

SAFESPACE GLOBAL CORP

FORM 10-Q (Quarterly Report)

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Address	311 S. WEISGARBER ROAD KNOXVILLE, TN, 37919
Telephone	865-237-4448
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Industry	Software
Sector	Technology
Fiscal Year	07/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended April 30, 2025

OR

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

For the transition period from _____ to _____

Commission file number: 001-36564



SafeSpace Global Corporation

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

85-1173741

(I.R.S. Employer
Identification No.)

**311 S. Weisgarber Road
Knoxville, TN 37919**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(865) 237-4448**

Healthcare Integrated Technologies, Inc.

(Former Name, Former Address and Former Fiscal year, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to section 12(g) of the Act:

Common Stock, \$0.001 par value

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 requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer ☐
Non-accelerated filer ☒

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 7(a)(2)(B) of the Securities Act. ☐

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

As of June 11, 2025, there were 184,435,741 shares of common stock of the Registrant outstanding.

TABLE OF CONTENTS

<u>PART I – FINANCIAL INFORMATION</u>	F-1
<u>Item 1. Financial Statements (Unaudited).</u>	F-1
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.</u>	4
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk.</u>	14
<u>Item 4. Controls and Procedures.</u>	14
<u>PART II – OTHER INFORMATION</u>	14
<u>Item 1. Legal Proceedings.</u>	14
<u>Item 1A. Risk Factors.</u>	15
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.</u>	15
<u>Item 3. Defaults Upon Senior Securities.</u>	15
<u>Item 4. Mine Safety Disclosures.</u>	15
<u>Item 5. Other Information.</u>	15
<u>Item 6. Exhibits.</u>	15
<u>SIGNATURES</u>	16

Unless the context clearly indicates otherwise, when used in this report “we,” “us,” “our,” “Healthcare Integrated Technologies,” “Company,” or “our Company” refers to SafeSpace Global Corporation and, if applicable, our subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Report”) contains “forward-looking statements” within the meaning of the Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “predict,” “project,” “forecast,” “potential,” “continue,” negatives thereof or similar expressions. These forward-looking statements are found at various places throughout this Report and include information concerning: possible or assumed future results of our operations; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future operations, future cash needs, business plans and future financial results; and any other statements that are not historical facts.

From time to time, forward-looking statements also are included in our other periodic reports on Form 8-K, in our press releases, in our presentations, on our website and in other materials released to the public. Any or all the forward-looking statements included in this Report and in any other reports or public statements made by us are not guarantees of future performance and may turn out to be inaccurate. These forward-looking statements represent our intentions, plans, expectations, assumptions, and beliefs about future events and are subject to risks, uncertainties, and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. Considering these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether resulting from new information, future events, a change in events, conditions, circumstances, or assumptions underlying such statements, or otherwise.

For discussion of factors that we believe could cause our actual results to differ materially from expected and historical results see “ITEM 1A – RISK FACTORS” included in our most recent Annual Report on Form 10-K for the year ended July 31, 2024 as filed with the United States Securities and Exchange Commission on October 29, 2024.

PART I – FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS.

Index to Financial Statements

	<u>Page</u>
Quarterly Period Ended April 30, 2025	
<u>Interim Consolidated Balance Sheets (Unaudited)</u>	F-2
<u>Interim Consolidated Statements of Operations (Unaudited)</u>	F-3
<u>Interim Consolidated Statements of Changes in Stockholders' Deficit (Unaudited)</u>	F-4
<u>Interim Consolidated Statements of Cash Flows (Unaudited)</u>	F-5
<u>Notes to The Interim Consolidated Financial Statements (Unaudited)</u>	F-6

SAFESPACE GLOBAL CORPORATION
INTERIM CONSOLIDATED BALANCE SHEETS

	<u>April 30, 2025</u> (Unaudited)	<u>July 31, 2024</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 8,131,344	\$ 175,562
Accounts receivable, net	-	14,000
Prepaid expenses	71,909	33,022
Total current assets	<u>8,203,253</u>	<u>222,584</u>
OTHER ASSETS:		
Intangibles, net	159,876	506,743
Total assets	<u>\$ 8,363,129</u>	<u>\$ 729,327</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 171,933	\$ 182,784
Accounts payable and accrued expenses, related party	47,845	187,894
Payroll related liabilities	36,014	16,637
Note payable, net related party	-	410,207
Notes payable	-	225,000
Total current and total liabilities	<u>255,792</u>	<u>1,022,522</u>
STOCKHOLDERS' EQUITY (DEFICIT):		
Common stock par value \$0.001; 200,000,000 shares authorized; 180,335,741 and 79,853,696 shares issued and outstanding as of April 30, 2025 and July 31, 2024, respectively	180,336	79,854
Additional paid-in capital	27,502,870	15,941,603
Accumulated deficit	(19,575,869)	(16,314,652)
Total stockholders' equity (deficit)	<u>8,107,337</u>	<u>(293,195)</u>
Total liabilities and stockholders' equity	<u>\$ 8,363,129</u>	<u>\$ 729,327</u>

See accompanying notes to the interim consolidated financial statements.

SAFESPACE GLOBAL CORPORATION
INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended April 30,		For the Nine Months Ended April 30,	
	2025	2024	2025	2024
REVENUE, NET	\$ -	\$ 60,283	\$ -	\$ 82,052
OPERATING EXPENSES:				
Selling, general and administrative	939,226	128,082	1,753,240	370,236
Stock-based compensation	363,555	78,361	1,244,302	104,196
Amortization of intangibles	122,002	55,697	299,953	167,091
Impairment of intangibles	-	-	46,225	-
Total operating expenses	1,424,783	262,140	3,343,720	641,523
OPERATING LOSS	(1,424,783)	(201,857)	(3,343,720)	(559,471)
OTHER INCOME (EXPENSE):				
Gain on extinguishment of debt	113,645	-	113,645	-
Interest expense	(6,872)	(13,361)	(38,509)	(39,410)
Interest income	7,367	-	7,367	-
Total other income (expense)	114,140	(13,361)	82,503	(39,410)
NET LOSS	\$ (1,310,643)	\$ (215,218)	\$ (3,261,217)	\$ (598,881)
NET LOSS PER COMMON SHARE				
Basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.03)	\$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basic and diluted	165,259,474	71,481,879	121,402,192	69,320,088

See accompanying notes to the interim consolidated financial statements.

SAFESPACE GLOBAL CORPORATION
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
(Unaudited)

	Nine Months Ended April 30, 2025					
	Common Stock		Additional	Common	Accumulated	Total
	Shares	Amount	Paid-In	Stock	Deficit	Stockholders'
			Capital	Subscribed		Deficit
Balances at July 31, 2024	79,853,696	\$ 79,854	\$ 15,941,603	\$ -	\$ (16,314,652)	\$ (293,195)
Net loss					(684,138)	(684,138)
Shares issued for cash	22,320,000	22,320	2,209,680	-	-	2,232,000
Receipt of cash deposits on stock subscription agreements	-	-	-	220,000	-	220,000
Stock-based compensation	2,750,000	2,750	253,631	-	-	256,381
Shares issued for settlement of accrued expenses	281,240	281	27,843	-	-	28,124
Activity for the Three months ended October 31, 2024	25,351,240	25,351	2,491,154	220,000	(684,138)	2,052,367
Net loss					(1,266,436)	(1,266,436)
Shares issued for cash	39,045,514	39,046	4,727,854	(220,000)	-	4,546,900
Shares issued for services	60,000	60	8,340	-	-	8,400
Receipt of cash deposits on subscriptions	-	-	-	756,000	-	756,000
Shares issued for settlement	500,000	500	(500)	-	-	-
Stock-based compensation	5,250,000	5,250	619,116	-	-	624,366
Activity for the Three months ended January 31, 2025	44,855,514	44,856	5,354,811	536,000	(1,266,436)	4,669,230
Net loss					(1,310,643)	(1,310,643)
Shares issued for cash	27,261,034	27,261	3,234,540	(756,000)	-	2,505,801
Shares issued for services	1,790,794	1,791	81,309	-	-	83,100
Issuance of shares for the conversion of debt and related accrued interest	493,463	493	93,997	-	-	94,490
Stock-based compensation	730,000	730	305,457	-	-	306,187
Activity for the Three months ended April 30, 2025	30,275,291	30,275	3,715,303	(756,000)	(1,310,643)	1,678,935
Balances at April 30, 2025	180,335,741	\$ 180,336	\$ 27,502,870	-	\$ (19,575,869)	\$ 8,107,337

