Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

YouneeqAI Technical Services, Inc.

3401 Atlantic Ave., Suite 100, Raleigh, North Carolina 27604

Telephone - (919) 434-9277
SIC Code - 0139

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

10,565,828 as of December 31, 2025

10,515,828 as of December 31, 2024

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☒ No: ☐

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

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

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

YouneeqAI Technical Services, Inc.	From March 30, 2023	3401 Atlantic Ave., Suite 100, Raleigh, North Carolina 27604
American Hemp Ventures, Inc.	From February 6, 2019	2700 Youngfield St, Suite 280 Lakewood, CO 80215
ASC Biosciences, Inc.	From May 10, 2017	74-998 Country Club Drive, Suite 220-333 Palm Desert, CA 92260
Nevis Capital Corporation	From July 5, 2013	412 Kiowa Dr. W Lake Kowa, TX 76240
Sino Cement, Inc.	From September 15, 2010	1 Heying Road, Jinqu Town, Mei Xian County, Baoji, Shaanxi 722306 People's Republic of China
Ocean Energy, Inc.	From November 28, 2007	1984 Isaac Newton Square West, Suite 202, Reston, VA 2019

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):

November 28, 2007, State of Nevada
Status: Active

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

None

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

One new Common Share for ten old Common Shares on May 15, 2025

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

3401 Atlantic Ave., Suite 100, Raleigh, North Carolina 27604

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

3401 Atlantic Ave., Suite 100, Raleigh, North Carolina 27604

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

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

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: 702-361-3033
Email: info@pacificstocktransfer.com
Address: 6752 Via Austi Pkwy, #300, Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

Trading symbol:	YQAI
Exact title and class of securities outstanding:	Common Stock
CUSIP:	00216Q021
Par or stated value:	$0.001
Total shares authorized:	200,000,000 as of December 31, 2025
Total shares outstanding:	10,565,828 as of December 31, 2025
Total number of shareholders of record:	104 as of December 31, 2025

Other classes of authorized or outstanding equity securities:

Trading symbol:	Not applicable
Exact title and class of securities outstanding:	Series A Preferred Stock
CUSIP:	Not applicable
Par or stated value:	$0.001
Total shares authorized:	10,000,000 as of December 31, 2025
Total shares outstanding:	155 as of December 31, 2025
Total number of shareholders of record:	4 as of December 31, 2025

Security Description:

1. For common equity, describe any dividend, voting and pre-emption rights.

The Company's common stock has a voting right of 1 share equals 1 vote. Dividends are determined by and approved by the Board of Directors. The Common Stock does not have any pre-emption rights.

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

Series A Preferred Stock

The Company has authorized 10,000,000 shares of its Series "A" Preferred Shares. These shares have a par value of $0.001. The Series A Preferred Shares are convertible into shares of the Company's common stock at a rate of 1 Preferred Share for 10,000 common shares. The shares provide the holder with voting rights on matters brought in from the Company's common stock shareholders. The shares represent a voting right of 1 Series A Preferred Share equals to 10,000 common shares. The Series A Preferred Shares do not have a dividend right but do have a liquidation preference to the common stock.

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

Series A Preferred Shares have voting rights equal to 10,000 Common votes per share of Series A Preferred Stock.

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.

No changes to Common shares.

Series A Preferred Stock: A new Designation of Rights and Privileges was adopted in 2022, which provided certain rights as described in Sub-paragraphs 2 and 3 above.

3) Issuance History

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2023 Common Shares: 55,109,106 Series A Preferred: 1,155						
Date of Transaction	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share at issuance)	Individual/Entity Shares were issued to	Reason for share issuance	Exemption or Registration Type
February 15, 2024	11,000,000	Common Stock	$0.87	MAVDB Consulting LLC	Consulting Services	4(a)(2) Private Offering
February 15, 2024	10,000,000	Common Stock	$0.87	Venda Distributors Inc.	Consulting Services	4(a)(2) Private Offering
February 15, 2024	6,400,000	Common Stock	$0.87	Ginsberg Consulting Inc.	Consulting Services	4(a)(2) Private Offering
February 15, 2024	3,000,000	Common Stock	$0.87	Pioneer Garage Ltd	Consulting Services	4(a)(2) Private Offering
February 15, 2024	3,000,000	Common Stock	$0.87	Van Empel Consulting	Consulting Services	4(a)(2) Private Offering
February 15, 2024	2,250,000	Common Stock	$0.87	Carran Schneider	Consulting Services	4(a)(2) Private Offering
February 15, 2024	500,000	Common Stock	$0.87	Enkrateia Holding Ltd	Consulting Services	4(a)(2) Private Offering
February 27, 2024	1,354,830	Common Stock	$0.84	Thomas Yang	Conversion of Promissory Note	4(a)(2) Private Offering
March 15, 2024	6,000,000	Common Stock	$0.80	Sean Leigh Webster	Consulting Services	4(a)(2) Private Offering
March 15, 2024	4,000,000	Common Stock	$0.80	Pioneer Garage Ltd	Consulting Services	4(a)(2) Private Offering
March 15, 2024	666,667	Common Stock	$0.80	Sean Leigh Webster	Private Placement	4(a)(2) Private Offering
March 26, 2024	333,333	Common Stock	$0.77	Bright Music Ltd	Private Placement	4(a)(2) Private Offering
July 2, 2024	1,500,000	Common Stock	$0.50	Patrick Schneider	Private Placement	4(a)(2) Private Offering
May 15, 2025	(94,598,108)	Common Stock	-	Multiple	Reverse Split	4(a)(2) Private Offering
October 2, 2025	50,000	Common Stock	$0.60	David Edmunds	Services	4(a)(2) Private Offering
Shares Outstanding on Date of This Report: Ending Balance Date 12/31/2025 Common Shares: 10,565,828 Series A Preferred: 1,155						

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Principal Amount at Issuance ($)	Outstanding Balance including Interest ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Number of Shares Converted to Date	Number of Potential Shares to be Issued Upon Conversion	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
October 2, 2025	$132,300	$143,089	April 20, 2026	Principal and interest is convertible into common shares at a variable conversion price of 85% of the average of the three lowest VWAPs of the Common Stock for the 20 consecutive Trading Days ending on the Trading Day that is immediately prior to the applicable Conversion Date	Nil	168,340	SFL Capital Corp. (Control Person: Adrian Morante)	Loan

4) Issuer's Business, Products and Services

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

Software as a service to the agricultural industry

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

Not Applicable.

C. Describe the issuers' principal products or services.

On January 14, 2026, the Company entered into a Royalty Agreement with AgEYE Technologies Inc. (AgEYE) that commits the company to commercializing an agentic, AI-enabled agricultural software platform to monitor, predict, recommend and automate the operational variables that drive yield, cost and unit economics across agricultural production.

