

# BIOFORCE NANOSCIENCES HOLDINGS, INC.

## FORM 10-K (Annual Report)

Filed 04/08/25 for the Period Ending 12/31/24

Address	2020 GENERAL BOOTH BLVD SUITE 230 VIRGINIA BEACH, VA, 23454
Telephone	757-306-6090
CIK	0001310488
Symbol	BFNH
SIC Code	3826 - Laboratory Analytical Instruments
Industry	Other Specialty Retailers
Sector	Consumer Cyclical
Fiscal Year	12/31

**U.S. SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934



**BIOFORCE NANOSCIENCES HOLDINGS, INC.**

(Name of Small Business Issuer in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-51074

(Commission File Number)

74-3078125

(IRS Employer Identification No.)

2020 General Booth Blvd.

Suite 230

Virginia Beach, VA 23454

(Address of principal executive offices)

Registrant's telephone number: (757) 306-6090

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Securities registered under Section 12(b) of the Act:

<b>Title of each class</b>	<b>Ticker symbol(s)</b>	<b>Name of each exchange on which registered</b>
N/A	N/A	N/A

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Securities registered under Section 12(g) of the Act: Common Stock par value \$0.001; Stock symbol: BFNH

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☒

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the 5,843,755 shares of common equity held by non-affiliates computed by reference to the average bid and ask price of \$1.80 per share of the registrant's common stock (as reported on the OTC PINK operated by "The OTC Markets Group, Inc.") at which the common equity was last sold as of the last business day of its most recently completed second fiscal quarter (June 30, 2024) was approximately \$10,518,759.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. At April 7, 2025 the registrant had outstanding 33,521,755 shares of common stock, par value \$0.001 per share.

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In light of the risks and uncertainties inherent in all projected operational matters, the inclusion of forward-looking statements in this Form 10-K, should not be regarded as a representation by us or any other person that any of our objectives or plans will be achieved or that any of our operating expectations will be realized. Our revenues and results of operations are difficult to forecast and could differ materially from those projected in the forward-looking statements contained in this Form 10-K, as a result of certain risks and uncertainties including, but not limited to, our business reliance on third parties to provide us with technology, our ability to integrate and manage acquired technology, assets, companies and personnel, changes in market condition, the volatile and intensely competitive environment in the business sectors in which we operate, rapid technological change, and our dependence on key and scarce employees in a competitive market for skilled personnel. These factors should not be considered exhaustive; we undertake no obligation to release publicly the results of any future revisions we may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

### PART I

For historical information, this report contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such forward-looking statements involve risks and uncertainties, including, among other things, statements regarding our business strategy, future revenues and anticipated costs and expenses. Such forward-looking statements include, among others, those statements including the words “expects,” “anticipates,” “intends,” “believes” and similar language. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.” You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances taking place after the date of this document.

#### ITEM 1. Business.

##### The Company

BioForce Nanosciences Holdings, Inc. (“BioForce” or the “Company”) was previously in the business of manufacturing nano-particular measurement devices and molecular printers, but due to a lack of profitability, the subsidiary of the company that owned that technology filed for bankruptcy. That subsidiary and related technology was later bought out of bankruptcy by an unrelated third party. Subsequently, new management came into the Company to pursue a better business model and now the Company’s mission is to become a leading provider of natural vitamins, minerals and other nutritional supplements, powders and beverages, formulated to promote a healthier lifestyle for active individuals in all age ranges. The Company has provided private labels products with key distributors and manufacturing providers.

BioForce entered into the supplement business in or about 2015. These supplements, powders and beverages offer vitamins and minerals to complement a healthy intake of protein and carbohydrates for active individuals and participants in sports.

BioForce recently changed its business plan and it is in the process of establishing a dynamic marketing campaign to achieve brand awareness of its product offerings to drive business growth through sales of nutrition supplements to retailers, sporting goods retailers, supermarkets, mass merchandisers, and online. BioForce currently markets its products through social media and telemarketing. The Company plans to expand marketing efforts with a direct marketing and B2B (Business to Business) sales campaign, with the eventual expectation to expand throughout the entire United States.

The Company proactively seeks to expand its “BioForce Eclipse” nutritional powder for use into households throughout the U.S., and the Company will approach retail stores, including health food and sporting goods stores to create a vendor relationship. During this phase, the Company will continue to try to advance its social media platform with direct online and targeted advertisements to health conscience individuals.

Nutrition retailers, grocery stores, retail pharmacies, and online stores, like Amazon, will be important channels for the Company’s Eclipse product-lines. In The USA, there are thousands of direct outlets like grocery stores, pharmacies, hospitals, department stores, medical clinics, surgery clinics, universities, nursing homes, prisons, and other facilities which are all targets of potential sales of the vitamin and mineral supplemental products.

The Company plans to offer its products for direct sales on its website at [www.bioforceeclipse.com](http://www.bioforceeclipse.com).

The approximate \$36.0 billion vitamin and supplement manufacturing industry grows on average 2.5% annually.

The Company will seek out retail sales opportunities with gyms, health clubs, and fitness centers with incentive base sales agreements based on volume of sales obtained.

Currently, the Company BioForce Eclipse, a private label brand powder supplements. The product is a mixture of amino acids, key vitamins, and other plant based proteins, essential to the physical well-being of the individual. Protein supplements are known to promote muscular growth, so athletes or others often take them as a dietary supplement to gain muscle mass.

Nutritional Products are made up of a wide range of products, which include supplements, meal replacement products, multivitamins, and convenience products. As these products have increased in popularity, more individuals have been attempting to get in optimal physical condition, wanting to use products that complement their lifestyles, exercise, or athletic regimen. BioForce's Management is aware of other potential products and will continue to evaluate these potential markets and possible new products lines.

BioForce entered into a market that has some reputable players, but has limited leadership. BioForce will work to get the product available through most retail channels, so that customers will see both convenience in purchasing the product, and convenience over having to take numerous different supplements. After BioForce launches its products into the sports nutrition supplement industry, it is anticipated that there will be other firms that will work to offer similar products. This fact magnifies the importance of BioForce's quality and its support of its products.

The initial marketing efforts will focus on the online stores, B2B sales, direct mail, industry trade shows, conventions, and affiliate marketing designed to educate prospective users and distributors, including retail channels, doctors and gyms. Less direct methods will include TV and radio advertising until such time as the Company's budget allows it to upgrade its marketing plan and to do so effectively.

BioForce Nanosciences Holdings, Inc. maintains an executive office in Virginia Beach, Virginia. All marketing, sales, and customer support will be managed from its Virginia Beach Office. Private labeling is done on a contractual basis unless an opportunity to vertically integrate production makes fiscal sense.

BioForce Nanosciences Holdings sells the BioForce Eclipse powder multivitamin and mineral supplement without non-compete and non-disclosure agreements. The Company currently private labels the powder through a manufacturer located in Virginia. The Company has a Supplier Agreement with this manufacturer that gives the Company non-exclusion rights to market the product. The distributor owns the rights to the formula for this product. If the Company can source product in a more cost-effective way without diminished quality, the Company would evaluate such opportunities when presented. Currently, the distributor who provides the private label powder provides "Consignment Terms," which allows us to only pay for the product when it is sold.

