Disclosure Statement Pursuant to the Amended Pink Basic Disclosure Guidelines

Veri Medtech Holdings, Inc.

(Symbol: VRHI)

("Veri Medtech")

1660 International Dr., Ste. 600
McClean, Virginia 22101

P: 404-585-8267

Corporate Website: www.VeriMedTech.com

Email: verimedtechpr@gmail.com

7374
(Primary Standard Industrial Classification Code Number)
Quarterly Report

For the period ending 06/30/2026 (the "Reporting Period")

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

20,000,003 common shares as of June 30, 2026

20,000,003 common shares as of December 31, 2025

55,600,200 common shares as of December 31, 2024

55,600,200 common shares as of December 31, 2023

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: X

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

Yes: ☐ No: X

Change in Control
Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☒ No☐

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

Light Media Holdings, Inc. 2365 Wall Street, Conyers, GA 30013

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

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

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

Delaware (Active)

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

N/A

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

1. Merged with Veri Holdings, Inc., Name Change and Reverse Stock Split: 1:20

The address(es) of the issuer's principal executive office:
1660 International Dr., Ste. 600
McClean, Virginia 22101

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

VStock Transfer, LLC
77 Spruce Street, Suite 201
Cedarhurst, NY 11516

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:	VRHI
Exact title and class of securities outstanding:	Common
CUSIP:	53223 L202
Par or stated value:	.0001
Total shares authorized:	100,000,000 as of date: 06/30/2026
Total shares outstanding:	20,000,003 as of date 06/30/2026
Total number of shareholders of record:	106 as of date: 06/30/2026

All additional class(es) of publicly quoted or traded securities (if any): **N/A**

Other classes of authorized or outstanding equity securities:

Exact title and class of the security:	Preferred Shares Series A	
CUSIP (if applicable):	N/A	
Par or stated value:	.0001	
Total shares authorized:	5000000	as of date: 06/30/2026
Total shares outstanding (if applicable):	100	as of date: 06/30/2026
Total number of shareholders of record (if applicable):	**2**	as of date: 06/30/2026

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.**

We have 20,000,003 shares of common stock outstanding. Each share of our common stock is entitled to one vote at all meetings of our stockholders. Our stockholders are not permitted to cumulate votes in the election of directors. All shares of our common stock are equal to each other with respect to liquidation rights and dividend rights. There are no preemptive rights to purchase any additional shares of our common stock. In the event of our liquidation, dissolution or winding up, holders of our common stock will be entitled to receive, on a pro rata basis, all of our assets remaining after satisfaction of all liabilities and preferences of outstanding preferred stock, if any. Neither our Certificate of Incorporation nor our By-Laws contain any provisions which limit or restrict the ability of another person to take over our Company; however, our By-Laws do permit our Board of Directors to be classified.

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

We are authorized to issue 5,000,000 shares of preferred stock with such designations, rights and preferences as may be determined from time to time by the Board of Directors. We have issued 100 shares of Series A Preferred stock with 80% of the voting power in the Company to our Founders. The Board of Directors is empowered, without stockholder approval, to issue preferred stock with dividend, liquidation, conversion, voting or other rights which could adversely affect the voting power or other rights of the holders of our Common Stock. The issuance of the 100 shares of Series A preferred stock has been utilized as a method of discouraging, delaying or preventing a change in control of the Company.