	Nine Months Ended April 30, 2024					
	Common Stock		Additional	Accumulated	Total	
	Shares	Amount	Paid-In	Deficit	Stockholders'	
			Capital		Deficit	
Balances at July 31, 2023	68,016,167	\$ 68,016	\$ 14,878,282	\$ (15,612,166)	\$ (665,868)	
Net loss				(228,500)	(228,500)	
Issuance of shares for services	1,000,000	1,000	(1,000)	-	-	
Stock-based compensation	211,523	212	21,730	-	21,942	
Activity for the Three months ended October 31, 2023	1,211,523	1,212	20,730	(228,500)	(206,558)	
Net loss				(155,163)	(155,163)	
Issuance of shares for cash	1,000,000	1,000	99,000	-	100,000	
Issuance of shares for services	100,000	100	(100)	-	-	
Issuance of shares for loan modification	326,813	327	(327)	-	-	
Stock-based compensation	70,508	70	3,823	-	3,893	
Activity for the Three months ended January 31, 2024	1,497,321	1,497	102,396	(155,163)	(51,270)	
Net loss				(215,218)	(215,218)	
Issuance of shares for cash	2,250,000	2,250	222,750	-	225,000	
Issuance of shares for loan modification	243,531	244	(244)	-	-	
Stock-based compensation	-	-	78,362	-	78,362	
Activity for the Three months ended April 30, 2024	2,493,531	2,494	300,868	(215,218)	88,144	
Balances at April 30, 2024	73,218,542	\$ 73,219	\$ 15,302,276	\$ (16,211,047)	\$ (835,552)	

See accompanying notes to the interim consolidated financial statements.

SAFESPACE GLOBAL CORPORATION
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended April 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (3,261,217)	\$ (598,881)
Adjustments to reconcile loss to net cash used in operating activities:		
Amortization expense	299,953	167,091
Stock-based compensation	1,244,302	104,196
Shares issued for services	91,500	-
Impairment of intangibles	46,225	-
Gain on extinguishment of debt	(113,645)	-
Changes in operating assets and liabilities:		
Accounts receivable, net	14,000	(14,000)
Prepaid expenses and other current assets	(38,887)	1,070
Accounts payable and accrued expenses	82,356	28,471
Accounts payable and accrued expenses, related party	(137,969)	(70,381)
Payroll related liabilities	19,377	184,082
NET CASH USED BY OPERATING ACTIVITIES	(1,754,005)	(198,352)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common stock	10,172,074	325,000
Principle payments on note payable	(50,000)	-
Principle (payments) proceeds from related party notes	(410,207)	72,030
Payments of amounts owed to related parties	(2,080)	(199,059)
NET CASH PROVIDED BY FINANCING ACTIVITIES	9,709,787	197,971
Net change in cash and cash equivalents	7,955,782	(381)
Cash and cash equivalents, beginning of period	175,562	411
Cash and cash equivalents, end of period	\$ 8,131,344	\$ 30
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for interest, related party	\$ 65,074	\$ -
SIGNIFICANT NON-CASH INVESTING AND FINANCING ACTIVITIES		
Issuance of common stock for payment of accrued expenses	\$ 28,124	\$ -
Shares issued for extinguishment of convertible debt	\$ 175,000	\$ -

See accompanying notes to the interim consolidated financial statements.

SAFESPACE GLOBAL CORPORATION
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
April 30, 2025

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

SafeSpace Global Corporation and its wholly owned subsidiaries Grasshopper Staffing, Inc. and Indeliving Holdings, Inc. (collectively the “Company,” “we,” “our” or “us”) is an ambient, multimodal AI technology solutions company with a dedicated team focused on driving safety innovation across multiple industries. We are currently marketing products and solutions that utilize advanced AI monitoring tools to enhance resident safety, reduce the risk of injuries, and improve overall care efficiency.

Basis of Presentation

The accompanying interim consolidated financial statements include those of SafeSpace Global Corporation and its subsidiaries, after elimination of all intercompany accounts and transactions. We have prepared the accompanying interim consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and pursuant to the rules and regulations of the United States Securities and Exchange Commission (the “SEC”). Accordingly, they do not contain all information and footnotes required by U.S. GAAP for annual financial statements. In the opinion of the Company’s management, the accompanying interim consolidated financial statements contain all of the adjustments necessary (consisting only of normal recurring accruals) to fairly present the financial position of the Company as of April 30, 2025 and the results of operations and cash flows for the periods presented. The results of operations for the nine months ending April 30, 2025 are not necessarily indicative of the operating results for the full fiscal year or any future period. These interim consolidated financial statements should be read in conjunction with the financial statements and related notes thereto included in the Company’s Annual Report on Form 10-K for the year ended July 31, 2024 filed with the SEC on October 29, 2024.

Consolidation Policy

Our consolidated financial statements are consolidated in accordance with U.S. GAAP and include our accounts and the accounts of our wholly owned subsidiaries. We eliminate all intercompany transactions from our financial results.

Business Combinations

We account for business combinations under the acquisition method of accounting. The acquisition method requires that the acquired assets and liabilities, including contingencies, be recorded at fair value determined on the acquisition date and that changes thereafter be reflected in income (loss). The estimation of fair values of the assets and liabilities assumed involves several estimates and assumptions that could differ materially from the actual amounts recorded. The results of the acquired businesses are included in our results from operations beginning from the day of acquisition.

Allowance for Credit losses

In accordance with ASC 326, Financial Instruments – Credit Losses, we recognize an allowance for credit losses on acquired financial assets with credit deterioration since origination. The allowance of credit losses is measured based on the Current Expected Credit Loss (CECL) model, which requires an estimate of the expected credit losses over the life of the financial asset. This estimate considers historical loss information, current conditions, and reasonable and supportable forecasts. The allowance for credit losses, if any, is recorded as a reduction to the carrying amount of the financial asset, with a corresponding charge to earnings.

Risk and Uncertainties

Factors that could affect our future operating results and cause actual results to vary materially from management's expectation include, but are not limited to: our ability to maintain and secure adequate capital to fund our operations and fully develop our product(s); our ability to source strong opportunities with sufficient risk adjusted returns; acceptance of the terms and conditions of our licenses and/or the acceptance of our royalties and fees; the nature and extent of competition from other companies that may reduce market share and create pressure on pricing and investment return expectations; changes in the projects in which we plan to invest which result from factors beyond our control, including, but not limited to, a change in circumstances, capacity and economic impacts; changes in laws, regulations, accounting, taxation, and other requirements affecting our operations and business. Negative developments in these or other risk factors could have a significant adverse effect on our financial position, results of operations and cash flows.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. We base our estimates on experience and various other assumptions that are believed to be reasonable under the circumstances. We evaluate our estimates and assumptions on a regular basis and actual results may differ from those estimates.

Reclassifications

Certain prior period amounts may be reclassified to conform to current period presentation with no changes to previously reported net loss or stockholders' deficit.

Cash and Cash Equivalents

We consider all highly liquid short-term investments with a maturity of three months or less at the time of purchase to be cash equivalents. The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. No loss has been experienced and management does not believe we are exposed to any significant credit risk.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding customer balances. Credit is extended to customers based on an evaluation of their financial condition and other factors. Interest is not accrued on overdue accounts receivable. The Company does not require collateral.

Management periodically assesses the Company's accounts receivable and, if necessary, establishes an allowance for estimated uncollectible amounts. The Company provides an allowance for credit losses based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. Accounts determined to be uncollectible are charged to operations when that determination is made.

Concentration of Credit Risk

Financial instruments that potentially expose the Company to credit risk consist of demand deposits with a financial institution. The Company is exposed to credit risk on its cash and cash equivalents in the event of default by the financial institution to the extent account balances exceed the amount insured by the FDIC, which is \$250,000.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. A fair value hierarchy has been established for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

Level 2 Inputs – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

Level 3 Inputs – Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and borrowings. The fair value of current financial assets and current financial liabilities approximates their carrying value because of the short-term maturity of these financial instruments.

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. Expenditures for major additions and improvements are capitalized while minor replacements and maintenance and repairs, which do not improve or extend the life of such assets, are charged to operations as incurred. Disposals are removed at cost less accumulated depreciation, and any resulting gain or loss is reflected in the interim consolidated statements of operations. Depreciation is calculated using the straight-line method which depreciates the assets over the estimated useful lives of the depreciable assets ranging from five to seven years.