In addition to manufacturing the product, this private label vitamin distributor also offers custom labeling and packaging of the product. BioForce utilizes these services, and will seek out examples from other potential manufacturer and distributor of future products to ensure that the quality of work reflects the Company's standards for presentation and quality.

The FDA has rules regarding the fitness for consumption of foods as well as vitamins and supplements sold to the public, and those laws apply to our product. However, our product does not require pre-clearance like a drug in order to be sold into the marketplace.

BioForce's management understands that similar competing products are available to the consumer, and customers may consider switching from BioForce Eclipse to a competitor's product. Manufacturers and distributors who provide private label services generally incentivize larger orders, which the Company might not be financially able to provide. Management remains conscious of changes in the marketplace, its relationship with the Private Label manufacturer distributor, and other risk associated with supply chain issues.

BioForce's dietary supplements and vitamins cannot take the place of a well-balanced diet. Some people believe that the ingestion of supplements, pills and beverages can make up for poor eating habits; but vitamin and mineral supplements don't offer a wellness solution. None of BioForce's products are approved by the FDA and are sold without doctors prescriptions through the Company's marketing channels.

The Company caters to the needs of customers with a focus on the elderly and athletes across numerous sports, ages, and economic backgrounds.

The Company plans to offer numerous products beyond nutritional supplement powder, but will only offer products that advance the BioForce product-line name, "BioForce Eclipse" (See Fig. 1-product labels).

The aging baby boomers, report regular use of multivitamin and multi-mineral supplements at a higher rate than other demographic group. Recent surveys have indicated that women, Caucasians, individuals with higher education levels, people with lower body mass indexes and people with higher physical activity levels were more likely to use supplements. These groups were also most likely to talk to a doctor about the need for supplements, because they knew about their benefits, they are subject to a higher risk of deficiencies, or had a family history of medical type issues.


Health conscience "Baby Boomers," sports participants, and other active individuals continue to extend their health education awareness. The industry's traditional focus on these groups is shifting to an ever-expanding group that includes recreational and lifestyle users, such as fitness enthusiasts, weekend athletes and gym-goers, of all ages.

BioForce will provide its consumer base with products that serve their health needs, and which add value even beyond their needs. The Company first introduced its multivitamin and mineral supplemental powder product, "BioForce Eclipse" in December, 2014." With the introduction of this first product, BioForce advances the Company's name offering additional products that meet the standards for a healthy lifestyle. BioForce Eclipse is a private label branding produced by Body Align, LLC from a distributor located in Virginia, USA.

The Company had no customer during its 2022 and 2023 fiscal years. Customers are not required to purchase the product in the future and the Company's marketing plan is to broaden the Company's customer base.

The Company intends to increase its U.S. market share by offering new incentives and promotions to attract customers on trying its products. The Company intends to market a new biodegradable, recyclable container of its products to attract environmentally conscience customers and to develop new markets. BioForce will evaluate the success of its marketing objectives and determine which marketing strategy provides the best results. As sale volumes increase, we expect that it will become necessary to hire sales associates.

The Company in May 2020 formed a wholly-owned subsidiary, Element Acquisition Corporation, a Wyoming corporation, with unlimited common shares authorized, par value \$0.001. Element Acquisition Corporation was formed to pursue potential acquisitions in the media, entertainment, media technology and sports sectors. The Company on October 15, 2020 changed the name of its wholly-owned subsidiary Element Acquisition Corporation, a Wyoming corporation, to BioForce Nanosciences Holdings, Inc, a Wyoming corporation. On December 14, 2021, the Company changed the name of its wholly-owned subsidiary to Element Global, Inc.



## Supplement Facts

Serving Size: 2 Scoops (13.5 grams)  
Serving Per Container: 30

	Amount Per Serving	% Daily Value
Calories	10	
Total Fat	0g	0%*
Total Carbohydrate	2g	1%*
Total Sugars	0g	**
Protein	0g	
Vitamin C (Ascorbic Acid)	400mg	444%
Vitamin B6	2mg	118%
Vitamin B12 (Methylcobalamin)	6mcg	250%
Magnesium (Ascorbate, Glycinate)	32mg	8%
Potassium (Citrate)	50mg	1%
Vitamin D3 (Cholecalciferol)	1,000IU	**
Folate (Folic Acid)	500mcg	**
Proprietary Blend	10g	**
L-Arginine Alpha-Ketoglutarate, L-Citrulline, L-Lysine, L-Histidine, L-Proline, L-Taurine, Beet Root Extract, Watermelon Juice Powder, Beta-Carotene, Resveratrol,		

### Other Ingredients

Xylitol, Peach Mango Flavor, Citric Acid, Peach Flavor, Sweet Leaf Stevia

\*Percentage Daily Values are based on a 2,000 calorie diet.  
\*\*Daily Value Not Established.

Figure 1- product labels



The FDA has rules regarding the fitness for consumption of foods as well as vitamins and supplements sold to the public, and those laws apply to our product. However, our product does not require pre-clearance like a drug in order to be sold into the marketplace. These rules could change, however.

### **Wholly-owned Subsidiary**

Element Global, Inc., a Wyoming Corporation is a wholly-owned subsidiary of BioForce Nanosciences Holdings, Inc., Mr. Merle Ferguson and Mr. Richard Kaiser are Board of Directors of the wholly-owned subsidiary, Element Global, Inc..

### **Reverse Stock Split**

On December 2, 2019, The Board of Directors of the Company unanimously approved an amendment to the Company's Articles of Incorporation in order to effect a plan of recapitalization that provides for a one-for-five (1-for-5) reverse stock split of our common stock. Pursuant to written resolutions, the shareholders of the Company voted to approve the proposal to authorize the reverse split. The reverse stock split took effect, after filing a Certificate of Amendment to the Articles of Incorporation with the Secretary of State of Nevada. The amended Articles of Incorporation did not change the authorized shares. The common and preferred shares have a par value of \$0.001 per share. Based on the amended Articles of Incorporation the Company has 10,000,000 Series 'A' Preferred shares outstanding, and each share has voting and conversion rights so that one Series 'A' Preferred is equivalent 100 common shares (see Exhibit 3.2). As of the date of this filing, there are no Series 'A' Preferred shares issued or outstanding.

### **Memorandum of Understanding ("MOU")**

June 02, 2021, Bioforce Nanosciences Holdings, Inc. entered into another Memorandum of Understanding (MOU) with Element Global, Inc. (ELGL), a Utah Corporation. This MOU contemplates a proposed transaction between the entities that provides for BFNH to acquire all of the assets controlled by ELGL. The closing of the transaction is subject to due diligence and the execution of a definitive agreement. As of the date of this filing, the MOU is still open and active.

### **Officer Appointments**

On November 29, 2021, the Board of Directors (the "Board") of BioForce Nanosciences Holdings, Inc. (the "Company") appointed both Mr. Steve Gagnon and Mr. John LaViolette as Co-Chief Executive Officers (Co-CEOs), effective November 30, 2021. In addition, on November 29, 2021, the Board of Directors of BioForce Nanosciences Holdings, Inc. appointed Sasha Shapiro as President, effective November 30, 2021. On November 29, 2021, the Board of Directors accepted the resignation of Mr. Merle Ferguson as Chief Executive Officer and President, effective November 30, 2021. Mr. Ferguson remains Chairman of the Board of Director of BioForce Nanoscience, Inc. There were no disagreements, no arguments, no conflicts and no disputes with the Company's officers, directors, auditors, and other professional service providers on his decision to step down as CEO and President.