5) Issuer's Facilities

At December 31, 2025, the Company does not have any assets, properties, facilities or leases.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.
The goal of this section is to provide an investor with a clear understanding of the identity of all the 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 shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type / class	Ownership Percentage of Class Outstanding (1)	Names of control person(s) if a corporate entity
Nicholas Genty	Director	Raleigh, NC	-0-	-	-0-	N/A
Christopher Rowlison	Director	Boise, ID	-0-	-	-0-	N/A
Peter Field	Director	Burnaby, British Columbia, Canada	-0-	-	-0-	N/A

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 (1)	Names of control person(s) if a corporate entity
James Romano Calderan Ventures Inc	Director Controlled by a Director	Kamloops, British Columbia, Canada Kamloops, British Columbia, Canada	-0- 500,000	- Common Shares	-0- 4.32% Collectively 4.32%	N/A James Romano
Digital Cavalier Technology, Inc. (3)	Ownership of >5%	Shawnigan Lake BC Canada	2,500,000	Common Shares	21.58%	Murray Galbraith (3)
MAVDB Consulting LLC	Ownership of >5%	San Juan, Puerto Rico	1,200,000	Common Shares	10.36%	David Joshua Bartch
Venda Distributors Inc.	Ownership of >5%	Burnaby, British Columbia, Canada	10,000,000	Common Shares	8.63%	James Lu
Pioneer Garage Ltd. Ray van Empel	Ownership of >5% Ownership of >5%	Mission, British Columbia, Canada Mission, British Columbia, Canada	700,000 550,000	Common Shares Common Shares	6.04% 4.75% Collectively 10.79%	Ray van Empel N/A
Sean Leigh Webster	Ownership of >5%	Hong Kong	666,667	Common Shares	5.75%	N/A
Joshua Ginsberg	Ownership of >5%	San Juan, Puerto Rico	6,400,000	Common Shares	5.52%	Ginsberg Consulting LLC
David Edmunds	Officer	Vancouver, British Columbia, Canada	50,000	Common Shares	0.43%	N/A

(1) Based on 155 Preferred Shares and 11,585,828 Common Shares in issue at March 31, 2026

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.

In March 2026, the Company received correspondence from the British Columbia Securities Commission in Canada (the "BCSC") indicating that the Company is considered an OTC reporting issuer in British Columbia under Multilateral Instrument 51-105, *Issuers Quoted in the U.S. Over-the-Counter Markets*, and is therefore required to comply with applicable Canadian continuous disclosure filing requirements, including the filing of certain annual and interim financial statements, management's discussion and analysis, annual information forms, insider reports, and personal information forms for certain directors, officers, and insiders.

The Company has engaged Canadian legal counsel and is working with the BCSC to address the matter. In May 2026, the Company and certain officers and directors executed undertakings agreeing, among other things, not to trade or purchase securities of the Company in or from British Columbia, and not to authorize or permit a distribution of the Company's securities in British Columbia, until the Company's Form S-1 or Form S-1/A is declared effective by the SEC and the BCSC confirms that the Company has made the required filings to its satisfaction.

The BCSC has deferred enforcement action to allow the Company time to complete its filing process. As of the date of these financial statements, no cease trade order has been issued, and management is not aware of any other enforcement action pending or contemplated by the BCSC. However, if the Company fails to satisfy its outstanding filing obligations by the applicable deadline, the BCSC could issue a cease trade order prohibiting trading in the Company's securities in British Columbia.

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Michael A Littman
Firm:	Michael A Littman, Attorney at Law
Address 1:	P.O. Box 1839
Address 2:	Arvada, CO 80
Phone:	720.530.6184
Email:	malattyco@aol.com

Accountant or Auditor

Name:	Manny Tzagarakis
Firm:	RBSM LLP
Address 1:	805 3rd Avenue, Suite 1430
Address 2:	New York, NY 10022
Phone:	212.838.2676
Email:	mtzagarakis@rbsmllp.com

Investor Relations

Name:	Not Applicable
Firm:	Not Applicable
Address 1:	Not Applicable
Address 2:	Not Applicable
Phone:	Not Applicable
Email:	Not Applicable

All other means of Investor Communication:

Twitter:	Not Applicable
Discord	Not Applicable
LinkedIn	Not Applicable
Facebook	Not Applicable
[Other]	Not Applicable

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:	Not Applicable
Firm:	Not Applicable
Address 1:	Not Applicable
Address 2:	Not Applicable
Phone:	Not Applicable
Email:	Not Applicable

Disclosure & Financial Information

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

Name:	Nicholas Genty & David Edmunds
Title:	CEO and Director & CFO (respectively)
Relationship to Issuer:	Director and Officers of Issuer

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

☐ IFRS
☒ U.S. GAAP

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

Name:	David Edmunds
Title:	CFO
Relationship to Issuer:	CFO of the Issuer
Describe the qualifications of the person or persons who prepared the financial statements:	Chartered Professional Accountant

10) Issuer Certification

Principal Executive Officer:

I, Nicolas Genty certify that:

1. I have reviewed this Disclosure Statement for YouneeqAI Technical Services, 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.

/s/Nicolas Genty

Date: August 10, 2026

Principal Financial Officer:

I, David Edmunds certify that:

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1. I have reviewed this Disclosure Statement for YouneeqAI Technical Services, 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.

/s/ David Edmunds

Date: August 10, 2026

YOUNEEQAI TECHNICAL SERVICES, INC.
ANNUAL FINANCIAL STATEMENTS
For the years ended December 31, 2025 and 2024
(Audited)

New York Office:

805 Third Avenue
New York, NY 10022
212.838-5100

www.rbsmllp.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
YouneeqAI Technical Services, Inc.

Opinion on the Financial Statements

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

The Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in note 2 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in note 2. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ ***RBSM LLP***

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

New York, NY
August 10, 2026
PCAOB ID Number 587

YOUNEEQAI TECHNICAL SERVICES, INC.
BALANCE SHEETS
AS OF DECEMBER 31, 2025, AND 2024

	December 31, 2025	December 31, 2024
ASSETS		
Current Assets		
Cash and Cash Equivalents	$ 3,296	$ 5,304
Total Assets	**$ 3,296**	**$ 5,304**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable and Accrued Expenses	764,392	420,334
Advances Payable, Related Party	206,043	164,531
Obligation to Issue Common Shares	323,750	323,750
License Royalty Liability	1,498,714	1,498,714
Convertible Note Payable, Net of Discount	49,532	-
Derivative Liability	72,568	-
Note Payable, Current	209,056	199,920
Total Current Liabilities	3,124,055	2,607,249
Total Liabilities	3,124,055	2,607,249
Commitments and Contingencies		
Stockholders' Deficit		
Preferred Stock, $0.001 par value, 10,000,000 shares authorized, 1,155 shares issued and outstanding, as of December 31, 2025, and 2024, respectively	1	1
Common Stock, $0.001 par value, 200,000,000 shares authorized, 10,565,828 and 10,113,936 shares issued and outstanding as of December 31, 2025, and 2024, respectively	10,566	10,515
Additional Paid-In Capital	40,357,416	40,177,636
Accumulated Deficit	(43,488,741)	(42,790,097)
Total Stockholders' Deficit	(3,120,759)	(2,601,945)
Total Liabilities and Stockholders' Deficit	**$ 3,296**	**$ 5,304**

The accompanying notes are an integral part of these Financial Statements.

YOUNEEQAI TECHNICAL SERVICES, INC.
STATEMENT OF OPERATIONS

	For the Year Ended December 31, 2025	For the Year Ended December 31, 2024
OPERATING EXPENSES		
General and Administrative	$ 184,360	$ 7,585,918
Professional Fees	160,982	547,653
Amortization of Debt Discount	26,806	-
Compensation, Related Parties	295,000	215,817
Total Expenses	667,148	8,349,388
LOSS BEFORE OTHER INCOME (EXPENSE)	(667,148)	(8,349,388)
OTHER INCOME (EXPENSE)		
Other Income	-	117,760
Change in Fair value of Derivative Liability	19,235	-
Loss on Extinguishment of Debt	-	(114,753)
Interest (Expense)	(50,731)	(21,083)
Total Other (Expense) Income	(31,496)	(18,076)
NET LOSS BEFORE PROVISION FOR INCOME TAXES	(698,644)	(8,367,464)
Provision for Income Taxes	-	-
NET LOSS	**$ (698,644)**	**$(8,367,464)**
LOSS PER SHARE:		
Basic Loss per Share	$(0.07)	$(0.86)
Diluted Loss per Share	$(0.07)	$(0.86)
Basic Weighted Average Shares Outstanding Adjusted for the 10:1 consolidation of common shares on May 15, 2025	10,528,157	9,733,759
Diluted Weighted Average Shares Outstanding Adjusted for the 10:1 consolidation of common shares on May 15, 2025	10,528,157	9,733,759

The accompanying notes are an integral part of these Financial Statements.