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

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 as of Second Most Recent Fiscal Year End: Date 12/31/2024 Common: 50,600,200 – Opening Balance Preferred: 5.000,000 – Opening Balance	*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.**
01/02/2025	New	7,636,135	Common	$0.0001	No	Joshua Green	Services	Restricted	Rule 144
01/02/2025		7,636,135	Common	$0.0001	No	Sam Adetunji	Services	Restricted	Rule 144
01/02/2025	New	100,000	Common	$0.0001	No	Mays Nakashima	Services	Restricted	Rule 144
01/02/2025		100,000	Common	$0.0001	No	Baiyina Abdas	Services	Restricted	Rule 144
01/02/2025	New	22,500	Common	$0.0001	No	Hayley Steiner	Services	Restricted	Rule 144
01/02/2025		300,000	Common	$0.0001	No	Anthony Dutcher	Services	Restricted	Rule 144
01/02/2025	New	100,000	Common	$0.0001	No	John Bedeau	Services	Restricted	Rule 144
01/02/2025		200,000	Common	$0.0001	No	Erik Smith	Services	Restricted	Rule 144
01/02/2025	New	100,000	Common	$0.0001	No	Danny Wilson	Services	Restricted	Rule 144
01/02/2025		100,000	Common	$0.0001	No	Deirdre Phillips	Services	Restricted	Rule 144
01/02/2025	New	22,500	Common	$0.0001	No	Grant Guthrie	Services	Restricted	Rule 144
01/02/2025		300,000	Common	$0.0001	No	Anthony Foscolos	Services	Restricted	Rule 144
01/02/2025	New	407,419	Common	$0.0001	No	Mark Harris	Services	Restricted	Rule 144
01/02/2025		160,000	Common	$0.0001	No	Clifford Hunt	Services	Restricted	Rule 144

01/02/2025	New	10,000	Common	$0.0001	No	Celeste Mittman	Services	Restricted	Rule 144
01/02/2025		25,000	Common	$0.0001	No	Lauren Dumale	Services	Restricted	Rule 144
Shares Outstanding on Date of This Report: Date: (Quarterly-period ending 06/30/2026) Common: 20,000,003 – Ending Ballance Preferred: 5,000,000 – Ending Balance									

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

Insider Purchase Policy: The Company's Insider Stock Purchase Policy can be found online at: https://www.verimedtech.com/insider-trading-policy

The company announced on September 25, 2025 that it completed its PCAOB audit, as a part of its ongoing efforts to uplist to a Senior Stock Exchange. The company entered into a quiet period, effective October 13, 2025. Since this time, the company has filed five amendments on Form S-1, with the SEC, which can be seen online at: www.verimedtech.com, and the company filed an uplisting application with a Senior Stock Exchange in Q2 2026, as well, with no assurance if the application will be approved as further noted in its S-1 public filings.

Note: The company completed a reverse stock split in Q1 2025, reducing its outstanding common shares to: 2,010,784, and then issued: 17,989,219 common shares, to total, issued and outstanding shares of: 20,000,003, as of March 31, 2026.

Disclosure of Stock Repurchase Results (Stock Repurchase Plan – June 27, 2025 was amended on July 15, 2026 ("The Plan") pursuant to Safe Harbor (SEC Rule 10(b) (18)):

(a) Total Number of Shares Repurchased under the Plan: N/A

(b) Average Price Per Share Repurchased under the Plan: N/A

(c) Total Number of Shares Purchased under The Plan: N/A

(d) Maximum Number (or Approximate Dollar Value) of Shares that may still be purchased under the Plan: 3,000,000

Promissory and Convertible Notes – N/A

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

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

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder.** ***You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
01/2022	$0.00	$2,000,000	3.27%	12/2025	None/NA – There are No Conversion Rights.	M&T Bank (New York Stock Exchange Publicly-Traded	Working Capital to acquire a business

						Financial Institution	
______	______	______	______	______	______	______	______

Use the space below to provide any additional details, including footnotes to the table above:
Note: – This is a New York Stock Exchange Bank- Ticker Symbol: MTB - this is not a personal loan and this bank is owned by 1000s of shareholders, hedge funds and other investment companies

4) Issuer's Business, Products and Services

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

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

Veri MedTech Holdings, Inc. (a/k/a Veri MedTech") is a healthcare technology company that offers alternative medicine, personalized diagnostics, and wellness medication on demand. The company leverages telehealth infrastructure, diagnostic intelligence, and scalable digital systems to meet the growing demand for accessible, stigma-free healthcare. Strategically positioned for growth, Veri MedTech actively explores acquisitions that complement its core capabilities and enhance patient engagement across emerging sectors of alternative medicine, longevity, and wellness science. With a strong integration and operational efficiency track record, the company drives accelerated revenue through the continuous generation of high-value patient databases and recurring service models. With a commitment to innovation and patient-centric care, Veri MedTech Holdings, Inc. continues to expand its services and reach, aiming to make personalized healthcare more accessible and effective for all. The Company is actively seeking complementary/accretive healthcare technology companies for mergers and acquisitions. For more information, please visit: www.Verimedtech.com