### **Employees**

The Company has three full time employees, Mr. Merle Ferguson, its Chairman, Mr. Richard Kaiser, its CFO and Secretary, and Mr. Steve Gagnon, Co-CEO.

### **Transfer Agent**

Our transfer agent is Transfer Online, Inc. whose address is 512 SE Salmon Street, Portland, Oregon 97214, and telephone number is (503) 227-2950, email [info@transferonline.com](mailto:info@transferonline.com).

### **Company Contact Information**

Our principal executive offices are located at 2020 General Booth Blvd. Unit 230, Virginia Beach, Virginia 23454, telephone (757) 306-6090, website: [www.bioforceeclipse.com](http://www.bioforceeclipse.com), and email: [info@bioforceeclipse.com](mailto:info@bioforceeclipse.com).

### **ITEM 1A. Risk Factors.**

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information called for under this item.

**ITEM 2. Properties.**

The Company makes use of the office space of Yes International, which is owned and operated by Richard Kaiser, a Director, CFO and the Secretary of the Company. As a result, the Company neither rents nor owns any properties. The Company currently has no policy with respect to investments or interests in real estate, real estate mortgages or securities of, or interests in, persons primarily engaged in real estate activities.

**ITEM 3. Legal Proceedings.**

At this time, there are no material pending legal proceedings to which the Company is a party or as to which any of its property is subject, and no such proceedings are known to the Company to be threatened or contemplated against it.

**ITEM 4. Mine Safety Disclosure- (Removed and Reserved).**

Not applicable to this Company.

**PART II****ITEM 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our common stock has been traded on the OTC PINK since April 15, 2009, under the symbol “BFNH.”

The following table sets forth the high and low bid prices for our common stock on the OTC PINK as reported by various market makers for 2024 and 2023. The quotations do not reflect adjustments for retail mark-ups, mark-downs, or commissions and may not necessarily reflect actual transactions.

<b>2023 Quater Ended:</b>	<b>High</b>	<b>Low</b>
March 31, 2023	\$0.99	\$0.99
June 30, 2023	\$1.45	\$1.28
September 30, 2023	\$1.94	\$1.85
December 31, 2023	\$2.01	\$1.85
<b>2024 Quater Ended:</b>	<b>High</b>	<b>Low</b>
March 31, 2024	\$1.70	\$1.70
June 30, 2024	\$1.80	\$1.80
September 30, 2024	\$1.10	\$1.10
December 31, 2024	\$0.3415	\$0.3415

As of December 31, 2024, we were authorized to issue 900,000,000 shares of our common stock, of which 29,271,755 shares were outstanding. Our shares of common stock are held by approximately 235 stockholders of record. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of our common stock whose shares are held in the names of various securities brokers, dealers, and registered clearing agencies.

**Preferred Shares**

In addition to our authorized common stock, BioForce Nanosciences Holdings, Inc. is authorized to issue 100,000,000 shares of preferred stock, par value at \$0.001 per share. Based on the amended Articles of Incorporation the Company has 10,000,000 Series ‘A’ Preferred shares authorized and each share has voting and conversion rights of 100 common shares (see Exhibit 3.2). This leaves a balance of 90,000,000 “Blank Check” Preferred, with no shares issued or designated. As of the date of this filing, there are no Series ‘A’ Preferred issued or outstanding. There is no trading market for our preferred stock.

**Dividends**

We have not paid or declared any dividends on our common stock, nor do we anticipate paying any cash dividends or other distributions on our common stock in the foreseeable future. Any future dividends will be declared at the discretion of our board of directors and will depend, among other things, on our earnings, if any, our financial requirements for future operations and growth, and other facts as our board of directors may then deem appropriate.

## **ITEM 6. Selected Financial Data.**

Not applicable.

## **ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

THE FOLLOWING DISCUSSION SHOULD BE READ TOGETHER WITH THE INFORMATION CONTAINED IN THE CONSOLIDATED FINANCIAL STATEMENTS AND RELATED NOTES INCLUDED ELSEWHERE IN THIS ANNUAL REPORT ON FORM 10-K.

The following discussion reflects our plan of operation. This discussion should be read in conjunction with the financial statements which are attached to this report. This discussion contains forward-looking statements, including statements regarding our expected financial position, business and financing plans. These statements involve risks and uncertainties. Our actual results could differ materially from the results described in or implied by these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this report, particularly under the headings "Special Note Regarding Forward-Looking Statements."

Unless the context otherwise suggests, "we," "our," "us," and similar terms, as well as references to "BFNH" and "BioForce Nanosciences Holdings," all refer to the "Company".

The Company's mission is to become a leading provider of natural vitamins, minerals and other nutritional supplements, powders and beverages, formulated to promote a healthier lifestyle for active individuals in all age ranges.

For a complete discussion of our former businesses, please see our previous Form 10-Ks, 10-Qs, and 8-Ks filed with the SEC.

### **Going Concern**

On December 31, 2024, we had total assets of \$862 and total liabilities of \$2,302,454. In the absence of significant revenue and profits, we will be completely dependent on additional debt and equity financing. If we are unable to raise needed funds on acceptable terms, we will not be able to execute our business plan, develop or enhance existing services, take advantage of future opportunities, if any, or respond to competitive pressures or unanticipated requirements. If we do not obtain sufficient capital, we will not be able to continue operations.

As of December 31, 2024, BioForce had an accumulated deficit of \$161,120,166 which included a net loss of \$490,437. Also, during the year ended December 31 2024, we used net cash of \$61,474 for operating activities. These factors raise substantial doubt about our ability to continue as a going concern.

While we are attempting to generate revenues, our cash position may not be significant enough to support our daily operations. Management intends to raise additional funds by way of an offering of our debt or equity securities. Management believes that the actions presently being taken to further implement our business plan and generate revenues provide the opportunity for BioForce to continue as a going concern. While we believe in the viability of our strategy to generate revenues and in our ability to raise additional funds, we may not be successful.

Our ability to continue as a going concern is dependent upon our capability to raise additional funds and to further implement our business plan and generate revenues.

### **Results of Operations**

#### ***Year Ended December 31, 2024 Compared to Year Ended December 31, 2023.***

Revenues for the Company's year ended December 31, 2024 and December 31, 2023 totaled \$-0- from the sales of its vitamin supplements.

Cost of Goods Sold for the year ended December 31, 2024 and December 31, 2023 totaled \$-0- . Company had -0- unit sales of the "BioForce Eclipse" supplement product in 2024 and 2023.

Gross margins for year ended December 2024 and 2023 was \$-0- due to -0- units sold of the "BioForce Eclipse" supplement product.

Gross profit for the year ended December 31, 2024 and 2023 was \$-0- due to -0- sales of the Company's vitamin supplement product.