YOUNEEQAI TECHNICAL SERVICES, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2025, AND 2024

FOR THE YEAR ENDED DECEMBER 31, 2024

	Series A Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Deficit
	No of Shares	Amount $	No of Shares	Amount $	$	$	$
Ending Balance, December 31, 2023	1,155	1	5,515,345	5,515	32,199,526	(34,422,632)	(2,217,590)
Common Stock Issued for Services	-	-	4,615,000	4,615	7,110,385	-	7,115,000
Fair Value of Options Granted	-	-			432,625	-	432,625
Common Stock for Cash	-	-	250,000	250	299,750	-	300,000
Conversion of Note Payable, Related Party	-	-	135,483	136	135,348	-	135,484
Net (Loss)	-	-	-	-	-	(8,367,464)	(8,367,464)
Ending Balance, December 31, 2024	**1,155**	**1**	**10,565,828**	**10,516**	**40,177,636**	**(42,790,097)**	**(2,601,945)**

FOR THE YEAR ENDED DECEMBER 31, 2025

	Series A Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Deficit
	No of Shares	Amount $	No of Shares	Amount $	$	$	$
Ending Balance, December 31, 2024	1,155	1	10,515,828	10,516	40,177,636	(42,790,097)	(2,601,945)
50,0005029,950Common Stock Issued for Services	-	-	50,000	50	29,950		30,000
Fair Value of Stock Options Granted	-	-	-	-	149,830	-	149,830
Net (Loss)	-	-	-	-	-	(698,644)	(698,644)
Ending Balance, December 31, 2025	**1,155**	**1**	**10,565,828**	**10,566**	**40,357,416**	**(43,488,741)**	**(3,120,759)**

The accompanying notes are an integral part of these Financial Statements.

YOUNEEQAI TECHNICAL SERVICES, INC.
STATEMENT OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2025, AND 2024

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (698,644)	$ (8,367,464)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities		
Stock Compensation	179,830	7,547,625
Loss on Extinguishment of Debt	-	114,753
Amortization of Debt Discount	26,807	3,907
Change In Fair Value of Derivative Liability	(19,235)	-
Non- Cash Items in Interest Expense	50,732	11,620
Changes in Operating Assets & Liabilities:		
Accounts Payable and Accrued Expenses	344,058	380,872
License Royalty Liability	-	(137,136)
Net Cash Used In Operating Activities	(116,453)	(445,807)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Convertible Promissory Note Issues	112,445	-
Advances from Related Party	2,600	150,000
Repayments to Related Parties	(600)	-
Proceeds from Sale of Common Stock	-	300,000
Net Cash Provided by Financing Activities	114,445	450,000
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,008)	4,193
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	5,304	1,111
CASH AND CASH EQUIVALENTS, END OF THE YEAR	$ 3,296	$ 5,304
SUPPLEMENATAL CASH FLOW DISCLOSURES		
Non Cash Investing Activities		
Cash Paid for Interest	$ -	$ 5,500
Cash Paid for Taxes	$ -	$ -
Non Cash Financing Activities		
Common stock issued for Promissory Note Conversion	$ -	$ 135,483
Common stock issued for Services	$ 30,000	$ 7,547,625

The accompanying notes are an integral part of these Financial Statements.

YOUNEEQAI TECHNICAL SERVICES, INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2025, AND 2024

NOTE 1 – OPERATIONS

Organization and Description of Business

The Company was incorporated in Nevada on November 28, 2007. Over time, the Company changed its name and business focus through several strategic transitions. In October 2022, the Company filed an amendment to change its name to YouneeqAI Technical Services, Inc., which was approved by FINRA on March 30, 2023. The Company is currently focused on AI-related technology services.

Name Change

In October 2022, the Company filed an amendment to its Articles of Incorporation to change its name to YouneeqAI Technical Services, Inc. ("YouneeqAI" or the "Company"), the action was approved by the OTC Market/FINRA on March 30, 2023.

Line of Credit Promissory Note

In May 2022, the Company entered into a Line of Credit Promissory Note with a Mr. Thomas Yang, in exchange for advancing funds to support ongoing operations and the Company's efforts to file a Registration Statement on Form S-1 with the U.S. Securities and Exchange Commission. ("SEC") The funds are subject to an interest rate of 12% per annum with interest only payments to be made monthly. The Line of Credit Promissory Note is convertible into shares of the Company's restricted common stock at $0.05 per share. Both outstanding principal and accrued interest are convertible.

The Line of Credit further provided that if the Company or Digital Cavalier Technology Services Inc. terminates the License Agreement, 2,500 of the Series A Preferred Shares held by Digital Cavalier Technology Services Inc. shall be transferred to Mr. Yang. All funds remaining under the Line of Credit Note Payable will remain due in full.

On April 14, 2023, principal and interest amounting to $804,688 was converted into 16,093,760 shares of restricted common stock.

On February 15, 2024, principal and interest amounting to $66,741 were converted into 1,354,830 shares of common stock and the promissory note was extinguished.

Consolidation of Common Shares

On May 15, 2025, the Company effected a consolidation of its Common Shares in the ratio of 1 new share for every 10 old shares. The Company issued 4,433 new shares for rounding.

Convertible Promissory Note

On October 2, 2025, the Company issued a convertible promissory note in the amount of $132,300 to an unrelated third party and received proceeds of $112,445 net of Original Issuer Discount of $19,845. The note bears interest at 6.3% per annum and matures on April 20, 2026. If a Registration Statement for the underlying shares is filed on Form S-1 and is effective, the principal and any accrued and unpaid interest shall be convertible at the option of the holder into Common Stock of the Company at any time, beginning six months after the Original Issue Date, and until this Note is no longer outstanding. The conversion price shall be 85% of the average of the three lowest Volume-Weighted Average Prices of the Common Stock for the 20 consecutive Trading Days ending on the Trading Day that is immediately prior to the Conversion Date.

NOTE 2 - GOING CONCERN

The Company has evaluated whether there are certain conditions and events, considered in the aggregate, that raise substantial doubt and the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The financial statements are prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had an accumulated deficit of $43,488,741 on December 31, 2025, and recognized net losses of $698,644 and $8,367,464 for the years ended December 31, 2025, and 2024, respectively.

Liquidity

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis.

During the year ended December 31, 2025, the Company received proceeds from the issuance of a Convertible Promissory note to an unrelated third party in the amount of $112,445 and Advances from Related Parties in the amount of $2,600; and repaid $600 of the Advances from Related Parties. The Company used $460,511 to support continuing operations. Changes in working capital accounts provided $344,058.

As of December 31, 2025, the Company had a cash balance of $3,296 and had a working capital deficiency in the amount of $3,120,759.

As of the date of this report, the Company's existing cash resources and existing borrowing availability are not sufficient to support planned operations for the next 12 months and the Company will need to obtain additional funding from investors and lenders to continue operations. Management believes that the Company will be able to secure additional funding sufficient to continue operating activities for at least one year past the issuance date of the financial statements.

The ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is seeking sources of additional financing to ensure continuation of the Company's operations and to fully execute the next phase of the Company's growth initiatives. For the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. Any capital raised will be through either private placement or convertible debt and will result in the issuance of common shares from the Company's authorized capital. The Company believes it can satisfy the minimum cash requirements for the one year from the date the financials were issued with either equity financing, convertible debt or, if necessary, loans from shareholders.