Intangible Assets

Intangible assets consist of patents, our website and the costs of software developed for internal use. Certain payroll and stock-based compensation costs incurred are allocated to the intangible assets. We determine the amount of costs to be capitalized based on the time spent by employees or outside contractors on the projects. Intangible assets are amortized on a straight-line basis over their expected useful lives, which approximate 20-years for patents, 2-years for internally developed software and 2-years for website related cost. Intangible assets that are subject to amortization are evaluated for impairment at least annually, and additionally whenever events or changes in circumstances indicate that it is more likely than not that an asset may be impaired. The impairment test for indefinite-lived intangible assets consists of a comparison of the fair value of the intangible asset with its carrying amount. An impairment loss would be recognized for the amount by which the carrying value exceeds the fair value of the asset. We recognized a \$46,225 intangible asset impairment charge during the nine months ending April 30, 2025. There were not any intangible asset impairment charges recorded during the nine months ending April 30, 2024.

Intangibles, net was \$159,876 and \$506,743 as of April 30, 2025 and July 31, 2024, respectively. See *Note 2 - Intangibles, Net*.

Derivative Liability

Options, warrants, convertible notes, or other contracts, if any, are evaluated to determine if those contracts, or embedded components of those contracts, qualify as derivatives to be separately accounted for in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 815, "*Derivatives and Hedging*," (paragraph 815-10-05-4 and Section 815-40-25). The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. The change in fair value is recorded in the consolidated statements of operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise, or cancellation and then the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated, and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

The Company adopted Section 815-40-15 of the FASB ASC (*"Section 815-40-15"*) to determine whether an instrument (or an embedded feature) is indexed to the Company's own stock. Section 815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions.

We utilize a binomial option pricing model to compute the fair value of the derivative liability and to mark to market the fair value of the derivative liability at each balance sheet date. We record the change in the fair value of the derivative liability as other income or expense in the consolidated statements of operations.

We had no derivative assets or liabilities as of April 30, 2025 and July 31, 2024.

Related Parties

The Company follows subtopic ASC 850-10 for the identification of related parties and disclosure of related party transactions. Pursuant to Section 850-10-20, the related parties include: (a) affiliates of the Company ("Affiliate" means, with respect to any specified person, any other person that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with such person, as such terms are used in and construed under Rule 405 under the Securities Act); (b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; (c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d) principal owners of the Company; (e) management of the Company; (f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and (g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Segment Information

The Company has identified its Chief Executive Officer as the chief operating decision maker ("CODM") who uses consolidated financial information to make operating decisions, assess financial performance, and allocate resources. The Company's operations constitute a single operating segment and therefore, a single reportable segment, because the CODM manages the business activities using information of the Company as a whole. Net loss is used to monitor budget versus actual results.

Revenue Recognition

The Company's revenue recognition policy is to recognize revenue in accordance with ASC 606, *"Revenue from Contracts with Customers."* The Company follows the five-step model provided by ASC Topic 606 in order to recognize revenue in the following manner: 1) Identify the contract; 2) Identify the performance obligations of the contract; 3) Determine the transaction price of the contract; 4) Allocate the transaction price to the performance obligations; and 5) Recognize revenue. An entity recognizes revenue for the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services.

Often contracts contain more than one performance obligation. Performance obligations are the unit of accounting for revenue recognition and generally represent the distinct goods or services that are promised to the customer. Revenue is recognized net of any taxes collected and subsequently remitted to governmental authorities. If we determine that we have not satisfied a performance obligation, we defer recognition of the revenue until the performance obligation is satisfied. The agreements are generally non-cancellable or contain significant penalties for early cancellation, although customers typically have the right to terminate their contracts for cause if we fail to perform material obligations. However, if non-standard acceptance periods, non-standard performance criteria, or cancellation or right of refund terms are required, revenue is recognized upon the satisfaction of such criteria.

Advertising and Marketing

Advertising and marketing costs are expensed as incurred in accordance with ASC 720-35, “Advertising Costs.” We incurred advertising and marketing costs of \$164,040 and \$5,864 for the nine months ending April 30, 2025 and 2024, respectively, which are included in selling, general and administrative expenses on the interim consolidated financial statements.

Contract Liabilities

The Company receives payments from customers based upon contractual billing schedules. Contract liabilities include payments received in advance of performance under the contract. Contract assets include amounts related to the Company’s contractual right to consideration for completed performance obligations not yet invoiced. Our contract assets and liabilities are reported on an individual contract basis at the end of each reporting period. Contract liabilities are classified as current or noncurrent based on the timing of when we expect to recognize revenue. The Company expects to recognize all outstanding contract liabilities over the next 12 months. The Company has recorded \$3,146 and \$0 as of April 30, 2025, and July 31, 2024, respectively in accrued expenses related to contract liabilities.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC Topic 718, “*Compensation – Stock Compensation*” (“ASC 718”) which establishes financial accounting and reporting standards for stock-based employee compensation. It defines a fair value-based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation costs for stock option plans, if any, in accordance with ASC 718.

Stock-based payments, excluding restricted stock, are valued using a Black-Scholes option pricing model. Grants of stock-based payment awards issued to non-employees for services rendered have been recorded at the fair value of the stock-based payment, which is the more readily determinable value. The grants are amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Stock-based compensation expense is included in the cost of goods sold or selling, general and administrative expenses, depending on the nature of the services provided, in the interim consolidated statements of operations. Stock-based payments issued to placement agents are classified as a direct cost of a stock offering and are recorded as a reduction in additional paid-in capital.

The Company recognizes all forms of stock-based payments, including stock option grants, warrants and restricted stock grants, at their fair value on the grant date, which are based on the estimated number of awards that are expected to vest. See *Note 9 - Stock-Based Compensation*.

Income Taxes

We use the asset and liability method of accounting for income taxes in accordance with Topic 740, “*Income Taxes*”. Under this method, income tax expense is recognized for the amount of: (1) taxes payable or refundable for the current year and (2) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity’s financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all the deferred tax assets will not be realized.

ASC Topic 740-10-30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740-10-40 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

Net Loss Per Common Share

We determine basic loss per share and diluted loss per share in accordance with the provisions of ASC 260, "*Earnings Per Share*." Basic loss per share excludes dilution and is computed by dividing earnings available to common stockholders by the weighted average number of common shares outstanding for the period. The calculation of diluted income loss per share is similar to that of basic earnings per share, except the denominator is increased, if the earnings are positive, to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares had been exercised.

Recent Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which improves financial reporting by requiring public entities to disclose additional information about specific expense categories in the notes of the financial statements at interim and annual reporting period. ASU 2024-03 is effective for all public entities for annual reporting periods beginning after *December 15, 2026*, and interim reporting periods beginning after *December 15, 2027*. The Company is currently evaluating the effect of adopting this ASU.

NOTE 2 - INTANGIBLES, NET

Intangibles, net consisted of the following at April 30, 2025 and July 31, 2024:

	As of April 30, 2025			
	Cost	Accumulated Amortization	Reserve for Impairment	Net
Software	\$ 627,440	\$ (504,749)	\$ -	\$ 122,691
Patents	55,137	(9,127)	(8,825)	37,185
Website	8,785	(8,785)	-	-
Total intangibles	<u>\$ 691,362</u>	<u>\$ (522,661)</u>	<u>\$ (8,825)</u>	<u>\$ 159,876</u>

	As of July 31, 2024			
	Cost	Accumulated Amortization	Reserve for Impairment	Net
Software	\$ 627,440	\$ (209,147)	\$ -	\$ 418,293
Patents	165,411	(19,112)	(57,849)	88,450
Website	8,785	(8,785)	-	-
Total intangibles	<u>\$ 801,636</u>	<u>\$ (237,044)</u>	<u>\$ (57,849)</u>	<u>\$ 506,743</u>

Amortization expense for the nine months ended April 30, 2025 and 2024 was \$299,953 and \$167,091 respectively.