General and Administrative expenses for the year ended December 31, 2024 totaled \$67,437 compared to \$48,953 for December 31, 2023, primarily due to increases in professional service fees.

Total Expense for the year ending December 31, 2024 was \$490,437 compared to \$471,953 for year ending December 31, 2023, the increase was from higher General and Administrative fees in 2024.

### **Net Loss**

Net loss for the years ended December 31, 2024 and 2023 were \$490,437 and \$471,953, respectively. The increase in loss was due to increases in General and Administrative paid expenses.

### **Liquidity and Capital Resources:**

As of December 31, 2024, our assets totaled \$862 in cash. The Company's total liabilities were \$2,302,454 which consisted of accounts payable and accrued expenses, accrued board of directors compensation and amounts due to related parties. As of December 31, 2024, the Company had an accumulated deficit of \$161,120,166 and working capital deficit of \$2,301,592.

For the year ended December 31, 2024, net cash used in operations of \$61,250 was the result of a net loss of \$490,437, from an increase in accounts payable and accrued expenses of \$6,187 and from accrued board of directors compensation of \$423,000.

For the year ended December 31, 2023, net cash used in operations of \$46,702 was the result of a net loss of \$471,953, from accounts payable and accrued expenses of \$2,251 and from accrued board of directors compensation of \$423,000.

The Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. As indicated herein, we need capital for the implementation of our business plan, and we will need additional capital for continuing our operations. We do not have sufficient revenues to pay our operating expenses at this time. Unless the Company is able to raise working capital, it is likely that the Company will either have to cease operations or substantially change its methods of operations or change its business plan. For the next 12 months the Company has an oral commitment from its Chairman, Merle Ferguson, to advance funds as necessary to meeting our operating requirement.

### **Investing Activities**

Net cash used in investing activities was \$0 for both calendar years ended December 31, 2024, and 2023.

### **Cash from Financing Activities**

Net cash provided by financing activities was \$61,474 for year ended December 31, 2024, and was \$46,606 for year ended December 31, 2023.

### **Critical Accounting Policies**

Our consolidated financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that impact the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Critical accounting policies include revenue recognition and impairment of long-lived assets.

## Revenue Recognition

In accordance with ASC Topic 606, Revenue from Contracts with Customers (“ASC 606”), revenues are recognized when control of the promised goods or services is transferred to our clients, in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods and services. To achieve this core principle, we apply the following five steps: *1) Identify the contract with a client; (2) Identify the performance obligations in the contract; (3) Determine the transaction price; (4) Allocate the transaction price to performance obligations in the contract; and (5) Recognize revenues when or as the company satisfies a performance obligation.*

We adopted this ASC on January 1, 2018. Although the new revenue standard is expected to have an immaterial impact, if any, on our ongoing net income, we did implement changes to our processes related to revenue recognition and the control activities within them.

## Stock-Based Compensation

We account for employee and non-employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation—Stock Compensation*, which requires all share-based payments, including grants of stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

## Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and is evaluating any that may impact its financial statements, including revenue recognition. The Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

## Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

## ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

## ITEM 8. Financial Statements and Supplementary Data.

The financial statements and related notes are included as part of this report as indexed in the appendix on page F-1, *et seq.*

## ITEM 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosures.

There are no disagreements with the accountants on accounting and financial disclosures.

## ITEM 9A. Controls and Procedures.

### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Annual Report on Form 10-K. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our Principal Executive Officer and Principal Financial Officer, after considering the existence of material weaknesses identified, determined that our internal control over financial reporting disclosure controls and procedures were not effective as of December 31, 2024.

## Evaluation of Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including our Principal Executive Officer and Principal Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2024. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control – Integrated Framework (2013).

We identified the following deficiencies which together constitute a material weakness in our assessment of the effectiveness of internal control over financial reporting as of December 31, 2024:

- The Company has inadequate segregation of duties within its cash disbursement control design.
- During the year ended December 31, 2024, the Company internally performed all aspects of its financial reporting process, including, but not limited to the underlying accounting records and the recording of journal entries and for the preparation of financial statements. This process was deficient, because these duties were performed often times by the same people, and therefore a lack of review was created over the financial reporting process that might result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the SEC. These control deficiencies could result in a material misstatement to our interim or annual financial statements that would not be prevented or detected.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control system, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

We regularly review our system of internal control over financial reporting to ensure that we maintain an effective internal control environment. If deficiencies appear in our internal controls, management will make changes that address those deficiencies.

### **Changes in Internal Control Over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting that occurred during the year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## ITEM 9B. Other Information.

### Subsequent Event

On January 24, 2025, the Board of Directors agreed to issue 4,250,000 restricted shares to pay \$2,173,000 in accrued pay for directors, officers and related party fees.

## ITEM 10. Directors, Executive Officers and Corporate Governance.

The following table provides information concerning our officers and directors. All directors hold office until the next annual meeting of stockholders or until their successors have been elected and qualified.

NAME	AGE	POSITION
Merle Ferguson	77	CEO/President/Treasurer/Director
Richard Kaiser	60	CFO/Secretary/Director
Steve Gagnon	63	Co-CEO
John LaViolette	63	Co-CEO
Sasha Shapiro	62	President

## BIOGRAPHY

Mr. Ferguson became Chairman of the Board of the Company on July 8, 2013, and subsequently on December 1, 2016 he also became CEO and President of the Company. On November 29, 2021, the Board of Directors accepted the resignation of Mr. Merle Ferguson as Chief Executive Officer and President, effective November 30, 2021. Mr. Ferguson remains Chairman of the Board of Director of BioForce Nanoscience, Inc. Prior to that, he had no relationship with the Company. Mr. Ferguson attended Yakima Valley College from 1964-1966 with a major in forestry and a minor in Business Management. In April of 1966, he enlisted in the United States Marine Corps, serving two tours in Vietnam, and was honorably discharged in 1970. From January 12, 2010 to March, 19, 2019, Mr. Ferguson served as Chairman, Secretary, Treasurer and a majority shareholder of Predictive Technology Group, Inc., a company located in Salt Lake City, Utah, a biotech company involved in the manufacturing and marketing of products involving stem cells and genetic therapeutics. Predictive Technology Group, Inc.'s stock trades under the symbol PRED. From January 2009 to the present, Mr. Ferguson has served as Chairman, President, CEO, CFO and majority owner of Element Global, Inc., located in Virginia Beach, Virginia. Element Global provides mining, media and energy services. The stock of Element Global trades on the OTC Markets Pink, no information market. Beginning in May, 2014, Mr. Ferguson also became Chairman and President of Element Global. From January 2002 to 2014, Mr. Ferguson served as an Officer and Director of Gold Rock. Since 2014, he has also served as President, Chairman and CEO of Gold Rock Holdings, Inc. ("Gold Rock"), located in Virginia Beach, Virginia, which Gold Rock Holdings provides underground construction management services for laying fiber optic and copper cables. As of October 2024, Mr. Ferguson resigned as CEO and remains Chairman and President. Gold Rock Holdings, Inc. is a stock that is traded on the over-the-counter market. From November 2018 to June 2023, Mr. Ferguson served as a Chairman and CEO of Bravo Multinational, Inc., a public company formed under the laws of Wyoming with its headquarters located in Virginia Beach, VA. The Board reviewed Mr. Ferguson's background and it considers him as qualified to fill this position, due to his extensive business experience and work with public companies.