Subsidiary update: N/A

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

Veriheal, Inc. (www.veriheal.com)
Dosepop Inc. (www.dosepop.com)
Sky Clinics LLC – www.skyclinics.com

C. Describe the issuers' principal products or services.

Verimedtech's Principal Products and Services currently are: healthcare technology services and products. For more information, please visit: www.Verimedtech.com

5) Issuer's Facilities

The company's leased facilities are located at:

1700 17th Avenue, Denver, CO 80218

6) Officers, Directors, and Control Persons

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity

Sam Adetunji	CEO	Washington, DC	7,650,545	Common	38.25	N/A
Josh Green	President	Washington, DC	7,636,135	Common	38.18	N/A
Faisal Malik	CFO	Washington, DC	0	N/A	N/A	N/A
Danny Wilson	Exec. Director	Atlanta, GA	500,897	Common	.025	N/A

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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);

No – N/A

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.

No – N/A

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;

No – N/A

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

No – N/A

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

No – N/A

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

No – N/A

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 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.

N/A

8) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Law Offices of Clifford J. Hunt

Accountant or Auditor

Unaudited Financial Statements (OTC Markets) – Current Tier - OTCID

Investor Relations

At its sole discretion, the Company may issue press releases and corporate information from time to time via the following investor portals and social media platforms, pursuant to SEC 2013 pronouncement, requiring advanced notice to shareholders of the manner in which corporate communications will be disseminated (see SEC Release 2013-51 issued on April 2, 2013):

1. www.Verimedtech.com
2. www.x.com/verimedtech
3. www.twitter.com/StocksChristian
4. Press Release Services (Distribution Services for News), including but not limited to: GlobeNewswire; PRNewswire; MarketWire; GTM News
5. Note: The Following platforms redistribute VRHI, OTC Markets Submitted Press Releases for a marketing fee. These are resyndication of news released by VRHI via OTC Markets News Platform, similar to item #4 above:
6. Captain Penny: https://twitter.com/Captainpenny
7. Pennies For Days: https://twitter.com/PenniesForDays
8. Slingshot Stocks: https://twitter.com/SlingShotStocks
9. www.investorshub.com (symbol: VRHI)
10. Go For Pink: https://twitter.com/GoForPink
11. https://x.com/deri221
12. https://www.facebook.com/groups/HotOtcStocks/
13. https://www.facebook.com/groups/1440016386265744/?ref=group_browse_new
14. https://www.facebook.com/groups/CeoSmartestStockPromoters/
15. https://www.facebook.com/groups/captainpennies/
16. https://www.facebook.com/groups/CeoSmartestStockPromoters /? ref=group_browse_new

Other Service Providers
N/A

9) Financial Statements

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

Name: **Danny Wilson**
Title: **Executive Director**
Relationship to Issuer: **Officer**

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

☐ IFRS
☐**X** U.S. GAAP

B. The following financial statements were prepared by (name of individual)[2]:

Name: **Faisal Malik**
Title: **CFO**
Relationship to Issuer: **Officer**

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

Faisal Malik, an ACCA Qualified Accountant with a Bachelor's degree in Applied Accounting from Oxford Brookes University, has over 9 years of experience in finance, developing comprehensive expertise in financial management, reporting, forecasting, and strategy development. Mr. Malik has a proven track record of managing full financial operations for businesses, from budgeting and reconciliation to cash flow analysis and financial modeling.

Balance sheet: As posted on OTCMarkets.com, July 22, 2026 (Incorporated by Reference). Income Statement: As posted on OTCMarkets.com on July 22, 2026 (Incorporated by Reference).

Statement of cash flows: As posted on OTCMarkets.com on July 22, 2026 (Incorporated by Reference). Financial notes attached hereto as Exhibit B.