Intangibles are amortized over their estimated useful lives of two (2) to twenty (20) years. As of April 30, 2025, the weighted average remaining useful life of intangibles being amortized was approximately 4 years and the software amortization was reduced to 2 years to align with the rapidly developing AI technology market. We now expect the remaining aggregate amortization expenses for each of the five succeeding years to be as follows:

2025	\$ 122,691
2026	1,378
2027	1,378
2028	1,378
2029	1,378
Thereafter	31,673
Total expected amortization expense	<u>\$ 159,876</u>

NOTE 3 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following at April 30, 2025 and July 31, 2024:

	April 30, 2025	July 31, 2024
Accounts payable	\$ 29,016	\$ 51,151
Accrued expenses	142,917	55,800
Accrued interest expense	-	75,833
Accounts payable and accrued expenses	171,933	182,784
Accounts payable, related party	28,845	30,925
Accrued expenses, related party	19,000	151,386
Accrued interest expense, related party	-	5,583
Accounts payable and accrued expenses, related party	47,845	187,894
Total accounts payable and accrued expenses	\$ 219,778	\$ 370,678

NOTE 4 - PAYROLL RELATED LIABILITIES

Payroll related liabilities consisted of the following at April 30, 2025 and July 31, 2024:

	April 30, 2025	July 31, 2024
Accrued officers' payroll	\$ 19,377	\$ -
Payroll taxes payable	16,637	16,637
Total payroll related liabilities	\$ 36,014	\$ 16,637

NOTE 5 - NOTE PAYABLE, RELATED PARTY

On June 12, 2023, we issued a Promissory Note to Platinum Equity Advisors, LLC, a related party (the "Platinum Note 1"), in the principal amount of \$372,069. The Platinum Note was unsecured and bore interest at 10% per annum. The principal amount of the note plus accrued interest of \$18,604 was due in a single lump sum payment on December 12, 2023. We incurred no issuance cost on the transaction and the proceeds were used to retire debt.

On December 12, 2023, we issued a new promissory note to Platinum Equity Advisors, LLC in the principal amount of \$390,673 (the "Platinum Note 2") as full payment of the Platinum Note 1 principal and accrued interest due on such date. The Platinum Note 2 was unsecured and bore interest at 10% per annum. The principal amount of the note plus accrued interest of \$19,534 was due in a single lump sum payment on June 12, 2024. We incurred no issuance cost on the transaction.

On June 12, 2024, we issued a Promissory Note to Platinum Equity Advisors, LLC, a related party (the "Platinum Note 3"), in the principal amount of \$410,207. The Platinum Note 3 was unsecured and bore interest at 10% per annum. The principal amount of the note plus accrued interest of \$20,510 was due in a single lump sum payment on December 12, 2024. We incurred no issuance cost on the transaction.

On December 31, 2024, we issued a new promissory note to Platinum Equity Advisors, LLC in the principal amount of \$373,957 (the “Platinum Note 4”) as full payment of the Platinum Note 3 principal and accrued interest due. The Platinum Note 4 is unsecured and bears interest at 10% per annum. The principal amount of the note plus accrued interest of \$37,396 is due in a single lump sum payment on December 31, 2025. We incurred \$55,945 of issuance cost on the transaction.

Platinum Equity Advisors, LLC is a related party and is our largest shareholder and is owed 100% by the spouse of our CEO and Charman of our Board of Directors.

At April 30, 2025, all amounts owed under Platinum Note 4 were repaid. The Company recognized a loss of \$51,283 for the unamortized issuance costs in Gain (loss) on extinguishment of debt on the interim consolidated financial statements.

NOTE 6 - NOTES PAYABLE

We had the following debt obligations reflected at their respective carrying values on our interim consolidated balance sheets as of April 30, 2025 and July 31, 2024:

	April 30, 2025	July 31, 2024
5% Convertible promissory notes	\$ -	\$ 175,000
Note payable to Acorn Management Partners, LLC	-	50,000
Notes payable	<u>\$ -</u>	<u>\$ 225,000</u>

5% Convertible Promissory Notes

On various dates during the month of March 2018, we issued a series of 5% Convertible Promissory Notes (collectively, the “5% Notes”) totaling \$750,000 in net proceeds. We incurred no costs related to the issuance of the 5% Notes. The 5% Notes bear interest at the rate of five percent (5%) per annum, compounded annually and matured one-year from the date of issuance. At April 30, 2025, and July 31, 2024, accrued but unpaid interest on the 5% Notes was \$0 and \$63,914, respectively, which is included in “Accounts payable and accrued expenses” on our interim consolidated balance sheets.

The 5% Notes are convertible into common shares of the Company at a fixed ratio of two shares of common stock per dollar amount of the face value of the note. The principal terms under which the 5% Notes may be converted into common stock of the Company are as follows:

- At the option of the holder, the outstanding principal amount of the note, and any accrued but unpaid interest due, may be converted into the Company’s common stock at any time prior to the maturity date of the note.
- The outstanding principal amount of the note, and any accrued but unpaid interest due, will automatically be converted into the Company’s common stock if at any time prior to the maturity date of the note, the Company concludes a sale of equity securities in a private offering resulting in gross proceeds to the Company of at least \$1,000,000.

At April 30, 2025, all outstanding 5% Notes were settled for common stock. Management negotiated an amendment with all remaining noteholders extending the maturity date and subsequently converted all outstanding 5% Notes resulting in a gain of \$151,508 that was recognized in Gain (loss) on extinguishment of debt on the interim consolidated financial statements.

Note Payable to Acorn Management Partners, LLC

On August 11, 2020, we agreed to repurchase 1,000,000 shares of our common stock from Acorn Management Partners, LLC (“AMP”). As consideration for the share repurchase, we issued a \$50,000 promissory note bearing interest a 6.0% per annum and due one-year from the date of issuance (the “Acorn Note”). In the event we default under the terms of the Acorn Note, we were required to deliver 1,000,000 shares of our common stock back to AMP in full satisfaction of the obligation. The purchased shares were delivered by AMP directly to the transfer agent on September 8, 2020, and immediately cancelled. At April 30, 2025, and July 31, 2024, accrued but unpaid interest on the Acorn Note was \$0 and \$11,919, respectively, which is included in “Accounts payable and accrued expenses” on our interim consolidated balance sheets. On April 30, 2025, the note was repaid, and the related accrued interest was extinguished. Management negotiated a settlement of the entire outstanding principal balance and accrued interest resulting in a gain of \$13,419 that was recorded in Gain (loss) on extinguishment of debt on the interim consolidated financial statements.

NOTE 7 - COMMON STOCK

On April 30, 2025 and July 31, 2024, we had 180,335,741 and 79,853,696 shares of common stock outstanding, respectively. We issued 100,482,045 unregistered shares of our common stock, of which 88,626,548 shares were issued for cash, 1,290,794 shares for a loan modification fee, 281,240 shares were issued for the payment of accrued expenses, 493,463 were issued for conversion of debt and related accrued interest, 1,060,000 shares were issued for services and 8,730,000 were issued for compensation during the nine months ended April 30, 2025. During the fiscal year ended July 31, 2024, we issued 11,837,529 unregistered shares of our common stock, of which 5,500,000 shares were issued for cash, 3,385,154 shares were issued for the payment of accrued expenses, 1,282,031 were issued for compensation, 1,100,000 shares were issued for services, and 570,344 shares were issued for a loan modification fee.

On August 25, 2024, we issued 1,000,000 unregistered shares of our common stock to a member of our Board of Directors as compensation for serving on the Board and for providing certain other business advisory services. The shares were issued upon the vesting of shares from a restricted stock award dated August 25, 2024 at an estimated grant date fair value of \$0.0675 per share on such date.

On September 1, 2024, we issued 250,000 unregistered shares of our common stock to a consultant pursuant to the terms of a consulting agreement. The shares were issued upon the vesting of shares from a restricted stock award dated September 1, 2024, at an estimated grant date fair value of \$0.035 per share on such date.

On September 20, 2024, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On September 26, 2024, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On October 8, 2024, we completed multiple private placements of 2,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$200,000. We incurred no cost related to the private placements.

On October 10, 2024, we completed multiple private placements of 3,500,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$350,000. We incurred no cost related to the private placements.

On October 18, 2024, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On October 19, 2024, we issued 250,000 shares of common stock to a consultant pursuant to the terms of a consulting agreement entered on October 19, 2022. The shares were issued to the consultant at an estimated value of \$0.033 per share.

On October 19, 2024, we issued 500,000 shares of common stock to consultants pursuant to the terms of their consulting agreements entered on October 19, 2022. These shares were issued to the consultants at an estimated value of \$0.033 per share.

On October 21, 2024, we completed multiple private placements of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placements.

On October 22, 2024, we completed multiple private placements of 2,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$200,000. We incurred no cost related to the private placements.

On October 24, 2024, we completed multiple private placements of 2,300,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$230,000. We incurred no cost related to the private placements.