On or about July 1, 2013, Mr. Kaiser became the Registrant's Secretary and Director. Since December 1, 2016, Mr. Kaiser serves in the roles of CFO, corporate secretary and corporate governance officer. Prior to that, Mr. Kaiser provided services to the Registrant through his Company, Yes International, Inc. He has served as an officer and Co-Owner of Yes International since July, 1991. Yes International is a full-service EDGAR conversion, investor relations and venture capital firm located in Virginia Beach, Virginia. In 1990, Mr. Kaiser received a Bachelor of Arts degree in International Economics from Oakland University (formerly known as Michigan State University-Honors College). The Board reviewed Mr. Kaiser's background and considered him qualified for his position due to his educational background and his experience with SEC filings and public companies. From April 1, 2015 to the present, Mr. Kaiser has also served as a director, secretary, and CFO of Bravo Multinational, Inc., a public company formed under the laws of Wyoming with its headquarters located in Virginia Beach, VA. Bravo is in the business of buying and selling casino gaming equipment. In August 2022, Mr. Kaiser became a Director and Chief Financial Officer of Gold Rock Holdings, Inc., a Nevada Corporation with offices in Virginia Beach, VA. Gold Rock Holdings provides underground construction management services for laying fiber optic and copper cables. Gold Rock Holdings, Inc. is traded on the over the counter market. The Board reviewed Mr. Kaiser's background and it considers him as qualified to fill this position, due to his extensive business experience and work with public companies.

Steven Gagnon became Co-CEO, November 30, 2021. Steve Gagnon is the Co-Founder and Co-CEO of Element International Inc., and is Director, Co-CEO and COO of Element Global, Inc. The stock of Element Global trades on the OTC Markets Pink, no information expert market. Mr. Gagnon has a 20-year history in media in the financing and production of film, television and music videos. Mr. Gagnon served as President of the sports group of Madison Sports and Entertainment Group, Inc., and worked as a supervisor in the offshore oil and construction industry for International Underwater Contractors. The Board reviewed Mr. Gagnon's background and it considers him as qualified to fill this position, due to his extensive business experience and work with public companies.

John LaViolette became Co-CEO, November 30, 2021. John LaViolette is the Co-Founder and Co-CEO of Element International Inc, and Co-CEO and Director of Element Global, Inc. The stock of Element Global trades on the OTC Markets Pink, no information expert market. Mr. LaViolette was also a senior partner in the entertainment law firm of Bloom, Hergott, Diemer, Rosenthal, LaViolette, Feldman, Schenkman & Goodman LLP. He has deep relationships with all major Hollywood studios and networks and has represented a vast number of "A-list" actors, writers, and directors. The Board reviewed Mr. LaViolette's background and it considers him as qualified to fill this position, due to his extensive business experience and work with public companies.

Sasha Shapiro became President, November 30, 2021. Sasha Shapiro is President and Director of Element Global, Inc. and Vice Chairman and President of Element Media Group. The stock of Element Global trades on the OTC Markets Pink, no information expert market. Mr. Shapiro is Managing Director of Media Content Capital, a private equity fund focused on investments in early/medium-stage media, internet, and entertainment companies. He has held senior management positions at Warner Bros Studios and Pacifica Ventures and has served as a producer on films including Fury, Sabotage, Fading Gigolo, Dirty Grandpa, Rock the Kasbah, Naked and Ophelia. He sits on the Board of Directors of Sonifi Solutions, QED International, Covert Media and VR MediaTech. The Board reviewed Mr. Shapiro's background and it considers him as qualified to fill this position, due to his extensive business experience and work with public companies.

## BOARD OF DIRECTORS AND COMMITTEES

The Board of Directors acts as the Audit Committee and the Board has no separate committees. The Company has no qualified financial expert, because it has inadequate financial resources at this time to hire such an expert. The Company anticipates that a qualified financial expert will be obtained when the Company's financial position improves.

## ITEM 11. Executive Compensation.

The table below summarizes the compensation during the last two fiscal years received by our executive officers:

Name and Principal Position	Year	Salary \$(2)	Stock Award (\$)	Total \$(1)(2)(3)
Merle Ferguson Chairman (1)(2)	2023	\$-0-	\$-0-	\$-0-
	2024	\$-0-	\$-0-	\$-0-
Richard Kaiser CFO, Secretary and Director (2)	2023	\$-0-	\$-0-	\$-0-
	2024	\$-0-	\$-0-	\$-0-
Steve Gagnon (3) Co-CEO	2023	\$-0-	\$-0-	\$-0-
	2024	\$-0-	\$-0-	\$-0-
John LaViolette (3) Co-CEO	2023	\$-0-	\$-0-	\$-0-
	2024	\$-0-	\$-0-	\$-0-
Sasha Shapiro (3) President	2023	\$-0-	\$-0-	\$-0-
	2024	\$-0-	\$-0-	\$-0-



- (1) Does not include perquisites and other personal benefits, or property, unless the aggregate amount of such compensation is more than \$10,000.
- (2) Employment agreements were entered into with Mr. Ferguson and Mr. Kaiser. Under the terms of those employment agreements Mr. Ferguson is owed \$1,375,495 and Mr. Kaiser is owed \$644,022 through the year-ended December 31, 2024. Those amounts have been accrued by the Company, but not paid. These wages may or may not be paid in the future or, in the alternative, the Company could issue stock in lieu of those payments (See Part II, Item 9B-Subsequent Events)
- (3) The Board of Directors of BioForce Nanosciences Holdings, Inc. on November 30, 2021 appointed both Mr. Steve Gagnon and Mr. John LaViolette as Co-Chief Executive Officers (Co-CEOs), and appointed Sasha Shapiro as President. As of the date of the filing no compensation package has yet to be determined.

### **Employment Agreements**

On March 31, 2020, the Board of Directors approved the employment agreement for Mr. Merle Ferguson as the Company's Chairman, CEO, and President. In consideration of the execution of the Agreement, and the performance of his obligations hereunder, as President shall receive a fee of Two Hundred Eighty Eight Dollars US (\$288,000) per year for five (5) years of services rendered with a start date of March 23, 2020; payable in new common S3, S8, or restricted shares (dependent upon registration availability), cash or combination of cash and shares of BioForce Nanosciences Holdings, Inc. Further, Mr. Ferguson was issued One Million Five Hundred Thousand (1,500,000) Preferred 'A' Shares, par value \$0.001, as a one-time signing bonus per this employment agreement. Subsequently, on December 04, 2020, Mr. Merle Ferguson returned these Preferred Series 'A' shares and they were cancelled by the Board in exchange for 11,000,000 common shares, par value \$0.001. These shares were issued pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933. The issuance was not a public offering as defined in Section 4(2) due to the limited number of persons that received the shares, and the manner of the issuances. In addition, the transfer of the common stock represented that Mr. Ferguson had the necessary investment intent as required by Section 4(2) and agreed to receive share certificates or book-entry shares containing a legend that states the securities were restricted pursuant to Rule 144 of the Securities Act. On November 29, 2021, the Board of Directors accepted the resignation of Mr. Merle Ferguson as Chief Executive Officer and President, effective November 30, 2021. Mr. Ferguson remains Chairman of the Board of Director of BioForce Nanoscience, Inc. and his March 31, 2020 contract remains in effect.