There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in these financial statements. The Company has experienced recurring losses that raise substantial doubt about its ability to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

NOTE 3 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are presented in conformity with generally accepted accounting principles in the United States of America ("GAAP") and pursuant to the rules and regulations of the SEC.

Use of Estimates

The preparation of the financial statements to be in conformity with U.S. GAAP which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. Actual results could differ from those estimates.

Management is also responsible for disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period.

Revenue Recognition

The Company recognizes revenue in accordance with ASC Topic 606 – Revenue from Contracts with Customers ("ASC 606") to depict the transfer of control to the company's customers in an amount reflecting the consideration to which the company expects to be entitled. The Company determines revenue recognition through the following steps:

i. Identification of the contract, or contracts, with a customer
ii. Identification of the performance obligations in the contract
iii. Determination of the transaction price
iv. Allocation of the transaction price to the performance obligations in the contract
v. Recognition of revenue, when, or as, the company satisfies the performance obligations.

The Company applies ASC 606, Revenue from Contracts with Customers, to contracts that meet the criteria for recognition under that guidance. Revenue is recognized when control of promised goods or services is transferred to customers in an amount that reflects the consideration the Company expects to be entitled to receive.

During 2023, the Company entered into an Exclusive Rights Agreement with RC365 Holdings PLC ("RC365") pursuant to which the Company granted RC365 certain rights to sell, distribute, and market the Company's intellectual property in the United Kingdom. Consideration under the arrangement included 6,000,000 RC365 shares, to be delivered in tranches, and a 1% royalty on gross revenue generated by RC365 from use of the platform.

Concurrently, the Company entered into a Share Purchase Agreement with FNB Enterprises Ltd. ("FNB") to sell the RC365 shares to FNB. Due to the uncertainty surrounding collection under the related arrangements, management concluded that collectability was not probable and, accordingly, the arrangement did not meet the criteria for revenue recognition under ASC 606 during the years ended December 31, 2025, and 2024. Therefore, the Company recognized no revenue related to the RC365/FNB arrangement during 2025 or 2024.

During 2024, the Company received cash payments totaling $117,708 from FNB related to amounts previously expected under the share sale arrangement. Consistent with the Company's accounting conclusion for the arrangement, these receipts were not recognized as revenue and were recorded as other income in the statement of operations.

Any future royalties earned under the RC365 arrangement, if and when the related recognition criteria are met, will be recognized in accordance with ASC 606's guidance for sales- or usage-based royalties on licenses of intellectual property.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less when purchased to be cash equivalents. The Company did not have cash equivalents as of December 31, 2025, and 2024.

Concentration of Credit Risk

As of December 31, 2025, and 2024, the Company held cash in bank of $3,296 and $5,304, respectively

Financial instruments that potentially subject the Company to concentration of credit risk consist of a cash account in a financial institution which, at times may exceed the Federal depository insurance coverage of $250,000. As of December 31, 2025, and 2024, the Company held cash in bank of $3,296 and $5,304, respectively. At December 31, 2025 the Company had not experienced losses on its bank accounts and management believes the Company is not exposed to significant risks on these accounts.

Fair Value of Financial Instruments and Derivative Financial Instruments

The Company's financial instruments include cash and cash equivalents and notes payable. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments approximate fair value on December 31, 2025, and 2024.

The Company's financial assets and liabilities carried at fair value have been classified based upon a hierarchy defined by GAAP. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level of input that is significant to its measurement. For example, a financial asset or liability carried at fair value would be classified in Level 3 if unobservable inputs were significant to the instrument's fair value, even though the measurement may be derived using inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

The Company estimates fair values using prices from third parties or internal pricing methods. Fair value estimates received from third-party pricing services are based on reported trade activity and quoted market prices when available, and other market information that a market participant would use to estimate fair value.

On August 31, 2023, the Company entered into an Exclusive Rights Agreement with RC365 Holdings PLC, granting RC365 Holdings PLC rights to sell, distribute and market the Company's intellectual property in the United Kingdom. In consideration of these rights, RC365 Holdings agreed to issue up to a total of 6,000,000 shares of their publicly traded common stock to the Company. The first tranche of 3,000,000 shares was received prior to September 30, 2023, with the second tranche to be received in February 2024. The fair value of investments in marketable securities are determined by the most recently traded price of the security at the time of issuance. The Company recorded the value of the shares as an Investment in Marketable Securities and a corresponding deferred income of $952,647. As of the date of the Auditors' Report, the Company has not received the second tranche of 3,000,000 shares of RC365 Holdings.

Concurrently, the Company entered into a Share Purchase Agreement with a third party, FNB Enterprises, Ltd. FNB Enterprises agreed to purchase the 3,000,000 shares of RC365 Holdings PLC for a purchase price of £0.10 per share. On September 29, 2023, the Company delivered the shares to FNB and recognized Other Accounts Receivable in the amount of $650,700 and a loss on investment of $301,947. At December 31, 2023, as the Company had not received funds for payment, a bad debt expense in the amount of $650,700 was recognized. On March 11, 2024, a payment of $67,760 was received. On March 26, 2024, a further payment of $49,952, for a total of $117,708 payments against the outstanding amount. As of December 31, 2025 and the date of the Auditors' Report, no further amounts have been received.

On October 2, 2025, the Company issued a convertible promissory note in favor of an unrelated third party. In accordance with ASC 470-20, Debt with Conversion and Other Options, at issuance, the Company measured the embedded derivative liability at its fair value of $91,803. As of December 31, 2025, the fair value of the derivative liability was $72,568. The decrease in fair value from issuance through December 31, 2025 resulted in a gain in the change in fair value of derivative liability, which was recognized in the Company's statement of operations for the year ended December 31, 2025, in accordance with ASC 815-10.

The Company uses the fair value hierarchy to measure the fair value of its warrant liabilities and investments available for sale. The Company revalues its financial instruments at every reporting period. The Company recognizes gains or losses on the change in fair value of the derivative liabilities as "change in fair value of derivative liability" in the statements of operations. The valuation of the investments available for sale was based on the Black-Scholes valuation model using market rate assumptions.

The following table provides the financial assets and liabilities measured on a recurring basis and reported at fair value on the balance sheets as of December 31, 2025 and December 31, 2024 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

	December 31, 2025
Derivative Liabilities	$72,568

The following table presents the changes in fair value of the derivative liability:

	Derivative Liability
Fair value as of December 31, 2024	-
Initial value of derivative conversion feature	$91,803
Change in fair value	($19,235)
Fair value as of December 31, 2025	$72,568

The key inputs into the Black Scholes valuation model for the Level 3 valuations as of December 31, 2025 are as follows:

	December 31, 2025
Term (years)	$0.30
Stock price	$0.52
Exercise price	$0.44
Dividend yield	0%
Expected volatility	158%
Risk free interest rate	3.62%
Number of shares	304,035

Advertising Costs

Advertising and promotion costs are expensed as incurred. The Company did not incur advertising and promotion expenses during the years ended December 31, 2025, and 2024.

Income Taxes

In accordance with FASB ASC Topic 740, Income Taxes (“ASC 740”), the Company recognizes deferred tax assets and liabilities for the expected future tax consequences or events that have been included in our financial statements and/or tax returns. Deferred tax assets and liabilities are based upon the differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities and for loss and credit carryforwards using enacted tax rates expected to be in effect in the years in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax asset will not be realized. The Company provides reserves for potential payments of tax to various tax authorities related to uncertain tax positions when management determines that it is more likely than not that a loss will be incurred related to these matters and the amount of the loss is reasonably determinable. No tax liability was recorded as of December 31, 2025 and 2024, respectively.