On October 25, 2024, we completed multiple private placements of 6,520,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$652,000. We incurred no cost related to the private placements.

On October 25, 2024, we issued 281,240 unregistered shares of our common stock for settlement of accounts payables. The shares were issued at an agreed upon value of \$0.10 per share.

On October 29, 2024, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On October 29, 2024, we issued 1,000,000 unregistered shares of our common stock to the Chief Strategy Officer. The shares were issued to the officer at an estimated grant date fair value of \$0.10 per share.

On October 31, 2024, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On November 1, 2024, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On November 5, 2024, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On November 6, 2024, we completed a private placement of 200,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$20,000. We incurred no cost related to the private placement.

On November 11, 2024, we completed a private placement of 2,000,000 unregistered shares of our common stock at a price of \$0.10 per share resulting in net proceeds to the Company of \$200,000. We incurred no cost related to the private placement.

On November 13, 2024, we issued 500,000 shares of common stock to a previous lender pursuant to a make-whole provision included as part of a loan modification fee. The shares were issued at an estimated value of \$0.0665 per share.

On November 19, 2024, we issued 60,000 unregistered shares of our common stock for settlement of accounts payables. The shares were issued at an agreed upon value of \$0.14 per share.

On December 1, 2024, we issued 250,000 shares of common stock to a consultant pursuant to the terms of their consulting agreement. The shares were issued to the consultants at an estimated value of \$0.09 per share.

On December 1, 2024, we issued 2,000,000 unregistered shares of our common stock to the Chief Financial Officer. The shares were issued to the officer at an estimated grant date fair value of \$0.09 per share.

On December 5, 2024, we issued 2,000,000 shares of common stock to a consultant pursuant to the terms of their consulting agreement. The shares were issued to the consultants at an estimated value of \$0.119 per share.

On December 20, 2024, we issued 500,000 unregistered shares of our common stock to a member of our Board of Directors as compensation for serving on the Board at their resignation. The shares were issued as part of a settlement agreement at an estimated grant date at a fair value of \$0.077 per share.

On January 1, 2025, we issued 250,000 shares of common stock to consultants pursuant to the terms of their consulting agreement. The shares were issued to the consultants at an estimated value of \$0.105 per share.

On January 2, 2025, we issued 100,000 shares of common stock to consultants pursuant to the terms of their consulting agreement. The shares were issued to the consultants at an estimated value of \$0.107 per share.

On January 6, 2025, we completed a private placement of 909,091 unregistered shares of our common stock at a price of \$0.11 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On January 15, 2025, we completed a private placement of 793,650 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On January 20, 2025, we issued 150,000 shares of common stock to consultants pursuant to the terms of their consulting agreement. The shares were issued to the consultants at an estimated value of \$0.135 per share.

On January 24, 2025, we completed a private placement of 793,650 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private placement.

On January 26, 2025, we completed multiple private placements of 4,799,566 unregistered shares of our common stock at a price of \$0.123 per share resulting in net proceeds to the Company of \$590,200. We incurred no cost related to the private placements.

On January 27, 2025, we completed multiple private placements of 2,587,300 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$326,000. We incurred no cost related to the private placements.

On January 28, 2025, we completed multiple private placements of 6,793,650 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$856,000. We incurred no cost related to the private placements.

On January 29, 2025, we completed multiple private placements of 9,813,056 unregistered shares of our common stock at a price of \$0.125 per share resulting in net proceeds to the Company of \$1,221,900. We incurred no cost related to the private placements.

On January 30, 2025, we completed multiple private placements of 4,380,951 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$552,000. We incurred no cost related to the private placements.

On January 31, 2025, we completed multiple private placements of 3,974,600 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$500,800. We incurred no cost related to the private placements.

On February 3, 2025, we completed multiple private placements of 4,702,741 unregistered shares of our common stock at a price of \$0.120 per share resulting in net proceeds to the Company of \$562,000. We incurred no cost related to the private transaction.

On February 4, 2025, we completed a private placement of 793,650 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private transaction.

On February 5, 2025, we completed a private placement of 3,000,000 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$378,000. We incurred no cost related to the private transaction.

On February 6, 2025, we completed multiple private placements of 3,502,740 unregistered shares of our common stock at a price of \$0.122 per share resulting in net proceeds to the Company of \$426,800. We incurred no cost related to the private transaction.

On February 7, 2025, we completed multiple private placements of 3,405,483 unregistered shares of our common stock at a price of \$0.117 per share resulting in net proceeds to the Company of \$400,000. We incurred no cost related to the private transaction.

On February 10, 2025, we completed multiple private placements of 1,793,651 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$226,000. We incurred no cost related to the private transaction.

On February 11, 2025, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.11 per share resulting in net proceeds to the Company of \$110,000. We incurred no cost related to the private transaction.

On February 12, 2025, we completed a private placement of 454,545 unregistered shares of our common stock at a price of \$0.11 per share resulting in net proceeds to the Company of \$50,000. We incurred no cost related to the private transaction.

On February 14, 2025, we issued 750,000 shares of common stock to multiple consultants pursuant to the terms of their consulting agreements. These shares were issued to the consultants at an estimated value of \$0.051 per share.

On February 18, 2025, we completed multiple private placements of 2,500,000 unregistered shares of our common stock at a price of \$0.113 per share resulting in net proceeds to the Company of \$283,000. We incurred no cost related to the private transaction.

On February 20, 2025, we completed a private placement of 793,651 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private transaction.

On February 21, 2025, we completed a private placement of 793,650 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private transaction.

On February 26, 2025, we completed a private placement of 1,590,909 unregistered shares of our common stock at a price of \$0.11 per share resulting in net proceeds to the Company of \$175,000. We incurred no cost related to the private transaction.

On February 26, 2025, we issued 790,794 shares of common stock to a previous lender pursuant to a make-whole provision included as part of a loan modification fee. The shares were issued at an estimated value of \$0.0665 per share.

On February 27, 2025, we completed a private placement of 1,000,000 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$126,000. We incurred no cost related to the private transaction.

On March 1, 2025, we issued 250,000 shares of common stock to a consultant pursuant to the terms of their consulting agreements. These shares were issued to the consultants at an estimated value of \$0.232 per share.

On March 21, 2025, we completed a private placement of 1,136,364 unregistered shares of our common stock at a price of \$0.11 per share resulting in net proceeds to the Company of \$125,000. We incurred no cost related to the private transaction.

On March 21, 2025, we issued 211,214 shares of common stock to multiple holders of our 5% Convertible Promissory Notes in exchange for the Note plus accrued interest through the conversion date. Under the terms of the Note, the shares were issued at a conversion price of \$0.50 per share.

On March 25, 2025, we issued 70,523 shares of common stock to multiple holders of our 5% Convertible Promissory Notes in exchange for the Note plus accrued interest through the conversion date. Under the terms of the Note, the shares were issued at a conversion price of \$0.50 per share.

On March 26, 2025, we issued 70,513 shares of common stock to multiple holders of our 5% Convertible Promissory Notes in exchange for the Note plus accrued interest through the conversion date. Under the terms of the Note, the shares were issued at a conversion price of \$0.50 per share.

On April 1, 2025, we issued 150,000 unregistered shares of our common stock to a consultant pursuant to the terms of a consulting agreement at an estimated grant date fair value of \$0.234 per share on such date.

On April 5, 2025, we issued 141,213 shares of common stock to multiple holders of our 5% Convertible Promissory Notes in exchange for the Note plus accrued interest through the conversion date. Under the terms of the Note, the shares were issued at a conversion price of \$0.50 per share.

On April 14, 2025, we completed a private placement of 793,650 unregistered shares of our common stock at a price of \$0.126 per share resulting in net proceeds to the Company of \$100,000. We incurred no cost related to the private transaction.

On April 17, 2025, we issued 500,000 unregistered shares of our common stock to the Chief Revenue Officer. The shares were issued to the officer at an estimated grant date fair value of \$0.229 per share.

On April 24, 2025, we issued 80,000 unregistered shares of our common stock to a member of our Board of Directors as compensation for serving on the Board and for providing certain other business advisory services at an estimated grant date fair value of \$0.223 per share.

NOTE 8 - STOCK-BASED COMPENSATION

Our stock-based compensation programs are long-term retention awards that are intended to attract, retain, and provide incentives for employees, officers and directors, and to align stockholder and employee interest. We utilize grants of both stock options and warrants and restricted stock to achieve those goals.