Quarterly-Period ended June 30, 2026 compared to the Quarterly-Period *June 30, 2025.*

Veri Medtech revenues were $2,043,220 as of June 30, 2026 Quarterly-Period versus $2,843,707 for the Quarterly-Period ended June 30, 2026

Veri Medtech cost of sales were $545,570 as of June 30, 2026 Quarterly-Period versus $705,683 for the Quarterly-Period ended June 30, 2026.

Veri Medtech selling, general and administrative expenses were $1,800,327 as of June 30, 2026 Quarterly-Period ended versus $2,786,923 for the Quarterly-Period ended June 30, 2025.

Liquidity and Capital Resources: As of June 30, 2026 Quarterly-Period ended, Veri Medtech had total current assets of $125,767 versus $136,451 for the Annual-Period ended December 31, 2025. Veri Medtech believes it will be able to satisfy its cash requirements for the preceding twelve (12) months but may be required to raise additional funds after such time.

Issuer Certification

Executive Director:

I, Danny Wilson certify that:

1. I have reviewed this Quarterly-period disclosure of: Veri Medtech (OTC Markets: VRHI).

2. Based on my knowledge or belief, 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. Subject to Exhibit A, and based on my knowledge or belief, 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.

07/22/2026
/s/ Danny Wilson

Chief Financial Officer:

I, Faisal Malik certify that:

1. I have reviewed this Quarterly-period disclosure of: Veri Medtech (OTC Markets: VRHI).

2. Based on my knowledge or belief, 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. Subject to Exhibit A, and based on my knowledge or belief, 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.

07/22/2026
/s/ Faisal Malik, CFO

Exhibit A

Risks Related to Our Business –
(Veri Medtech -- also referred to as "VRHI" "We" "Us" "Our")

Cautionary Note Regarding Forward-Looking Statements: This report contains statements, which may constitute "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. Those statements include statements regarding the intent, belief or current expectations of Veri Medtech (OTC: "VRHI") and members of its management as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Competition could reduce our market share and decrease our revenue.

The market for our services has been extremely competitive. Many companies offer products and services like ours, and many of these companies have a substantial presence in this market. In addition, many of these companies are larger than we are and have substantially greater financial, distribution and marketing resources than we do. We therefore may not be able to compete successfully in this market. If we do not succeed in competing with these companies, we will lose customers and our revenue will be substantially reduced.

We may not be able to hire and retain the personnel we need to sustain our business.
We depend on the continued services of our executive officers and other key personnel. We need to attract and retain highly-skilled technical and managerial personnel for whom there is intense competition. If we are unable to attract and retain qualified technical and managerial personnel, we may never achieve profitability.

If our customers do not perceive our service to be effective or of high quality, our brand and name recognition would suffer.

We believe that establishing and maintaining a brand and name recognition is critical for attracting and expanding our targeted market. We also believe that the importance of reputation and name recognition will increase as competition in our market increases. Promotion and enhancement of our name will depend on the effectiveness of our marketing and advertising efforts and on our success in continuing to provide high-quality products and services, neither of which can be assured. If our customers do not perceive our service to be effective or of high quality, our brand and name recognition would suffer.
We may not be able to obtain sufficient funds to grow our business.

We intend to continue to grow our business. Due to the nature of our industry, our future capital needs are difficult to predict. Therefore, we may require additional capital after this offering to fund any of the following:

unanticipated opportunities.
strategic alliances.
potential acquisitions.
changing business conditions; and
unanticipated competitive pressures.

Obtaining additional financing will be subject to a number of factors, including market conditions, our operating performance and investor sentiment. These factors may make the timing, amount, terms and conditions of additional financings unattractive to us. If we are unable to raise additional capital, our growth could be impeded.

Unauthorized use of our intellectual property by third parties may damage our brand.