Earnings Per Share

Earnings per share is calculated in accordance with FASB ASC 260-10, “Earnings per Share”. Basic earnings per common share ("EPS") are computed by dividing income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average shares outstanding, assuming all potentially dilutive common shares were issued, unless doing so is anti-dilutive.

At December 31, 2025, the following securities which were convertible into Common stock, but have not been included the calculation of weighted average number of common shares outstanding as their inclusion would been anti-dilutive:

i. 1,155 Series A Convertible Preferred Shares convertible into 1,155,000 shares of Common Stock*
ii. 440,000 Share Options exercisable into 440,000 shares of Common Stock*
iii. 129,500 shares of Common Stock to be issued in connection with a fully-converted Convertible Note Payable

*Adjusted for the 10:1 consolidation of Common Shares on May 15, 2025

Dividends

The Company did not adopt any policy regarding payment of dividends. No dividends were paid during the years ended December 31, 2025, and 2024.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with the guidance of FASB ASC Topic 718, Compensation-Stock Compensation (“ASC 718”), which requires all share-based payments be recognized in the financial statements based on their fair values. In accordance with ASC 718, the Company has elected to apply ASU 718 to both employee and non-employee share-based payments and use the Black-Scholes option pricing model to determine the fair value of options granted. The Company recognizes the compensation cost of share-based awards on a straight-line basis over the vesting period of the award.

NOTE 4 - RECENTLY ISSUED ACCOUNTING STANDARDS

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (“FASB") and are adopted by us as of the specified effective date. We believe that the impact of recently adopted and recently issued accounting pronouncements will not have a material impact on our balance sheets, results of operations and cash flows.

In July 2023, the FASB issued ASU 2023-03, “Presentation of Financial Statement (Topic 205), Income Statement - Reporting Comprehensive Income (Topic 220), Distinguishing Liabilities from Equity (Topic 480), Equity (Topic

505), and Compensation - Stock Compensation (Topic 718)", to amend various SEC paragraphs in the Accounting Standards Codification to reflect the issuance of SEC Staff Accounting Bulletin No. 120, among other things. The Company adopted this conforming guidance upon issuance, and the adoption had no material impact on its financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income taxes* (Topic 740): Improvements to Income Tax Disclosure ("ASU 2023-09"), which enhances the transparency and usefulness of income tax disclosures. ASU 2023-09 will be effective for fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the impact of the adoption of ASU 2023-09 on its financial statements.

In November 2023, the FASB issued ASU No. 2023-07, Improvements to Reportable Segment Disclosures (Topic 280). This ASU updates reportable segment disclosure requirements by requiring disclosures of significant reportable segment expenses that are regularly provided to the Chief Operating Decision Maker ("CODM") and included within each reported measure of a segment's profit or loss. This ASU also requires disclosure of the title and position of the individual identified as the CODM and an explanation of how the CODM uses the reported measures of a segment's profit or loss in assessing segment performance and deciding how to allocate resources. The ASU is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company adopted the provisions of this ASU in 2024 and applied the provisions retrospectively to each period presented in the financial statements. Adoption of the new standard did not have a material impact on our financial statements.

In August 2020, the FASB issued Accounting Standards Update ("ASU") No. 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"), which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity-linked contracts to qualify for the derivative scope exception, and it simplifies the diluted earnings per share calculation in certain areas. The Company adopted ASU 2020-06 from the Company's inception. Adoption of the ASU did not impact the Company's financial position, results of operations or cash flows.

Any new accounting standards, not disclosed above, that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

NOTE 5 – RIGHTS AGREEMENT

RC365 Holdings PLC

On August 31, 2023, the Company entered into an Exclusive Rights Agreement ("Rights Agreement") with RC365 Holdings PLC ("RC365 Holdings") granting them the right to sell, distribute and market the intellectual property of the Company in the United Kingdom, subject to terms and conditions of the Rights Agreement. RC365 Holdings shall have the right of first refusal to purchase any additional territories, at a price and terms no less favorable than any offer received by the Company from a third party in connection with any such other territory. Any such purchase of additional territories shall be subject to mutual written agreement between the parties, except as expressly permitted in the Rights Agreement. RC365 Holding's rights and obligations under the Rights Agreement are not sub-licensable.

The Company shall receive 1% of all gross revenue (excluding VAT and any other taxes applicable in any part of the Territory) generated and received by the Grantee from the use of the Platform, by the Grantee and any Customers. The term of the Rights Agreement is 10 years, with automatic renewals, assuming compliance with the terms of the Agreement, of subsequent 5-year terms. For the years ended December 31, 2025, and 2024, the Company did not recognize any revenue under this agreement.

As consideration for the granting of the rights, RSC365 Holdings issued a total of 3,000,000 common shares to the Company, with a second tranche of 3,000,000 shares to be delivered on or before October 15, 2024.

The Company had not received or been issued the second tranche of 3,000,000 shares of RC365 Holdings on December 31, 2023. The License Agreement was subsequently amended to defer delivery of the remaining 3,000,000 shares to February 28, 2024. On March 8, 2024, the License Agreement with RC365 Holdings was amended to defer any further compensation under the License Agreement to no later than October 15, 2024. As of May 5, 2026, the Company has not received these shares.

Share Purchase Agreement – FNB Enterprises, Ltd

Concurrently with the execution of the Rights Agreement, the Company entered into a Share Purchase Agreement with FNB Enterprises Ltd.to sell up to 6,000,000 shares of the common stock of RC 365 Holdings held by the Company for a price of £0.20 per share. FNB Enterprises Ltd. has a right to purchase RC365 Holdings common shares in increments, provided that the number of shares purchased shall not exceed 3% of the total issued and outstanding common shares of RC365 Holdings.

The Share Purchase Agreement did not originally provide for any adjustment to the purchase price. However, the Company and FNB Enterprises agreed to renegotiate the purchase price owing to fluctuations in the market price of the RC365 shares. The Share Purchase Agreement did not have a set termination date, other than the sale of all 6,000,000 shares.

On November 16, 2023, FNB Enterprises and the Company entered into an Amendment to the Share Purchase Agreement. The Amendment provides for the following:

i. The purchase price of the shares was reduced to £0.10 per share.

ii. 3,000,000 shares are to be purchased and paid for by February 13, 2024, for a total purchase consideration of $348,000.

iii. The next tranche of shares is to be purchased on or before February 28, 2024; and

iv. The remaining tranches are to be purchased by April 30, 2024.

v. The initial purchase of 3,000,000 shares for 10 pence per share shall be purchased on or before February 13, 2024, or the Share Purchase Agreement shall expire without notice.

vi. For the balance of 3,000,000 shares, the first tranche thereof must be purchased on or before February 13, 2024, or the Share Purchase Agreement shall expire without notice.

vii. Any remaining balance of the shares shall be purchased in full on or before April 30, 2024, or the Share Purchase Agreement expires without notice, or further remedy.

On September 30, 2023, the purchase of the 3,000,000 shares of RC 365 Holdings was initiated. As a result, the Company on September 30, 2023, transferred 3,000,000 shares to FNB Enterprises on September 30, 2023. Even though the Share Purchase Agreement provided for payment against delivery of shares, the Company was induced to transfer the shares without payment on the promise of facilitation of early payment, which did not occur. Payment for the shares was originally delayed, as the parties commenced renegotiation of the purchase price.

The purchase price was subsequently renegotiated and, in an Amendment, dated November 16, 2023, reduced to £0.10 per share for approximately $348,000 or $0.11 per share. Owing to the significant uncertainty surrounding the collectability of the debt owed by FNB, the Company has not recognized any revenue in connection with the Rights Agreement or the sale of RC365 shares to FNB Enterprises.