On March 31, 2020, the Board of Directors approved the employment agreement of Mr. Richard Kaiser as the Company's Director, CFO, and Secretary. In consideration of the execution of the Agreement, and the performance of his obligations hereunder, as Chief Financial Officer shall receive a fee of One Hundred Thirty Five Thousand Dollars US (\$135,000) per year for five (5) years of services rendered with a start date of March 25, 2020; payable in registered shares or restricted shares (dependent upon registration availability), cash or combination of cash and shares of BioForce Nanosciences Holdings, Inc. Further, Mr. Kaiser was issued Five Hundred Thousand (500,000) Preferred 'A' Shares, par value \$0.001, as a one-time signing bonus per the employment agreement. Subsequently, on December 04, 2020, Mr. Richard Kaiser returned these Series 'A' Preferred shares and they were cancelled by the Board in exchange for 3,000,000 common shares, par value \$0.001. These shares were issued pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933. The issuance was not a public offering as defined in Section 4(2) due to the limited number of persons that received the shares, and the manner of the issuances. In addition, the transfer of the common stock represented that he had the necessary investment intent as required by Section 4(2) and agreed to receive share certificates or book-entry shares containing a legend that states the securities were restricted pursuant to Rule 144 of the Securities Act.

As of the date of this filing, Mr. Steve Gagnon and Mr. John LaViolette are Co-Chief Executive Officers (Co-CEOs), and Sasha Shapiro is the President. These executive positions are held without employment agreements; compensation has yet to be determined.

### **Stock Options**

The Company had no stock options outstanding at December 31, 2024.

### **Board of Directors Compensation**

Our executive directors did not receive any compensation for their service as Directors of the Company for the years ended December 31, 2024.

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The following table sets forth certain information regarding the beneficial ownership of our common stock as of December 31, 2024, by (i) each person who is known by us to own beneficially more than 5% of our outstanding common stock; (ii) each of our officers and directors; and (iii) all of our directors and officers as a group.

<b>Name and Address of Beneficial Owner</b>	<b>Amount of Common Stock Beneficially Owned</b>	<b>Percentage Ownership of Common stock (1)</b>
Merle Ferguson 1750 Barbara Lane Encinitas, CA 92024	15,000,000 (2)	51.24%
Richard Kaiser 3419 Virginia Beach Blvd., Suite 252 Virginia Beach, VA 23452	5,088,000 (3)	17.38%
Susan Donohue 1239 Artic Street Antigo, WI 54409	4,970,000 (4)	13.56%
Steve Gagnon 2020 General Booth Blvd., Unit 230 Virginia Beach, VA 23454	-0- (5)	0%
John LaViolette 2020 General Booth Blvd. ,Unit 230 Virginia Beach, VA 23454	-0- (5)	0%
Sasha Shapiro 2020 General Booth Blvd., Unit 230 Virginia Beach, VA 23454	-0- (5)	-0-%
All Officers and Directors as a Group (5 persons)	24,088,000	68.62%

- (1) Applicable percentage ownership is based on 29,271,755 shares outstanding as of December 31, 2024. There are no options, warrants, rights, conversion privilege or similar right to acquire the common stock of the Company outstanding as of December 31, 2023.
- (2) Mr. Ferguson owns directly 15,000,000 shares of common stock.
- (3) Mr. Kaiser owns directly 5,050,000 shares of common stock and he owns indirectly 38,000 shares beneficially through his Company, Yes International, Inc.
- (4) Ms. Donohue owns her 3,970,000 shares beneficially indirectly through her wholly owned companies, TJJR Enterprises, Inc. and Trade Exchange International, Inc. Ms. Donohues is not an officer or director of the Company.
- (5) Mr. Steve Gagnon, Co-CEO, and Mr. John LaViolette Co-CEO, and Mr. Sasha Shapiro, President, as of December 31, 2023 these gentlemen did not own any of the Company's stock.

**RECENT SALES OF UNREGISTERED SECURITIES.***2023 Unregistered Securities*

The Company issued no unregistered securities in 2023.

*2024 Unregistered Securities*

The Company issued no unregistered securities in 2024.

All securities issuances described above are deemed “restricted securities” within the meaning of that term as defined in Rule 144 of the Securities Act and have been issued pursuant to the “private placement” exemption under Section 4(2) of the Securities Act. Such transactions did not involve a public offering of securities. All purchasers in the private placement had access to information on the Company necessary to make an informed investment decision. The Company has been informed that all purchasers were able to bear the economic risk on investment in the Company. the new shareholders are aware that the securities were not registered under the Securities Act, and cannot be re-offered or re-sold unless they are registered or are qualified for sale pursuant to an exemption from registration. The transfer agent and registrar of the Company will be instructed to mark “stop transfer” on its ledger regarding these shares.

## **REPORTS TO SECURITY HOLDERS**

The public may read and copy any materials the Company files with the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Additionally, the SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, which can be found at <http://www.sec.gov>

### **ITEM 13. Certain Relationships and Related Transactions and Director Independence.**

Mr. Merle Ferguson, the Company’s Chairman paid in 2024 \$33,670 and he paid in 2023 \$43,568 of the Company’s expenses.

Mr. Richard Kaiser, the Company’s CFO and Director paid in 2024 \$19,729 and paid in 2023 \$3,038 of the Company’s expenses.

Mr. Merle Ferguson and Mr. Richard Kaiser are Board Members and Officers of the Company’s wholly-owned subsidiary, Element Global, Inc., a Wyoming Corporation.

### **ITEM 14. Principal Accounting Fees and Services.**

#### **Audit Related Fees**

The aggregate fees billed by BF Borges CPA PC for audit and review services for financial statements for the year ended December 31, 2024 was \$20,000 and for the year ended December 31, 2023 was \$38,500.

The aggregate fees billed by Michael Gillespie & Associates, CPAs, PLLC for audit and review services for financial statements for the year ended December 31, 2024 was \$18,750 (On May 7, 2024, the Company’s changed its PCAOB auditing firm to Michael Gillespie & Associates, CPAs ,PLLC.)

#### **Tax Fees**

There were no aggregate fees billed by BF Borges CPA PC for professional services rendered for tax services for the fiscal years ended December 31, 2023.

There were no aggregate fees billed by Michael Gillespie & Associates, CPAs, PLLC. for professional services rendered for tax services for the fiscal years ended December 31, 2024.

#### **All Other Fees**

There were no other fees billed by BF Borgers CPA PC for professional service rendered for the fiscal years ended December 31, 2023, other than as stated under the captions Audit Fees, Audit-Related Fees, and Tax Fees.

There were no other fees billed by Michael Gillespie & Associates, CPAs, PLLC. for professional service rendered for the fiscal years ended December 31, 2024, other than as stated under the captions Audit Fees, Audit-Related Fees, and Tax Fees.