Summary of Stock Options and Warrants

During the nine months ending April 30, 2025, we recorded no compensation expense related to stock options and warrants. During the nine months ending April 30, 2024, we recorded \$76,482 of compensation expense related to stock options and warrants. We granted no stock options or warrants during the nine months ending April 30, 2025 or 2024.

The following table summarizes our options and equity classified warrant activity for the nine months ending April 30, 2025 and fiscal year ended July 31, 2024:

	April 30, 2025		July 31, 2024	
	Number of Options and Warrants	Weighted Average Exercise Price	Number of Options and Warrants	Weighted Average Exercise Price
Balance at beginning of year	6,350,000	\$ 0.21	6,350,000	\$ 0.24
Granted	-	-	1,250,000	0.07
Expired / Cancelled / Exercised	(1,600,000)	0.15	1,250,000	0.23
Balance at end of period	4,750,000	\$ 0.24	6,350,000	\$ 0.21
Options and warrants exercisable	1,750,000	\$ 0.08	6,350,000	\$ 0.21

Summary of Restricted Stock Grants

During the nine months ending April 30, 2025, and 2024, we recorded compensation expense related to unvested restricted stock grants of \$363,392 and \$27,714, respectively. The grant date fair value of restricted stock awards during the nine months ended April 30, 2025, was \$2,219,388. Additionally, the Company estimated a 25% discount to market to reflect the legal restrictions preventing the securities from being sold on the OTC market until they are registered or deemed exempt from registration

The following table summarizes our restricted stock activity for the nine months ending April 30, 2025, and fiscal year ended July 31, 2024:

	April 30, 2025	July 31, 2024
Balance at beginning of period	4,000,000	2,282,031
Granted	11,980,000	3,100,000
Expired / Cancelled	(2,050,000)	-
Released	(2,400,000)	(1,382,031)
Balance at end of period	11,530,000	4,000,000

NOTE 9 - RELATED PARTY TRANSACTIONS

To continue operations and meet operating cash requirements, we have periodically relied on short-term loans from related parties, primarily shareholders, until such time as our cash flow from operations meets our cash requirements, or we are able to obtain adequate financing through sales of our equity securities and/or traditional debt financing. There is no formal written commitment for continued support by shareholders or others. Amounts loaned primarily relate to amounts paid to vendors. The loans are considered temporary in nature and have not been formalized by any written agreement. As of April 30, 2025, and July 31, 2024, related parties were owed \$28,845 and \$30,925, respectively, which are included in Accounts payable and accrued expenses, related party on the consolidated balance sheets (See *Note 6 - Accounts Payable and Accrued Expenses, Related Party*). The amounts owed are payable on demand and carry no interest. The amounts and terms of the related party loans may not necessarily be indicative of the amounts and terms that would have been incurred had comparable transactions been entered into with independent third parties.

For compensation after August 1, 2023, we entered into a Non-Employee Chief Executive Officer Engagement Agreement (the “Contract CEO Agreement”) with Platinum Equity Advisors, LLC (“Platinum Equity”), a related party, to provide the services of our CEO and Chairman of the Board of Directors. Platinum Equity Advisors, LLC, is a related party, is our largest shareholder, and is owned 100% by the spouse of our CEO and Chairman of our Board of Directors. At April 30, 2025, and July 31, 2024, we owed Platinum Equity \$19,000 and \$151,386, respectively, for amounts related to the Contract CEO Agreement. The amount owed is included in Accounts payable and accrued expenses, related party on the interim consolidated balance sheets (See *Note 3 - Accounts Payable and Accrued Expenses*).

On December 31, 2024, we issued a Promissory Note to Platinum Equity Advisors, LLC in the principal amount of \$373,957 which included \$51,283 of unamortized deferred financing costs (See *Note 5 – Notes Payable, Related Party*). All outstanding balances were paid off during the quarter. At July 31, 2024, the company had recorded accrued but unpaid interest on the note of \$5,583 (See *Note 3 – Accounts Payable and Accrued Expenses*). We paid \$65,074 in interest to Platinum Equity Advisors, LLC during the nine months ending April 30, 2025. We paid no interest during the nine months ending April 30, 2024. The amount and terms of the related party loan may not necessarily be indicative of the amount and terms that would have been incurred had comparable transactions been entered into with independent third parties.

During the nine months ended April 30, 2025, the Company recognized \$41,326 in office rent expense included in “Selling, general and administrative” on our interim consolidated statements of operations related to a month-to-month sublease agreement with Blue Earth Resources, Inc. (“BERI”), an entity related to the Company through common management control for use of certain office space.

NOTE 10 - COMMITMENTS AND CONTINGENCIES

Litigation

On September 18, 2023, Apex Funding Source, LLC (the “Lender”) filed a lawsuit in the Supreme Court of the State of New York, County of New York, naming Grasshopper Staffing, Inc. and Indeliving Holdings, Inc., both of which are wholly owned subsidiaries of the Company, as defendants in the suit. The action against our wholly owned subsidiaries is due to an alleged guarantee of a loan the Lender made to BERI, an entity related to the Company through common management control. The lawsuit is an action for BERI’s breach of a loan agreement and failure to pay \$4,705,900 in principal and interest to the Lender when due. The lawsuit also named Scott M. Boruff, the CEO and Chairman of the Company’s Board of Directors.

On April 18, 2024, the Lender filed a motion seeking partial summary judgment on its First Cause of Action against BERI and its Second Cause of Action against Scott M. Boruff in the amount of \$4,705,900, plus their actual and reasonable attorneys’ fees. Neither the Company nor its subsidiaries were included in the motion seeking partial summary judgment.

In the event the Lender attempts to enforce the alleged guarantees against our subsidiaries, we believe we have valid defenses against such an action. In addition, both subsidiaries previously discontinued their operations and currently have no assets. In the judgement of the Company’s management, if the pending actions were adversely determined they would not have a material adverse effect on the Company.

Operating Leases

The Company has lease agreements for certain personal and real property with initial lease terms of 12 months or less that are not recorded on the balance sheet. Our lease agreements do not include any significant renewal options. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Employment and Consulting Agreements

On January 31, 2024, we entered into a Non-Employee Chief Executive Officer Engagement Agreement (the “Contract CEO Agreement”) with Platinum Equity Advisors, LLC (“Platinum”) to provide the services of Scott M. Boruff as Chief Executive Officer and Chairman of the Board of Directors of the Company for a term of three (3) years. Effective as of August 1, 2023, the Company shall pay Platinum an annual base fee of \$102,000. The initial base fee is intended to compensate Platinum for a time commitment of up to 1/3 of the CEO’s time, attention, skill and best efforts to the Company. At the discretion of the Board of Directors, the base fee may be increased to a maximum annual amount of \$306,000 to better reflect the value of any future increases in the CEO’s time commitment to the Company. Effective August 1, 2024, the board set the base fee at \$240,000 annually. If the Contract CEO Agreement is terminated by us without cause or by Platinum for good reason, we are obligated to pay Platinum severance equal to three (3) months base fee and any other earned but unpaid compensation. In addition, if at any time during the term of the Contract CEO Agreement Platinum is terminated by us without cause within two years after a Change in Control of our company, or in the 90 days prior the Change in Control at the request of the acquiror, we are obligated to pay Platinum an amount equal to 2.99 times the annual base fee. “Change in Control” is defined in the Contract CEO Agreement to mean the acquisition by any person of beneficial ownership of our securities representing greater than 50% of the combined voting power of our then outstanding voting securities. Platinum is eligible for equity awards and other benefits as approved by the Board of Directors. On January 29, 2025, the agreement was updated, and the executive became entitled to a 5% override on any and all Company sales, including initial sales and subsequent recurring sales. No overrides will be considered earned by the Company until the amount is collected from the customer.

On January 31, 2024, in connection with the appointment of Susan A. Reyes, MD as Chief Medical Officer of the Company, the Company and Dr. Reyes entered into an employment agreement (the “Reyes Employment Agreement”) with an initial term of Three (3) years. Effective as of August 1, 2023, the Company shall pay Dr. Reyes a base salary at the rate of \$24,000 per annum. The initial base salary is intended to compensate Dr. Reyes for a fractional devotion of her time, attention, skill and best efforts to the Company. At the discretion of the Chief Executive Officer, the base salary may be increased to a maximum annual amount of \$92,000 to better reflect the value of any future increases in Dr. Reyes’ time commitment to the Company. In the event Dr. Reyes’ employment with the Company is terminated without cause, Dr. Reyes shall be entitled to a severance payment equal to her currently in effect base salary for one (1) full year. If Dr. Reyes is terminated without cause within two (2) years of a change in control upon request of the acquiror, Dr. Reyes shall be entitled to a severance payment in an amount equal to 2.99 times the annualized base salary she is then earning. In addition, Dr. Reyes is eligible for equity awards and other benefits as approved by the Board of Directors.