We regard our copyrights, service marks, trademarks, trade secrets and other intellectual property as critical to our success. We rely on trademark and copyright law, trade secret protection and confidentiality agreements with our employees, customers, partners and others to protect our intellectual property rights. Despite our precautions, it may be possible for third parties to obtain and use our intellectual property without authorization. Furthermore, the laws of some foreign countries may not protect intellectual property rights to the same extent as do the laws of the United States. It m be difficult for us to enforce certain of our intellectual property rights against third parties who may have acquired intellectual property rights by filing unauthorized applications in foreign countries to register the marks that we use because of their familiarity with our worldwide operations. Since Internet related industries such as ours are exposed to the intellectual property laws of numerous foreign countries and trademark rights are territorial, there is uncertainty in the enforceability and scope of protection of our intellectual property. The unauthorized use of our intellectual property by third parties may damage our brand. Defending against intellectual property infringement claims could be expensive and could disrupt our business.

We cannot be certain that our products and services do not or will not infringe upon valid patents, trademarks, copyrights or other intellectual property rights held or claimed by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. We may incur substantial expenses in defending against these third-party infringement claims, regardless of their merit. Successful infringement claims against us may result in substantial monetary liability or may materially disrupt the conduct of our business.

Competition could reduce our market share and decrease our revenue.

The market for is extremely competitive. Many companies offer products and services like ours, and some of these companies have a superior presence in the markets we serve. In addition, many of these companies are larger than we are and have substantially greater financial, distribution and marketing resources than we do. We may not be able to compete successfully with these companies. If we do not succeed in competing with these companies, we will lose customers and our revenue will be substantially reduced, and our business, financial condition and results of operations may be materially and adversely affected.

We may not be able to keep pace with rapid technological changes in the healthcare technology industry.

Our industry is subject to rapid technological change. We cannot predict the effect of technological changes on our business. We expect that new services and technologies will emerge in the market in which we compete. These new services and technologies may be superior to the services and technologies that we use, or these new services may render our services and technologies obsolete. To be successful, we must adapt to our rapidly changing market by continually improving and expanding the scope of services we offer and by developing new services and technologies to meet customer needs. Our success will depend, in part, on our ability to respond to technological advances and emerging industry standards on a cost-effective and timely basis. If we are unable to do so, our business, financial condition and results of operations may be materially and adversely affected.

EXHIBIT B
VERI MEDTECH HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2026

1.Organization

In July 2024, the Company changed its name from Light Media Holdings, Inc. to Veri Medtech Holdings, Inc. Effective January 2025, the Company merged (the "Merger") with Veri Holdings, Inc. ("Veri Holdings"), in a transaction treated as a reverse acquisition and recapitalization, and the business of Veri Holdings became the business of the Company. The Merger has constituted a change of control or change in control with the consummation of the Merger. The assets and liabilities and the historical operations that will be reflected in the unaudited condensed consolidated financial statements prior to and following the Merger will be those of Veri Holdings. For more information regarding the Company, please visit: www.VeriMedtech.com

2. Basis of Presentation and principles of consolidation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for interim financial reporting which includes the unaudited condensed consolidated financial statements and presents the unaudited condensed consolidated financial statements of the Company and its wholly owned subsidiaries as of June 30, 2026. All intercompany transactions and balances have been eliminated. These unaudited condensed consolidated financial statements reflect all material adjustments (consisting of normal recurring adjustments), which are necessary for a fair financial statement presentation. Operating results during the six months ended June 30, 2026, are not necessarily indicative of the results to be expected for the year ending December 31, 2026.

3. Revenue Recognition

The Company follows Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers, which has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied.

The Company primarily generates revenue through the collection of service processing fees by facilitating patient consultations with licensed physicians for the purpose of medical marijuana ("MMJ") card evaluations. Revenue is recognized upon completion of the consultation services. The Company acts as the principal in these transactions and recognizes the full transaction price as revenue when its performance obligation is satisfied. The service processing fees are non-refundable however, the Company may reserve the right to refund the patient, at its sole discretion.

4. Cost of Revenues

Cost of revenue primarily includes fees paid to contracted physicians for consultation services and merchant processing fees related to patient payments. These costs are directly attributable to revenue-generating activities and are expensed as incurred.

5. Operating Expenses

Operating expenses consist of general and administrative expenses, rent and occupancy, compensation and related taxes (including stock-based compensation), professional and consulting fees, technology infrastructure costs, and sales and marketing expenses.

