000 shares of the Company's common stock to one investor upon the conversion of $5,000 of 2025-2 Notes.

On February 11, 2026, Mr. Robert Sanchez voluntarily resigned as the interim chief technology officer of the Company.

In February 2026, the Company issued a total of 65,000 2025-2 Warrants and 65,000 shares of the Company's common stock to two investors upon the conversion of $65,000 of 2025-2 Notes.

In March 2026, the Company issued a total of 15,000 shares of the Company's common stock to the Company's four directors as compensation for services provided to the Company during the fourth quarter of 2025, valued at a total of $56,250.

In March 2026, the Company entered into a securities purchase agreement with a lending company pursuant to which the Company sold the lending company an unsecured promissory note with an original face value of $71,300. The note included an original issue discount of $9,300 and was purchased for an aggregate of $62,000. A one-time interest charge of 12% was applied to the principal amount on the issuance date. The note matures on December 30, 2026, and is payable in five installments commencing on August 30, 2026, and ending on December 30, 2026.

In March 2026, the president of the Company loaned the Company a total of $40,000 pursuant to three unsecured promissory notes due on various dates through March 24, 2027. The notes bear simple interest at a rate of 7% per annum and the maturity date of the notes may be extended by an additional six months in the sole discretion of the Company up to four times.

NOTE R – SUBSEQUENT EVENTS (Continued)

In March 2026, the Company issued a total of 199,500 2025-2 Warrants and 199,500 shares of the Company's common stock to seventeen investors upon the conversion of $199,500 of 2025-2 Notes.

In March 2026, the Company issued a total of 7,982 shares of the Company's common stock to two investors upon the conversion of $35,000 of 2024 Notes.

In March 2026, Christopher Stuart, a director of the Company, loaned the Company $20,000 pursuant to an unsecured promissory note due on June 30, 2026. The note bears simple interest at a rate of 7% per annum and the maturity date of the note may be extended by an additional 90 days in the sole discretion of the Company up to one time.

In March 2026, effective as of January 1, 2026, the Company entered into amendments (the "Amendments") with 13 of its noteholders to (i) extend the maturity date of, and (ii) waive any default with respect to, $590,000 of outstanding 9.5% secured convertible promissory notes (including $125,000 in principal amount of such notes held by a director of the Company) and $50,000 of outstanding unsecured convertible promissory notes (collectively, the "Notes"), from December 31, 2025 to December 31, 2026. In consideration for the maturity date extension, the Company agreed to (a) extend the expiration date of the warrants issuable upon the optional conversion of the Notes from December 31, 2025 to December 31, 2026 and (b) adjust the exercise price of such warrants from the greater of $5.00 or 85% of the 10-day moving average of the Company's public trading price (if Wytec's securities are trading on the NASDAQ Capital Market) to $1.50, provided, that 10 days after Wytec's common stock commences trading on the NASDAQ Capital Market or equivalent or higher public securities trading market, the exercise price will be the greater of (i) $1.50 or (ii) 85% of the 10-day moving average of Wytec's public trading price as quoted on the public securities trading market on which Wytec's common stock is then traded with the highest volume.

In March 2026, the Company entered into an amendment with Mr. Christopher Stuart, a director of the Company, to (i) allow the Company to extend up to six months up to 11 times instead of up to nine times, in the Company's sole discretion, the maturity date of and (ii) waive any default with respect to, the $625,000 Note. In consideration for the additional maturity date extensions, the Company issued 124,000 common stock purchase warrants to Mr. Stuart. The warrants are exercisable until December 31, 2026 at an exercise price of $1.50, provided, that 10 days after Wytec's common stock commences trading on the NASDAQ Capital Market or equivalent or higher public securities trading market, the exercise price will be the greater of (i) $1.50 or (ii) 85% of the 10-day moving average of Wytec's public trading price as quoted on the public securities trading market on which Wytec's common stock is then traded with the highest volume.

In April 2026, the Company commenced an offering of up to $2,000,000 of convertible promissory notes (the "2026 Notes") pursuant to a private placement in accordance with Rule 506(c) of Regulation D of the Securities Act (the "2026 Note Offering"). One investor purchased $25,000 of 2026 Notes in April 2026 and the Company terminated this offering in May 2026. The 2026 Notes are initially due and payable on or before April 27, 2027, unless extended by the Company for six months up to two times. The 2026 Notes will automatically be converted into shares of the Company's common stock at a price per share of $1.50 if following the issuance of the 2026 Notes the Company's common stock meets the Trading Thresholds. Upon the automatic conversion of the 2026 Notes, the Company will, no later than 30 trading days from the date of such conversion following satisfaction of the Trading Thresholds, file with the Securities and Exchange Commission a registration on Form S-1 (or such other form as may be available) to register the shares underlying all outstanding 2026 Notes, subject to filing within 10 days after the financial statements are due if stale financials prevent timely filing. If the 2026 Notes have not otherwise been automatically converted into shares of the Company's common stock, the noteholder will have the option, on or before the maturity date, to convert all or a portion of his outstanding 2026 Notes into shares of the Company's common stock at a rate equal to $1.50 per share and, immediately upon the conversion, the converting noteholder will be issued a number of new warrants from the Company equal to the dollar amount of the conversion divided by $1.50 (the "2026 Warrants"). The 2026 Warrants will be exercisable until December 31, 2027 at an exercise price of $1.50, provided, that ten (10) days after the common stock of the Company commences trading on the NASDAQ Capital Market or equivalent or higher public securities trading market, the exercise price shall thereafter be the greater of (i) $1.50 or (i) 85% of the average closing price of the Company's common stock, as quoted on the public securities trading market on which the Company's common stock is then traded with the highest volume.

In May 2026, the Company commenced an offering of up to 2,000,000 shares of its common stock at a purchase price of $0.50 per share pursuant to a private placement in accordance with Role 506(c) of Regulation D of the Securities Act. As of July 14, 2026, the Company has sold a total of 250,000 shares of common stock to 13 investors raising gross capital of $125,000.