On January 1, 2025, we entered into a Non-Employee President & Chief Strategy Officer Engagement Agreement with All Things New Ventures, LLC to engage Dustin M. Hillis to provide the services of President & Chief Strategy Officer to the Company for a term of Three (3) years. The Company shall pay Mr. Hillis an annual base fee of \$100,000, to be paid in equal monthly payments. In addition to the base fee, Mr. Hillis will be paid a commission on certain new and recurring business sales. In the event Mr. Hillis’ employment with the Company is terminated without cause, Mr. Hillis shall be entitled to a severance payment equal to his currently in effect base salary plus overrides for one (1) full year. If Mr. Hillis is terminated without cause within two (2) years of a change in control upon request of the acquiror, Mr. Hillis shall be entitled to a severance payment in an amount equal to 2.99 times the annualized base salary plus overrides he is then earning. In addition, Mr. Hillis is eligible for equity awards and other benefits as approved by the Board of Directors. Mr. Hillis became entitled to a 5% override on any and all Company sales, including initial sales and subsequent recurring sales. No overrides will be considered earned by the Company until the amount is collected from the customer. A First Amendment was signed effective April 1, 2025, and the annual base fee was increased to \$150,000 paid in equal monthly payments.

Effective as of October 1, 2024, Timothy R. Brady was appointed by the Board of Directors (the “Board”) of Healthcare Integrated Technologies Inc. (the “Company”) to the position of Chief Financial Officer. Mr. Brady initially served as our Chief Financial Officer on a fractional basis and commenced service as Chief Financial Officer on a full-time basis as of December 1, 2024. In connection with the commencement of his full-time service to the Company in December, the Company entered into a Non-Employee Chief Financial Officer Engagement Agreement dated December 1, 2024. Pursuant to the agreement, Mr. Brady is entitled to an initial monthly base salary of \$10,000 and received 2,000,000 shares of the Company’s common stock. The Board or its compensation committee may grant Mr. Brady other long-term incentive awards in the form of equity awards, cash incentives or otherwise, from time to time and in the discretion of the Board or its committee. Mr. Brady is also entitled to a 2% override on any and all Company sales, including initial sales and subsequent recurring sales. No overrides will be considered earned by the Company until the amount is collected from the customer. The Company has agreed to pay Mr. Brady an annual bonus subject to achievement by the Company of Board-established corporate goals and to recognized other achievements by the Company or Mr. Brady during the year. Mr. Brady is entitled to participate in any employee benefit plans, programs and arrangements of the Company in effect during the engagement period which are generally available to other senior executives of the Company (including, without limitation, group medical insurance plans, life insurance plans, and 401(k) plans), subject to and on a consistent basis with the terms, conditions and overall administration of such plans, programs and arrangements. A First Amendment was signed effective April 1, 2025, and the monthly base salary was increased to \$12,500. At the discretion of the Board of Directors, Executive’s Base Fee may be increased.

On April 10, 2025, we appointed Mr. Anand Ijju, as our Chief Technology Officer (CTO). Mr. Ijju’s employment with the Company will begin on May 1, 2025. Mr. Ijju entered into a three-year agreement with the Company. As compensation, the Company agreed to pay Mr. Ijju an annual salary of \$150,000 and Mr. Ijju is entitled to discretionary bonuses as may be awarded from time to time by the Company’s Board of Directors. As additional compensation the Company granted Mr. Ijju a stock grant of 500,000 shares of the Company’s common stock. The stock grant shall be non-qualified and shall become vested annually over three years beginning on May 1, 2026. Mr. Ijju is entitled to participate in any employee benefit plans, programs and arrangements of the Company in effect during the engagement period which are generally available to other senior executives of the Company (including, without limitation, group medical insurance plans, life insurance plans, and 401(k) plans), subject to and on a consistent basis with the terms, conditions and overall administration of such plans, programs and arrangements.

On April 17, 2025, we appointed Mr. Theo Davies, as our Chief Revenue Officer (CRO), effective immediately. Mr. Davies was previously our Chief Commercial Officer. As compensation, the Company agreed to pay Mr. Davies an annual salary of \$150,000 and Mr. Davies is entitled to discretionary bonuses as may be awarded from time to time by the Company’s Board of Directors. As additional compensation the Company granted Mr. Davies a stock grant of 500,000 shares of the Company’s common stock, which vested immediately. Mr. Davies will also receive an annual health insurance benefit allowance of \$1,800. In addition, Mr. Davies shall be paid a 2.0% commission on the gross amount of any and all Company domestic revenue and 5.0% commission on the gross amount of any and all Company international revenue, the 5% commission will be reduced to 2%, when Mr. Davies finds his replacement.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

THE FOLLOWING DISCUSSION OF OUR PLAN OF OPERATION AND RESULTS OF OPERATIONS SHOULD BE READ IN CONJUNCTION WITH THE FINANCIAL STATEMENTS AND RELATED NOTES TO THE FINANCIAL STATEMENTS INCLUDED ELSEWHERE IN THIS REPORT. THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT RELATE TO FUTURE EVENTS OR OUR FUTURE FINANCIAL PERFORMANCE. THESE STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE OUR ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKING STATEMENTS ARE SUBJECT TO NUMEROUS RISKS AND UNCERTAINTIES, INCLUDING OUR ABILITY TO COMMERCIALIZE NEW PRODUCTS, HIRE AND RETAIN KEY PERSONNEL, AND SECURE SUFFICIENT FUNDING TO EXECUTE OUR GROWTH PLAN. IF OUR ASSUMPTIONS REGARDING PLANNED EXPENDITURES OR REVENUE GENERATION PROVE INACCURATE, WE MAY NEED TO ADJUST OUR STRATEGIC TIMELINE OR RESOURCE ALLOCATION, WHILE WE BELIEVE THESE PATENTS PROVIDE MEANINGFUL PROTECTION FOR CERTAIN ASPECTS OF OUR TECHNOLOGY, THERE IS NO GUARANTEE THAT THEY WILL PREVENT ALL COMPETITORS FROM DEVELOPING SIMILAR PRODUCTS, FAILURE TO COMPLY WITH THE FAMILY EDUCATIONAL RIGHTS AND PRIVACY ACT (“FERPA”) COULD LIMIT OR DELAY OUR ABILITY TO DEPLOY SAFESCHOOL™ IN CERTAIN JURISDICTIONS, IMPACT CUSTOMER ADOPTION, OR EXPOSE THE COMPANY TO REGULATORY RISK AND OTHER FACTORS INCLUDE, AMONG OTHERS, THOSE LISTED UNDER “FORWARD-LOOKING STATEMENTS” AND “RISK FACTORS” AND THOSE INCLUDED ELSEWHERE IN THIS REPORT.

Overview

Effective April 24, 2025, we completed a strategic rebranding initiative, changing our corporate name from Healthcare Integrated Technologies, Inc. to SafeSpace Global Corporation, in addition to changing our stock ticker from HITC to SSGC. Both name and stock symbol change were approved by FINRA on April 23, 2025. This name change reflects our expanded mission to deliver life-saving ambient, multimodal AI technology solutions across a wide range of environments beyond healthcare, including schools, transit systems, correctional facilities, and commercial infrastructure. With operations spanning the United States, Europe, Singapore, and India, the rebranding supports SafeSpace’s evolution into a technology-driven global enterprise dedicated to protecting lives wherever people live, learn, travel, or work. We believe that this transformation strengthens our market positioning and aligns our corporate identity with our broadened strategic vision.