6. Other Income and Expenses

Other income primarily consists of non-operating gains. Other expenses include financing costs and interest charges. For the six months ended June 30, 2026, the Company recognized other expenses, net of $7,508 as compared to the prior period of $32,237. For the three months ended June 30, 2026, the Company recognized other expenses, net of $6,451 as compared to the prior period of $20,413.

7. Accounts Receivable

As of June 30, 2026, the Company had no outstanding accounts receivable. This compares to $6,600 as of December 31, 2025. The Company continuously monitors credit limits for and payments from its customers and maintains provision for estimated credit losses based on its historical experience and any specific customer issues that have been identified. While such credit losses have historically been within the Company's expectation and the provision established, the Company cannot guarantee that this will continue. An allowance for doubtful accounts is provided against accounts receivable for amounts management believes may be uncollectible. The Company determines the adequacy of this allowance by regularly reviewing the composition of its accounts receivable aging and evaluating individual customer receivables, considering the customer's financial condition, credit history and current economic circumstance. While credit losses have historically been within the Company's expectation and the provision established, the Company cannot guarantee that this will continue.

8. Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. As of June 30, 2026 and December 31, 2025, property and equipment, net totaled $45,225 and $48,925, respectively. Depreciation expense for the six months ended June 30, 2026 and 2025 amounted $3,700 for both periods.

9. Debt Obligations

The Company have lines of credit with certain banks and a promissory note with a certain Bank. As of June 30, 2026, lines of credit totaled $22,436 and total note payable- current and long-term portion totaled $399,700 as compared to the prior year end, December 31, 2025, the lines of credit of $22,436 and note payable- current and long-term portion totaled $491,691. On December 29, 2025, the Company through its wholly owned subsidiary, Veriheal, entered into a Promissory Note Agreement with a certain bank ("Lender"), pursuant to which the Company issued a promissory note (the "December 2025 Note") to the Lender in the principal amount of $442,000 subject to default as defined, and negative covenants as defined, and default interest rate equal to the aggregate of 5.0% plus the rate provided in the note agreement. The December 2025 Note will mature on December 29, 2030. The December 2025 Note bears interest at 6.66625% per annum. The first installment payment date was on January 29, 2026. The December 2025 Note is secured by all the assets of Veriheal and personally guaranteed by the principal stockholders of the Company.

The Company shall pay to the Lender the principal amount and interest owing pursuant to the December 2025 Note in sixty consecutive level monthly installments consisting of both principal and interest, each in the amount of $8,702, due and payable on the first installment payment date and each payment due date thereafter.

10. Related Party Transactions

As of June 30, 2026 and December 31, 2025, $171,814 and $140,200, respectively, were payable to an affiliated company owned by the majority stockholders of the Company. This amount is unsecured and non-interest bearing.

As of June 30, 2026 and December 31, 2025, $341,724 and $321,148, respectively, were payable to two officers of the Company for advances made to the Company for operating expenses. This amount is unsecured and non-interest bearing.

11. Stockholders' Deficit

As of June 30, 2026, total stockholders' deficit was $2,732,874, reflecting common stock of $2,000 (20,000,003 shares at $0.0001 par value), 100 shares of Series A preferred, additional paid-in capital of $2,602,924, and an accumulated deficit of $(5,337,798).

The Company had a Reverse Stock Split stock at a ratio of one post-split share per twenty pre-split shares (1:20) (the "Reverse Stock Split") which became effective in December 2024. Proportional adjustments for the Reverse Stock Split were made to the Company's outstanding common stock. All share and per-share data and amounts have been retroactively adjusted as of the earliest period presented in the unaudited condensed consolidated financial statements to reflect the Reverse Stock Split.

On January 6, 2025, the Company granted an aggregate of 5,719,689 shares of restricted common stock to certain officers and consultants for services rendered. The aggregate fair value of the restricted common stock was $2,488,365, or approximately $0.44 per share, based on the quoted trading price of the Company's common stock on the date of grant. The restricted common stock vested over a one-year period ending January 6, 2026.

As of June 30, 2026, all shares issued under the grant were fully vested, and there was no remaining unrecognized compensation expense related to these restricted stock awards.