**ITEM 15. Financial Statements and Exhibits.**

Index to Financial Statements F-1- F-9

(b) Index to Exhibits.

Exhibit No.	Description of Exhibit
<a href="#"><u>3.1</u></a>	Certificate of Incorporation (1)
<a href="#"><u>3.2</u></a>	Amended Articles of Incorporation (1)
<a href="#"><u>3.3</u></a>	Bylaws (1)
<a href="#"><u>10.1</u></a>	Employment Agreement – Merle Ferguson (1)
<a href="#"><u>10.2</u></a>	Employment Agreement - Kaiser (1)
<a href="#"><u>10.4</u></a>	Supplier Agreement (Previously filed as Exhibit 10.1 Form 10/A) (1)
<a href="#"><u>31.1</u></a>	Certification Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.(2)
<a href="#"><u>31.2</u></a>	Certification Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002. (2)
<a href="#"><u>32.1</u></a>	Certification Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002. (2)
<a href="#"><u>32.2</u></a>	Certification Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.(2)
101	XBRL Instance Document (XBRL tags are embedded within the Inline XBRL document) (2)

(1) Previously filed

(2) Filed herewith

## SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

### BIOFORCE NANOSCIENCES HOLDINGS, INC.

Date: April 8, 2025

By: /s/ Steve Gagnon

Chief Executive Officer

By: /s/ Richard Kaiser

Richard Kaiser, Director, Chief Financial Officer, Principal Accounting Officer and Secretary

**BIOFORCE NANOSCIENCES HOLDINGS, INC. AND SUBSIDIARY**

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FINANCIAL REPORTS  
AT  
DECEMBER 31, 2024

**BIOFORCE NANOSCIENCES HOLDINGS, INC. AND SUBSIDIARY**

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**MICHAEL GILLESPIE & ASSOCIATES, PLLC**  
**CERTIFIED PUBLIC ACCOUNTANTS**  
Vancouver, WA 98666  
206.353.5736

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders, Board of Directors & Shareholders  
Bioforce Nanosciences Holdings, Inc. and Subsidiary

**Opinion on the Financial Statements**

We have audited the accompanying restated balance sheets of Bioforce Nanosciences Holdings, Inc. and Subsidiary as of December 31, 2024 and 2023 and the related statements of operations, changes in stockholders' deficit, cash flows, and the related notes (collectively referred to as "financial statements") for the years then ended. In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023 and the results of its operations and its cash flows for the years December 31, 2024 and 2023 in conformity with accounting principles generally accepted in the United States of America.

**Going Concern**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note #4 to the financial statements, although the Company has limited operations and it has yet to attain profitability. This raises substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters is also described in Note #4. The financial statements do not include any adjustments that might 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 audit. 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 audit, 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 audit 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 audit provides a reasonable basis for our opinion.

/S/ MICHAEL GILLESPIE & ASSOCIATES, PLLC  
We have served as the Company's auditor since 2024.

PCAOB ID: 6108  
Vancouver, Washington  
April 8, 2025

**BioForce Nanosciences Holdings, Inc., and Subsidiary**

**CONSOLIDATED BALANCE SHEETS**

December 31,	2024	2023
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 862	\$ 638
<b>Total Current Assets</b>	862	638
<b>Total Assets</b>	\$ 862	\$ 638
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities</b>		
Accounts Payable and Accrued Expenses	\$ 8,836	\$ 2,649
Accrued Board of Directors Compensation	2,019,517	1,596,517
Due to Related Parties	274,101	220,702
<b>Total Current Liabilities</b>	2,302,454	1,819,868
<b>Total Liabilities</b>	2,302,454	1,819,868
<b>Stockholders' Deficit</b>		
Common Stock - \$0.001 Par; 900,000,000 Shares Authorized, 29,271,755 Issued and Outstanding, Respectively	29,272	29,272
Additional Paid-In-Capital	158,789,302	158,781,227
Accumulated Deficit	(161,120,166)	(160,629,729)
<b>Total Stockholders' Deficit</b>	(2,301,592)	(1,819,230)
<b>Total Liabilities and Stockholders' Deficit</b>	\$ 862	\$ 638

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



**BioForce Nanosciences Holdings, Inc., and Subsidiary**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

For the Years Ended December 31,	2024	2023
Sales	\$ -	\$ -
Cost of Sales	-	-
Gross Profit	-	-
<b>Operating Expenses</b>		
Board of Directors Compensation	423,000	423,000
General and Administrative	67,437	48,953
<b>Total Expenses</b>	490,437	471,953
<b>Net Loss</b>	\$ (490,437)	\$ (471,953)
<b>Weighted Average Number of Common Shares - Basic and Diluted</b>	29,271,755	29,271,755
<b>Net Loss Per Common Shares - Basic and Diluted</b>	\$ (0.02)	\$ (0.02)

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

**BioForce Nanosciences Holdings, Inc., and Subsidiary**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

For the Years Ended December 31,	2024	2023
<b>Cash Flows from Operating Activities</b>		
Net Loss	\$ (490,437)	\$ (471,953)
<b>Changes in Assets and Liabilities:</b>		
Accounts Payable and Accrued Expenses	6,187	2,251
Accrued Board of Directors Compensation	423,000	423,000
<b>Net Cash Flows Used In Operating Activities</b>	<b>(61,250)</b>	<b>(46,702)</b>
<b>Cash Flows from Investing Activities</b>	<b>-</b>	<b>-</b>
<b>Cash Flows from Financing Activities</b>		
Capital Contributions	8,075	-
Proceeds from Related Parties	53,399	46,606
<b>Net Cash Flows Provided by Financing Activities</b>	<b>61,474</b>	<b>46,606</b>
Net Change in Cash	224	(96)
Cash - Beginning of Year	638	734
<b>Cash - End of Year</b>	<b>\$ 862</b>	<b>\$ 638</b>
<b>Cash Paid During the Year for:</b>		
Interest	\$ -	\$ -
Income Taxes	\$ -	\$ -

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

**BioForce Nanosciences Holdings, Inc., and Subsidiary**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

	Common Stock \$ 0.001 Par		Additional Paid-In		Accumulated		Total Stockholders'
	Shares	Amount	Capital		Deficit		Deficit
<b>Balance - January 1, 2023</b>	29,271,755	\$ 29,272	\$ 158,781,227	\$ (160,157,776)	\$ (1,347,277)		
Net Loss	-	-	-	(471,953)	(471,953)		
<b>Balance - December 31, 2023</b>	29,271,755	\$ 29,272	\$ 158,781,227	\$ (160,629,729)	\$ (1,819,230)		
	Common Stock \$ 0.001 Par		Additional Paid-In		Accumulated		Total Stockholders'
	Shares	Amount	Capital		Deficit		Deficit
<b>Balance - January 1, 2024</b>	29,271,755	\$ 29,272	\$ 158,781,227	\$ (160,629,729)	\$ (1,819,230)		
Capital Contributions	-	-	8,075	-	8,075		
Net Loss	-	-	-	(490,437)	(490,437)		
<b>Balance - December 31, 2024</b>	29,271,755	\$ 29,272	\$ 158,789,302	\$ (161,120,166)	\$ (2,301,592)		