On March 11, 2024, a payment of $67,760 was received from FNB Enterprises. On March 26, 2024, a further payment of $49,952 was received from FNB, for a total amount of $117,708, which amount the Company recorded as other Income. As of the date of the Auditors' Report, the remaining amount of $230,288 has not been received.

NOTE 6 – DIGITAL CAVALIER LICENSE AGREEMENT

On February 9, 2022, the Company entered into a License Agreement with Digital Cavalier Technology Services Inc. (DCTS), allowing the Company to license, market and sell DCTS's software as a service (SaaS) AI personalization engine and services for e-commerce, content marketing, digital publishing, and other related industries.

In consideration of the license, the Company agreed to pay a total of $1,960,000 in monthly installments of $40,000 for 25 months and a license fee of 5% of monthly gross revenues arising from the sale or marketing of the product. In addition, the License Agreement required the issuance of 3,000 shares of Series A Preferred Stock valued at $600,000. As a result of the issuance of the Preferred Stock, DCTS became the majority shareholder of the Company.

The License Agreement has a term of 25 months and automatically renews for 24-month periods if the License Agreement is in good standing.

The Company recorded an intangible asset and a corresponding liability of $1,960,000 for the License. On December 31, 2022, the Company performed an impairment review of the License and determined that due to the absence of revenue generated, an impairment was necessary. After performance of a discounted cash flow, the license was impaired to $Nil. The Company recognized an impairment loss in the amount of $1,960,000 during the year ended December 31, 2022.

In February 2023, the License was extended for a further 24 months, contingent upon the Company filing an effective Form S-1 Registration Statement registering the shares held by DCTS, and providing that the license shall be cancellable in the event of the Company's failure to commercialize the DCTS technology.

On December 31, 2025, the Company owed DCTS the amount of $1,498,714. The Company has not been able to make the full monthly payments of $40,000 per month, owing to a lack of funds. Notwithstanding the failure of the Company to make the monthly payments, the Company continues to have unrestricted access to the License.

NOTE 7 – CONVERTIBLE NOTE PAYABLE, RELATED PARTY

On May 7, 2022, the Company entered into a Convertible Line of Credit Promissory Note (the "LOC"). The LOC had a borrowing limit of $575,000 of which the Company drew down $411,000. The LOC bears an annual interest rate of 12% and matures on May 1, 2026. The LOC can be converted into common shares of the Company at a conversion price with a 25% discount to the closing price of the Volume Weighted Average Price ("VWAP") for the ten consecutive trading days prior to conversion. The LOC contains a merger clause whereby if the Company does not complete the full merger into American Hemp Ventures, Inc. ("AMHV"), the Company shall issue 2,500 Preferred Class A Shares to the lender. The Company completed the merger into AMHV prior. The LOC embedded conversion feature requires bifurcation and is accounted for separately as a derivative liability because the LOC does not contain an explicit share limit upon conversion. Upon issuance, the Company recorded a debt discount in the amount of $411,000, a derivative liability in the amount of $506,436 and excess of the value of the derivative over the face value of the note in the amount of $95,436, which was recorded directly to interest expense at the date of issuance. The derivative liability was valued using the Black-Scholes option pricing model with the following assumptions: stock price of $0.27, conversion price of $0.20, expected life of 4 years, expected volatility of 258.10%, and risk-free interest rate of 3.00%.

On December 12, 2022, the Company entered into an amendment to increase the borrowing limit to $825,000, adjust the conversion rate to a fixed price of $0.05 per share of common stock, and consented to an agreement whereby if the Company cancels the DCTS software license agreement acquired on February 9, 2022, the Company shall issue 2,500 Preferred Class A Shares to the lender. The current principal balance at that time of modification was $486,688. For accounting purposes, the modification of the original terms was treated as an extinguishment of debt and recorded a loss on extinguishment in the amount of $584,695.

On April 14, 2023, the lender converted $806,688 of principal and interest into 16,093,760 shares of common stock in accordance with the terms of the LOC. Upon conversion, the Company recorded amortization of debt discount in the amount of $525,607 and recognized a loss on extinguishment of debt in the amount of $6,963,110.

In May 2023, the Company borrowed $40,000, in the aggregate, under two loans from the lender with the same terms as the modified LOC terms. The Company agreed to issue 1,295,000 pre-consolidation shares of common stock as a fee to the lender. The Company recorded a debt discount of $40,000 in relation to the conversion features and the license agreement clauses, and interest expense of $283,750. As of the date of this report, the 1,295,000 pre-consolidation shares of common stock have not been issued. The Company expects to issue the shares by March 31, 2026.

On February 27, 2024, the lender converted $66,741 of principal and interest into 1,354,827 shares of common stock in accordance with the terms of the LOC. Upon conversion, the Company recorded interest expense in the amount of $3,907, amortization of debt discount in the amount of $47,019 and recognized a loss on extinguishment of debt in the amount of $114,753, respectively.

NOTE 8 – CONVERTIBLE PROMISSORY NOTE PAYABLE

On October 2, 2025 the Company issued a convertible promissory note in the amount of $132,300 to an unrelated third party and received proceeds of $112,445 net of Original Issuer Discount (OID) of $19,845. The note bears interest at 6.3% per annum and matures on April 20, 2026. If a Registration Statement for the underlying shares is filed on Form S-1 and is effective, the principal and any accrued and unpaid interest shall be convertible at the option of the holder into Common Stock of the Company at any time, beginning six months after the Original Issue Date, and until this Note is no longer outstanding. The conversion price shall be 85% of the average of the three lowest Volume-Weighted Average Prices of the Common Stock for the 20 consecutive Trading Days ending on the Trading Day that is immediately prior to the Conversion Date.

In accordance with ASC 815-10, the embedded derivative was initially measured at fair value on the issuance date and is subsequently remeasured at fair value at each reporting date, with changes in fair value recognized in earnings. The derivative liability is classified as a Level 3 fair value measurement under ASC 820, Fair Value Measurement, as its valuation relies on significant unobservable inputs, including the Company's stock price, expected volatility, expected term, and risk-free interest rate. Significant changes in any of these assumptions could result in a materially different fair value measurement.

At issuance, the Company measured the embedded derivative liability at its fair value of $91,803. The fair value of the derivative was recorded as a liability with a corresponding debt discount to the carrying value of the Note. The combined discount associated with the OID and the derivative liability is amortized to interest expense over the term of the Note using the effective interest method in accordance with ASC 835-30, Interest—Imputation of Interest and ASC 470-20, Debt with Conversion and Other Options.

The derivative liability was valued using the Black-Scholes option pricing model with the following assumptions: stock price of $0.52, conversion price of $0.442, expected life of 0.55 years, expected volatility of 204%, and a risk-free interest rate of 3.62%.

As of December 31, 2025, the fair value of the derivative liability was $72,568. The decrease in fair value from the date of issuance to December 31, 2025 resulted in a gain in the change in fair value of derivative liability, which was recognized in the Company's statement of operations for the year ended December 31, 2025, in accordance with ASC 815-10.

NOTE 9 – NOTE PAYABLE – PAYCHECK PROTECTION PROGRAM LOAN

On April 24, 2020, the Company obtained a small business loan under the Paycheck Protection Program (the "Loan") of the Cares Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") in amount the amount of $199,920.

The Loan carries an interest rate of 1% per annum. Interest and Principal payments are deferred for a period of 6 months. Should the Loan not be forgiven, payment of principal and interest would be due on April 24, 2022, unless the lender and the Company agree to extend the term to 5 years. As of the date of this report, the loan has not been extended, and currently the Company is in default of the loan.