12. Liquidity and Capital Resources:

The unaudited consolidated financial statements have been prepared on a going-concern basis, which contemplates the realization of assets and satisfaction of liabilities in the ordinary course of business. The unaudited consolidated 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 result from the outcome of this uncertainty.

In accordance with ASU 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (Subtopic 205-40), the Company evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about our ability to continue as a going concern within one year after the date that these unaudited consolidated financial statements are issued. As reflected in the unaudited consolidated financial statements, the Company had accumulated deficit and working capital deficit of approximately $5,337,798 and $2,457,354, respectively, at June 30, 2026.

The Company reported a net loss of approximately $296,000 and $496,000 for the three and six months ended June 30, 2026, respectively. Notwithstanding this result, the Company continues to generate revenue and maintain active operations across its core business segment. Based on current forecasts and available cash as of June 30, 2026, the Company may require additional capital to fully support its planned growth initiatives and capital expenditures over the next twelve months. The ability of the Company to continue as a going concern is dependent upon the management's ability to further implement its business plan, generate sufficient revenues and raise additional capital resources as needed over the next 12 months.

Forward Looking Statements: Cautionary Note Regarding Forward-Looking Statements: This document contains statements, which may constitute "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. Those statements include statements regarding the intent, belief or current expectations of Veri Medtech (OTC: "VRHI") and members of its management as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

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VERI MEDTECH HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Revenues, net	$ 2,043,220	$ 2,843,707	$ 4,480,172	6,115,313
Cost of revenues	545,570	705,683	1,122,899	1,527,883
Gross profit	1,497,650	2,138,024	3,357,273	4,587,430
Operating expenses:				
General and administrative expenses	67,107	77,012	121,351	143,901
Rent and occupancy expenses	70,187	60,298	139,061	124,191
Compensation and related taxes	836,728	1,636,817	1,908,245	3,207,235
Professional, consulting and contractor fees	517,663	611,469	1,025,804	1,114,766
Technology cost	110,612	124,704	222,638	238,596
Sales and marketing costs	198,030	276,623	389,375	469,870
Total operating expenses	1,800,327	2,786,923	3,806,474	5,298,559
Loss from operations	(302,677)	(648,899)	(449,201)	(711,129)
Other income (expense)				
Gain from extinguishment of debt	20,925	-	20,925	-
Other income	-	87	327	87
Interest expense and other finance charges	(14,474)	(20,500)	(28,760)	(32,324)
Other income (expense), net	6,451	(20,413)	(7,508)	(32,237)
Loss before provision for income taxes	(296,226)	(669,312)	(456,709)	(743,366)
Provision for income taxes	-	-	(39,551)	-
Net loss	$ (296,226)	$ (669,312)	$ (496,260)	(743,366)
Net loss per common share, basic and diluted	$ (0.01)	$ (0.03)	$ (0.02)	(0.04)
Weighted average common shares outstanding - basic and diluted	20,000,003	20,000,003	20,000,003	19,921,441

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

VERI MEDTECH HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2026 (Unaudited)	December 31, 2025
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 6,146	$ 45,109
Accounts receivable	-	6,600
Prepaid expenses and other current assets	119,621	84,742
TOTAL CURRENT ASSETS	125,767	136,451
NON-CURRENT ASSETS		
Property and equipment, net	45,225	48,925
Operating lease right of use assets, net	-	10,820
TOTAL NON-CURRENT ASSETS	45,225	59,745
TOTAL ASSETS	$ 170,992	$ 196,196
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	1,841,694	1,428,647
Unearned revenues	126,498	125,500
Lines of credit	22,436	23,542
Note payable - current portion, net of debt discount	78,955	130,805
Due to officers	341,724	321,148
Due to related party	171,814	140,200
Operating lease liabilities- current portion	-	11,148
TOTAL CURRENT LIABILITIES	2,583,121	2,180,990
NON-CURRENT LIABILITIES:		
Note payable - long term, net of debt discount	320,745	360,886
TOTAL NON-CURRENT LIABILITIES	320,745	360,886
TOTAL LIABILITIES	2,903,866	2,541,876
Commitments and Contingencies (Note 8)		
STOCKHOLDERS' DEFICIT:		
Preferred stock, 5,000,000 shares authorized, $0.0001 par value:		
Series A preferred stock, $0.0001 par value; 100 shares (liquidation value of $100) and 0 shares issued and outstanding at March 31, 2026 and December 31, 2025, respectively	$ -	$ -
Common stock - $0.0001 par value, 100,000,000 shares authorized, 20,000,003 and 20,000,003 shares issued and outstanding at March 31, 2026 and December 31, 2025, respectively	2,000	2,000
Additional paid-in capital	2,602,924	2,493,858
Accumulated deficit	(5,337,798)	(4,841,538)
TOTAL STOCKHOLDERS' DEFICIT	(2,732,874)	(2,345,680)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 170,992	$ 196,196