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

**BIOFORCE NANOSCIENCES HOLDINGS, INC., AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – Organization & Description of Business**

The Company was incorporated in the State of Nevada on December 10, 1999 as Silver River Ventures, Inc. On February 24, 2006, the Company completed the acquisition of BioForce Nanosciences Holdings Inc. (“BioForce”), a Delaware corporation, and changed the corporate name at that time. On May 6, 2020, the Company purchased 100,000 shares of Element Acquisition Corporation for \$1,000 which then became a wholly owned subsidiary. On October 15, 2020, the Company’s wholly-owned subsidiary changed its name from Element Acquisition Corporation, a Wyoming corporation, to BioForce Nanosciences Holdings, Inc, a Wyoming corporation. On December 14, 2021, the Company’s wholly-owned subsidiary changed its name from BioForce Nanosciences Holdings, Inc., a Wyoming corporation to Element Global Inc., a Wyoming corporation. The Company’s mission is to become a leading provider of vitamin, mineral and other nutritional supplements, powders and beverages, formulated to promote a healthier lifestyle for active individuals in all age ranges.

**NOTE 2 – Summary of Significant Accounting Policies**

**Basis of Presentation**

The Company’s consolidated financial statements have been prepared and presented in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

**Principles of Consolidation**

The consolidated financial statements include the accounts of Bioforce Nanosciences Holdings, Inc., and its wholly owned subsidiary, Element Global, Inc., a Wyoming corporation, (the “Company”). All significant inter-company balances have been eliminated in consolidation.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Earnings (Loss) per Share**

Earnings (loss) per share of common stock are computed in accordance with FASB ASC 260 “Earnings per Share”. Basic earnings (loss) per share are computed by dividing income or loss available to common shareholders by the weighted-average number of common shares outstanding for each period. Diluted earnings per share are calculated by adjusting the weighted average number of shares outstanding assuming conversion of all potentially dilutive stock options, warrants and convertible securities, if dilutive. Common stock equivalents that are anti-dilutive are excluded from both diluted weighted average number of common shares outstanding and diluted earnings (loss) per share.

**BIOFORCE NANOSCIENCES HOLDINGS, INC., AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2 – Summary of Significant Accounting Policies - continued**

**Stock-Based Compensation**

We account for employee and non-employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation—Stock Compensation*, which requires all share-based payments, including grants of stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

**Fair Value of Financial Instruments**

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts payable and accrued liabilities approximate fair value given their short-term nature or effective interest rates.

**Revenue Recognition**

The Company implemented ASC 606, *Revenue from Contracts with Customers*. These included the development of new policies based on the five-step model provided in the new revenue standard, ongoing contract review requirements, and gathering of information provided for disclosures.

The Company recognizes revenue and cost of goods sold from product sales or services rendered when control of the promised goods are transferred to our clients in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods and services. To achieve this core principle, we apply the following five steps: identify the contract with the client, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to performance obligations in the contract and recognize revenues when or as the Company satisfies a performance obligation.

**NOTE 3 – Recently Issued Accounting Standards**

The Company has implemented all new accounting pronouncements that are in effect and is evaluating any that may impact its financial statements, including the new lease standard. The Company does not have any leases and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**NOTE 4 – Going Concern**

The Company's consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has reported recurring losses from operations and has net current liabilities and an accumulated deficit. These conditions raise substantial doubt as to the Company's ability to continue as a going concern.

While the Company is attempting to continue operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management believes that the actions presently being taken to further implement the Company's business plan; to expand sales with a dynamic marketing campaign and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues. During the year ended December 31, 2024 due to lack of revenues the officers of the Company paid for all expenses through loans to the Company. This allowed the Company to continue as a going concern.

**BIOFORCE NANOSCIENCES HOLDINGS, INC., AND SUBSIDIARY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5 – Related Party Transactions**

The Company utilizes the services of Yes International Inc., which is controlled by Mr. Richard Kaiser who is a member of the Board of Directors. Yes International provides all services at no cost except for press release wire services and filing fees. For each of the years ended December 31, 2024 and 2023 the Company paid press release wire services and filing fees a total in the amount of \$1,400 and \$-0- respectively. The Company also currently operates out of the Yes International Inc., offices at no cost.

During the year ended December 31, 2024 and 2023, two board of directors paid expenses of the Company in the amount of \$53,399 and \$46,606, respectively. Due to related parties was \$274,101 and \$220,702 at December 31, 2024 and 2023, respectively.

**NOTE 6 – Stock**

**Preferred Stock**

Preferred stock consists of 100,000,000 shares authorized at \$0.001 par value. 10,000,000 of these preferred shares have been separately allocated to Series A Preferred. Preferred stock can be converted into 100 shares of common stock, have dividend rights at 100 times common and have voting rights equal to 100 shares of common stock. At December 31, 2024 and 2023, there were -0- Series A Preferred shares issued and outstanding.

**Common Stock**

Common stock consists of 900,000,000 shares authorized at \$0.001 par value. On November 25, 2019, the board of directors approved a 5 to 1 reverse split. At December 31, 2024, and 2023 there were 29,271,755 shares issued and outstanding, respectively.

**NOTE 7- Subsequent Event**

On January 24, 2025, the Board of Directors agreed to issue 4,250,000 restricted shares to pay \$2,173,000 in accrued pay for directors, officers and related party fees.

Management has fully evaluated the subsequent event per above that occurred between the end of the year end report, December 31, 2024, and the statement completion date of April 7, 2025, and management has no other subsequent events to disclose.



**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steve Gagnon certify that:

1. I have reviewed this Form 10-K of BioForce Nanosciences Holdings, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and Report financial information; and

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 8, 2025

/s/ Steve Gagnon

Steve Gagnon

Chief Executive Officer



**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard Kaiser, certify that:

1. I have reviewed this Form 10-K of BioForce Nanosciences Holdings, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and Report financial information; and

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 8, 2025

/s/ Richard Kaiser

Richard Kaiser

Chief Financial Officer and Principal Accounting Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report on Form 10-K, of BioForce Nanosciences Holdings, Inc. for the fiscal year ending December 31, 2024, I, Steve Gagnon, Chief Executive Officer of BioForce Nanosciences Holdings, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Annual Report on Form 10-K, for the fiscal year ending December 31, 2024, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Annual Report on Form 10-K, for the fiscal year ending December 31, 2024, fairly presents, in all material respects, the financial condition and results of operations of BioForce Nanosciences Holdings, Inc.

Date: April 8, 2025

/s/ Steve Gagnon

Steve Gagnon

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report on Form 10-K, of BioForce Nanosciences Holdings, Inc. for the fiscal year ending December 31, 2024, I, Richard Kaiser, Chief Financial Officer and Principal Accounting Officer of BioForce Nanosciences Holdings, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Annual Report on Form 10-K, for the fiscal year ending December 31, 2024, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Annual Report on Form 10-K, for the fiscal year ending December 31, 2024, fairly presents, in all material respects, the financial condition and results of operations of BioForce Nanosciences Holdings, Inc.

Date: April 8, 2025

/s/ Richard Kaiser

Richard Kaiser

Chief Financial Officer and Principal Accounting Officer