Provided that the Company has used at least 60% of the loan proceeds for payroll expenses over an 8-week period, the Loan will be converted to a "grant" and under Section 1106 (i) of the CARES Act, the amount forgiven will be excluded from gross revenues for tax purposes. The Company is preparing the application for forgiveness. As of the date of this report, the lender has not demanded repayment of the loan.

NOTE 10 - EQUITY INCENTIVE PLAN

On March 1, 2024, the Company's Board of Directors approved the 2024 Equity Incentive Plan ("2024 Equity Incentive Plan" or the "Plan"). The 2024 Equity Incentive Plan reserves a maximum of 10,000,000 shares of the Company's common stock to be issued under the Plan. The 2024 Equity Incentive Plan provides for the grant of options to officers, directors, employees, and consultants. The Board of Directors is authorized to set the terms of options to be granted as to the number of shares, vesting terms, and expiration dates. The exercise price of options granted under the Plan shall be equal to the fair market value of the common stock on the grant date.

NOTE 11 - RELATED PARTY TRANSACTIONS

Digital Cavalier Technology Services Inc. License Agreement

On February 9, 2022, the Company entered into a License Agreement with Digital Cavalier Services Technology Inc. that allows for the Company to license, market and sell the technology of Digital Cavalier Services Technology Inc. The Company agreed to issue stock to DCST, whereby DCTS became a related party as more fully described in Note 6 above.

Convertible Line of Credit Promissory Note

On May 7, 2022, the Company entered into a Convertible Line of Credit Promissory Note (the "LOC") with a shareholder as more fully described in Note 7 above.

Advances from Related Party

On January 22, 2024, a shareholder, and the holder of the Line of Credit Promissory Note, advanced the Company further funds in the amount of $100,000 under a loan agreement separate from the Line of Credit Promissory Note. The funds were due on February 13, 2024, together with interest in the amount of $1,150. On March 1, 2024, the Company agreed to pay interest on the amount advanced at 12% per annum and the lender agreed to extend the date of repayment to March 31, 2024. On February 20, 2024, the Company paid $1,050 of the interest due.

On May 8, 2024, the shareholder, and the holder of the Line of Credit Promissory Note, advanced the Company further funds in the amount of $50,000 under a loan agreement separate from the Line of Credit Promissory Note. The advance shall accrue interest at 12% per annum.

During the year ended December 31, 2025, two shareholders, both related parties, advanced $2,600 in aggregate to the Company and the Company repaid $600 to one of the shareholders and related parties.

General Services Agreements

On March 1, 2024, the Company entered into a General Services Agreement with its Chief Executive Officer, Murray Galbraith. The General Services Agreement has a term of 3 years, expiring on February 27, 2027. Commencing March 1, 2024, Mr. Galbraith is to receive a monthly gross fee of $7,500 and is eligible at the determination of the Board of Directors to receive stock options under the Company's 2024 Equity Incentive Plan. A compensation review shall be performed by the Board of Directors in October 2024 and thereafter annually, a month after the financial year ends. Mr. Galbraith will receive a one-time bonus of $50,000 upon the successful uplisting of the Company's publicly traded common stock from the OTCID to the OTC QB and the completion of a public offering of not less than $10 Million.

On March 1, 2024, the Company entered into General Service Agreements with Calderan Ventures, Ltd, ("Calderan Ventures"), an entity owned by a director of the Company, James Romano. The General Service Agreement has a term of 3 years, expiring on February 27, 2027. Starting March 1, 2024, Calderan Ventures is to receive a monthly gross fee of $7,500 and is eligible at the determination of the Board of Directors to receive stock options under the Company's 2024 Equity Incentive Plan. A compensation review shall be performed by the Board of Directors in October 2024 and thereafter annually, a month after the year end. Calderan Ventures will receive a one-time bonus of $50,000 upon the successful uplisting of the Company's publicly traded common stock from the OTCID to the OTC QB and the completion of a public offering of not less than $10 Million.

Compensation paid to Related Parties

On March 1, 2024, the Company granted stock options for 2,000,000 shares each to Mr. Galbraith and Calderan Ventures (of which Mr. James Romano, a director of the Company, is an officer). The options were fully vested upon issuance, are exercisable at $2.00 per share and expire on February 28, 2029. The Company recognized Stock Compensation expense in the amount of $395,022 in connection with these awards.

On March 1, 2024, the Company granted stock options for 40,000 shares to a consultant. The options are fully vested upon issuance, are exercisable at $2.00 per share and expire on February 28, 2027. The Company recognized Stock Compensation expense in the amount of $37,603 in connection with this award.

The number of options awarded and the exercise price of the options have been adjusted to reflect the 10:1 consolidation of the company's Common Stock on May 15, 2025

On May 19, 2025, the Company appointed Ms. Sophie Galper, Ms. Julia Hansen and Mr. Jason Grant to the Board of Directors and granted 20,000 options to each new director. The options are fully vested upon issuance, are exercisable at $2.50 per share and expire on May 19, 2027. The Company recognized Stock Compensation expense in the amount of $149,830 in connection with these awards.

On October 28, 2025, the Company issued 50,000 Common Shares to a consultant in compensation for services rendered. The Company and recorded compensation expense of $30,000.

NOTE 12 – CONTINGENT LIABILITIES

Litigation

During March 2024, a former officer and director of the Company claimed $40,235 from the Company in unpaid fees for services rendered, and on April 6, 2024, instituted a claim against the Company and a shareholder and creditor, Mr. Thomas Yang, for the payment of this amount and accrued interest. On May 15, 2024, the Company paid the former officer and director of the Company $ 43,746 in full and final settlement of all claims against the Company.

In the ordinary course of its business, the Company may be involved in various legal proceedings involving a variety of matters, the outcomes of which are inherently unpredictable and subject to significant uncertainties. The Company is not aware of any pending legal proceedings that could have a material adverse effect on the Company's business, financial position, results of operations, or cash flows. The Company expenses legal fees in the periods in which they are incurred.

NOTE 13 - STOCKHOLDERS' DEFICIT

Preferred Shares

On December 31, 2025, the Company had 1,155 shares of Series A Preferred Shares issued and outstanding. The Series A Preferred Shares are convertible into shares of the Company's common stock at a rate of 1 Series A Preferred Shares into 1,000 shares of Common Stock. One share of Series A Preferred stock has voting rights equal to 1,000 shares of Common stock.

Common Stock

On December 31, 2025, the Company had 10,565,828 shares of common stock issued and outstanding.

On May 15, 2025, the Company effected a consolidation of its Common Shares in the ratio of 1 new share for every 10 old shares. The Company issued 4,433 new shares for rounding. The number and price per share of all issuances prior to May 15, 2025 have been adjusted to reflect the consolidation of the Common Stock.

Conversion of Convertible Promissory Note

On February 27, 2024, the Company issued 135,483 shares of common stock $0.50 per share in connection with the conversion of the related party convertible promissory note payable.

Common Stock issued for Consulting Services

On February 15, 2024, the Company issued a total of 3,315,000 shares of its restricted common stock in connection with a series of consulting agreements that were entered into for services to be provided to the Company in connection with uplisting its publicly traded common stock and arranging a public financing. The shares were valued at $1.00 per share and the company recognized stock compensation expense in the amount of $3,315,000. The consulting agreements terminate at the option of the consultants.

On February 15, 2024, the Company entered into a consulting agreement with a consultant for business services. The consulting agreement provides for compensation of 300,000 shares of common stock valued at a price of $1.00 per share. The Company recorded Stock Compensation expense in the amount of $300,000. The agreement terminates at the option of the consultant.