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

VERI MEDTECH HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2026 AND 2025

	Common Stock $0.0001 Par Value		Series A Preferred Stock $0.0001 Par Value				Total
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Stockholders' Deficit
Balance, December 31, 2024	11,500,000	$ 1,150	-	$ -	$ 115,410	$ (2,521,407)	$ (2,404,847)
Stock-based compensation in connection with restricted common stock award grants	5,719,689	572	-	-	504,159	-	504,731
Shares deemed issued in connection with the recapitalization	2,780,314	278	100	-	(278)	-	-
Net loss	-	-	-	-	-	(74,054)	(74,054)
Balance, March 31, 2025	20,000,003	2,000	100	-	619,291	(2,595,461)	(1,974,170)
Accretion of stock-based compensation in connection with restricted common stock award grants	-	-	-	-	620,310	-	620,310
Net loss	-	-	-	-	-	(669,312)	(669,312)
Balance, June 30, 2025	20,000,003	$ 2,000	100	$ -	$ 1,239,601	$ (3,264,773)	$ (2,023,172)

	Common Stock $0.0001 Par Value		Series A Preferred Stock $0.0001 Par Value				Total
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Stockholders' Deficit
Balance, December 31, 2025	20,000,003	2,000	100		$ 2,493,858	$ (4,841,538)	$ (2,345,680)
Accretion of stock-based compensation in connection with restricted common stock award grants	-	-	-	-	109,066	-	109,066
Net loss	-	-	-	-	-	(200,034)	(200,034)
Balance, March 31, 2026	20,000,003	2,000	100	-	2,602,924	(5,041,572)	(2,436,648)
Net loss	-	-	-	-	-	(296,226)	(296,226)
Balance, June 30, 2026	20,000,003	$ 2,000	100	$ -	$ 2,602,924	$ (5,337,798)	$ (2,732,874)

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

VERI MEDTECH HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Six Months Ended June 30, 2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (496,260)	(743,366)
Adjustments to reconcile net loss to net cash provided by operations:		
Stock based expenses	109,066	1,125,041
Depreciation	3,700	3,700
Amortization of debt discount	477	-
Amortization of right-of-use asset	10,820	51,718
Changes in operating assets and liabilities:		
Accounts receivable	6,600	21,767
Prepaid expenses and other current assets	(34,879)	(9,549)
Accounts payable and accrued liabilities	413,047	(359,114)
Unearned revenues	998	40,340
Operating lease liability	(11,148)	(51,717)
Due to related party	31,614	39,848
Net cash provided by operating activities	34,035	118,669
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of computer equipment	-	(3,102)
Net cash used in investing activities	-	(3,102)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds received from line of credit	2,565	3,565
Advances from officers	36,251	139,500
Repayments on note payable	(92,468)	(291,895)
Repayments on line of credit	(3,671)	(19,831)
Repayments to officers	(15,675)	-
Net cash used in financing activities	(72,998)	(168,661)
Net cash decrease for period	(38,963)	(53,094)
Cash at beginning of period	45,109	63,752
Cash at end of period	$ 6,146	$ 10,658
Supplemental Disclosure of Cash Flow Information		
Cash paid for:		
Interest	$ 27,994	32,324
Income Tax	$ -	-

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