On March 14, 2024, the Company entered into a consulting agreement with a shareholder of the Company. The Consulting Agreement may be terminated at any time by either party. The Consulting Agreement provides for compensation of 600,000 shares of the Company's registered common stock at $3.50 per share. The Company recognized $2,100,000 in stock compensation expense.

On March 15, 2024, the Company entered into a consulting agreement with an existing consultant for business services. The consulting agreement provides for compensation of 400,000 shares of common stock in addition to the 300,000 shares issued to him on February 15, 2024. The 400,000 shares were valued at a price of $3.50 per share and the Company recorded Stock Compensation Expense in the amount of $1,400,000. The agreement terminates at the option of the consultant.

Common Stock issued for Services

On October 28, 2025, the Company issued 50,000 Common Shares to a consultant in compensation for services rendered. The Company and recorded compensation expense of $30,000.

Common Stock issued for Cash

On March 15, 2024, the Company entered into a Stock Subscription Agreement, with an unrelated third party for the sale of 66,667 shares of its restricted common stock in the amount of $100,000 cash.

On March 26, 2024, the Company entered into a Stock Subscription Agreement, with an unrelated third party for the sale of 33,333 shares of its restricted common stock in the amount of $50,000 cash.

On July 2, 2024, the Company entered into a Stock Subscription Agreement, with an unrelated third party for the sale of 150,000 shares of its restricted common stock in the amount of $150,000 cash.

Stock Options

Stock Option Incentive Plan

The Company maintains the 2024 Stock Option Plan (the "Plan"), under which employees, officers, and directors may be granted options to purchase common stock. Options generally vest on issuance and expire three to five years after the grant date.

During the year ended December 31, 2025, the Company had the following stock option activity:

	Number of Options Outstandin g	Weighted-Average Exercise Price	Weighted-Average Remaining Term (Years)	Aggregate Intrinsic Value ($'000)
Outstanding at January 1, 2025	440,000	$ 2.00	3.98	$ 880,000
Granted	60,000	$ 2.50	1.38	-
Exercised	-	-	-	-
Forfeited or expired	-	-	-	-
Outstanding at December 31, 2025	500,000	$ 2.06	2.79	$ 1,030,000
Exercisable at December 31, 2025	500,000	$2.06	2.79	$ 1,030,000

The fair value of stock options granted during the year ended December 31, 2025 was estimated using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Expected volatility	459%
Expected term (years)	2.0
Risk-free interest rate	4.07%
Dividend yield	0%
Weighted-average grant-date fair value	$2.50

During the years ended December 31, 2025, and 2024, the Company recorded Stock Option Expense in the amounts of $149,830 and $432,625, respectively.

NOTE 14 – SEGMENT INFORMATION

The Company operates as one operating segment and one reportable segment focused on the development and commercialization of its technology. The Company's Chief Operating Decision Maker ("CODM") is its Chief Executive Officer. The CODM reviews financial information on a consolidated basis, including net loss and operating expenses, to assess performance and make resource allocation decisions.

The CODM evaluates segment performance primarily based on net loss. The Company had no revenues during the year ended December 31, 2025.

Segment Information	**Year ended December 31, 2025**	**Year ended December 31, 2024**
Significant segment expenses:		
General and administrative expenses	$184,360	$7,585,918
Professional fees	$160,982	$547,653
Compensation - related parties	$295,000	$215,817
Interest expense (income)	$50,731	$21,083
Other segment items:		
Other Income	-	$117,760
Segment net income (loss)	$(698,644)	$(8,367,464)

Other segment items consist of the amortization of debt discount, gain or loss on extinguishment of debt and change in fair value of the derivative liability, which together represent a non-cash expense included in net loss.

Because the Company operates as a single reportable segment, segment revenues and segment net loss reconcile directly to the amounts presented in the condensed statements of operations.

The Company had no revenue from external customers during the period. The Company had no long-lived assets as of December 31, 2025. The Company's operations are located in the United States. The Company had no major customers during the period.

NOTE 15 - SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations through the date of these financial statements were available to be issued, August 10, 2026, and has determined that there were no significant subsequent events or transactions that are required to be disclosed in the financial statements for the year ended December 31, 2025, other than as follows.

On January 14, 2026, the Company entered into a Software License Agreement with AgEye Technologies Inc. (AgEye) for the commercialization, distribution, sublicensing, or other monetization of AgEye's proprietary automated indoor farming systems and related software. The Company agreed to issue 2,500,000 common shares to AgEye as an advance royalty payment for six months commencing on the date of the agreement. Commencing six months after the effective date, the Company shall pay to AgEye 1% of net sales resulting from the company's commercialization, distribution, sublicensing, or other monetization of the Licensed Software. On June 30, 2026, the Company issued the 2,500,000 common shares and recorded an advance royalty payment asset of $2,500,000, being the fair value of the shares on the date of issue.

On January 14, 2026, Mr. M Galbraith and Mmes. S Galper and J Hansen resigned as Directors of the Company, and Messrs. P Field, N Genty and C Rowlison were appointed Directors of the Company.

On January 21, 2026, the Company received an advance in the amount of $100,000 from a related party shareholder.

On May 18, 2026, a related party settled certain amounts owing to a creditor. The Company recorded an advance from the related party in the amount of $55,425.

On April 20, 2026, the Convertible Promissory Note issued to an unrelated third party on October 2, 2025, matured. The Note has not been converted or repaid, and accordingly, the Company is currently in default of the Note.

In March 2026, the Company received correspondence from the British Columbia Securities Commission (the "BCSC") indicating that the Company is considered an OTC reporting issuer in British Columbia under Multilateral Instrument 51-105, *Issuers Quoted in the U.S. Over-the-Counter Markets*, and is therefore required to comply with applicable Canadian continuous disclosure filing requirements, including the filing of certain annual and interim financial statements, management's discussion and analysis, annual information forms, insider reports, and personal information forms for certain directors, officers, and insiders.

The Company has engaged Canadian legal counsel and is working with the BCSC to address the matter. In May 2026, the Company and certain officers and directors executed undertakings agreeing, among other things, not to trade or purchase securities of the Company in or from British Columbia, and not to authorize or permit a distribution of the Company's securities in British Columbia, until the Company's Form S-1 or Form S-1/A is declared effective by the SEC and the BCSC confirms that the Company has made the required filings to its satisfaction.

The BCSC has deferred enforcement action to allow the Company time to complete its filing process. As of the date of these financial statements, no cease trade order has been issued, and management is not aware of any other enforcement action pending or contemplated by the BCSC. However, if the Company fails to satisfy its outstanding filing obligations by the applicable deadline, the BCSC could issue a cease trade order prohibiting trading in the Company's securities in British Columbia. On May 21, 2026, the Company, together with its Chief Executive Officer, Chief Financial Officer, and certain directors, executed undertakings with the British Columbia Securities Commission (the "BCSC"). Under the terms of the undertakings, the Company and these individuals agreed not to trade or purchase securities of the Company in or from British Columbia, and not to authorize, permit, or acquiesce in any distribution of the Company's securities in British Columbia, until both (i) the Company's Form S-1 or Form S-1/A is declared effective by the SEC, and (ii) the BCSC confirms in writing that the Company has made the required filings under Multilateral Instrument 51-105 to its satisfaction. The BCSC has deferred enforcement action to allow the Company time to complete its filing process. As of the date of these financial statements, no cease trade order has been issued by the BCSC.

On June 23, 2026, a related party advanced $55,000 to the Company. The advance is interest-free and has no fixed terms for repayment.

On August 7, 2026, the Company issued 129,500 common shares in satisfaction of an obligation to issue shares in connection with monies advanced under a convertible promissory note, which was converted in full on February 27, 2024.