We are currently marketing the following products and solutions, including our initial product, SafeSpace® Fall Monitoring, which utilizes advanced AI monitoring tools to enhance resident safety in senior living, reduce the risk of injuries, and improve overall care efficiency. Additionally, we have expanded our services and offerings beyond senior living facilities, into schools and transportation where we’ve recently launched these innovative solutions:

- SafeFace™ Access Control - An advanced solution that leverages facial recognition to automatically and instantly unlock doors for registered staff and visitors, integrating seamlessly with your existing maglock system for a completely keyless and no badge entry.
- SafeFace™ Time Compliance – A platform that monitors staff movements, rounds, and care tasks in real time, delivering actionable insights to leadership. These insights enable more informed decision-making and help streamline daily operations.
- SafeGuard™ Wander Protection - Strategically-placed facial recognition cameras that trigger alerts when an at-risk resident is seen outside your secured unit, reducing immediate jeopardy situations and litigation.
- SafeTrace™ Rapid Investigations – An innovative investigation solution—simply select a face to instantly retrieve video clips of that individual across your facilities, anytime. Local data storage ensures security and cost efficiency, saving countless hours in investigations.
- SafeSchool™ - Designed to address growing concerns around school safety by proactively detecting weapons and identifying persons of concern through real-time AI-based monitoring. The SafeSchool™ multimodal ambient AI solution is designed to help protect students during school hours while offering peace of mind to guardians. The SafeSchool™ product offers proactive protection that cameras on their own cannot provide. Our software proactively alerts when weapons are detected or persons of concern (i.e. predators or non-custodial parents) are sighted, offering immediate situational awareness to deter a tragedy. We are actively working with external advisors, school administrators, and legal counsel to ensure that SafeSchool™ is deployed in a FERPA-compliant manner. We view FERPA compliance as a priority and are committed to aligning the SafeSchool™ offering with applicable privacy laws.

To support the delivery and commercialization of these solutions, management has appointed a new Chief Technology Officer (CTO) and engaged a specialized team of consultants. These strategic investments are intended to accelerate product development, improve time-to-market, and create long-term shareholder value by establishing sustainable revenue streams.

Intellectual Property

We have been granted two U.S. patents that further reinforce our proprietary technology portfolio:

- **US Patent No. 11,587,423**, titled *Fall Validation with Privacy-Aware Monitoring*, is an advanced system for detecting, confirming, and mitigating falls while prioritizing user privacy. Leveraging AI, audio, and selective image capture, it delivers reliable fall detection without invasive surveillance.
- **US Patent No. 11,886,950**, titled *System and Method for Assessing and Verifying the Validity of a Transaction* is a transaction validation system that uses AI and multi-sensor data to ensure compliance across healthcare, logistics, and industrial operations. It redefines accountability and safety by proactively identifying anomalies and verifying processes.

We believe these patents enhance our competitive position in the AI-based monitoring sector and reflect our commitment to protecting both privacy and lives.

Strategy

SafeSpace Global Corporation is executing a focused growth strategy led by a world-class team of executives with deep experience in scaling innovative companies. Our leadership team combines proven operational expertise with a mission-driven commitment to safety and impact. Our primary objective is to expand the adoption of our life-saving ambient, multimodal AI technology across both existing and emerging verticals. These include senior living, education, transportation, and corrections—with future expansion planned into commercial infrastructure and high-risk institutional settings. To support this growth, we have strengthened our development team with senior IT architects, AI specialists, and systems engineers who are accelerating product innovation and market deployment on a global scale. A key pillar of this strategy is our dedicated sales force, which brings both deep domain knowledge and a shared commitment to leveraging ambient AI to save lives. This integrated team is actively driving customer engagement, market penetration, and adoption of our multimodal safety solutions across diverse environments.

Financial and Operating Results

As of the date of this filing, the Company has approximately \$8,000,000 in cash and cash equivalents from recent private placements. Management believes this adequately supports the Company's five-year strategic plan enabling strategic initiatives, such as acquisitions, investments in advanced AI technology, and the expansion of its technology development team. SafeSpace Global Corporation remains committed to driving innovation in healthcare technology, with a focus on solutions that enhance safety, efficiency, and patient outcomes across various care settings.

Highlighted achievements for the nine months ending April 30, 2025 include:

- On August 23, 2024, we appointed Micheal “Coach” Burt to our Board of Directors.
- On October 1, 2024, we appointed Timothy R. Brady as Fractional Chief Financial Officer and on December 1, 2024, appointed him to full-time Chief Financial Officer.
- On November 5, 2024, we announced the appointment of Caleb Dixon as Chief Customer Officer to focus on enhancing customer engagement and satisfaction. Mr. Dixon's title was recently changed to Director of Customer Success.
- On December 9, 2024, we announced the appointment of Theo Davies as Vice President of Sales Enablement & International Expansion and on April 17, 2025, we announced that Theo Davies was appointed as our new Chief Revenue Officer (CRO).
- On December 18, 2024, we announced the engagement of Katie Piperata as a Senior Living Consultant for the Company's Healthcare division.
- On December 30, 2024, we announced the promotion of Dustin Hillis to President and Chief Strategy Officer.

- On January 7, 2025, we announced that Justin Freishtat joined in a capital advisory role with Investor Relations.
- On March 14, 2025, we appointed Anthony Chapman to our Board of Directors.
- On April 10, 2025, we announced that Anand Ijju joined as our Chief Technology Officer (CTO).
- On April 15, 2025, we announced that Sasidhar Valluru was appointed as our Director of Global Product Delivery.
- On April 15, 2025, we appointed FKP Advisors LLC, as a non-independent member, to the Board of Directors. FKP Advisors LLC board seat will be on a rotational basis with Larry Kloess III serving in the first year, followed by Jim Fitzgerald in the second year, and Ben Pope in the third year.
- We received \$10,172,074 in net proceeds from the sale of our common stock at an average price of \$0.116 per share during the nine months ending April 30, 2025.

Results of Operations

Three Months Ending April 30, 2025 Compared to the Three Months Ending April 30, 2024

Revenues

Our business did not produce revenue during the three-month period ending April 30, 2025. We recognized \$60,283 of revenue from fees from our contract for the three-month period ending April 30, 2024.

Operating Expenses

The table below presents a comparison of our operating expenses for the three months ending April 30, 2025 and 2024:

	For the Three Months Ending April 30,			
	2025	2024	\$ Variance	% Variance
Officers' compensation	\$ 148,164	\$ 86,861	\$ 61,303	71%
Salaries and wages	47,335	-	47,335	-
Bonuses and incentives	122,645	-	122,645	-
Contract labor	95,892	-	95,892	-
Professional fees	190,975	15,405	175,570	1,140%
Insurance	14,997	-	14,997	-
Software development	76,200	7,006	69,194	988%
Sales technology support	50,710	-	50,710	-
Travel and entertainment	65,607	13,499	52,108	386%
Advertising and marketing	73,783	3,196	70,587	2,209%
Rent expense	20,749	-	20,749	-
Office expense	21,560	-	21,560	-
Other	10,609	2,115	8,494	402%
Total selling, general & administrative	939,226	128,082	811,144	633%
Stock-based compensation	363,555	78,361	285,194	364%
Amortization	122,002	55,697	66,305	119%
Total Operating Expenses	\$ 1,424,783	\$ 262,140	\$ 1,162,643	444%

Officers' Compensation - Officers' compensation increased \$61,303, or 71%, over the prior period primarily due to the addition of the President & Chief Strategy Officer, increased pay for the Chief Financial Officer and Chief Executive Officer compared to the previous period and the addition of our Chief Revenue Officer. Additionally, the Company's officers accepted voluntary pay reductions in the prior comparable period.

Salaries and wages - Salaries and wages increased \$47,335 over the prior period and is attributable to the addition of new finance, accounting and administrative personnel.

Bonuses and incentives - Bonuses and incentives increased \$122,645 over the prior period and is attributable to bonuses and incentive payments for the addition of new officers and personal.

Contract labor - Contract labor increased \$95,892 over the prior period and is attributable to the addition of new finance, accounting and administrative personnel.

Professional Fees - Professional fees increased \$175,570, or 1,140% over the same period in the prior year primarily due to increased legal and accounting fees and the addition of a grant writing consultant.

Insurance - Insurance expense increased \$14,997 over the prior period and is attributable to no insurance expenses during the three months ending April 30, 2024.

Software Development - Software development expenses increased \$69,194, or 988% over the same period in the prior year due to an increase in the use of independent contractors and consultants for specific development projects.

Sales technology support - Sales technology support expense increased \$50,710 over the prior period and is attributable to no sales support expenses during the three months ending April 30, 2024.

Travel and entertainment - Travel and entertainment expense increased \$52,108 over the same period in the prior year. The increase is primarily due to increased business travel by the senior management team.

Advertising and Marketing - Advertising and marketing costs increased \$70,587, or 2,209% over the same period in the prior year due to increased promotional activities.

Rent expense - Rent expense increased \$20,749 over the same period in the prior year due to no rent expense in the prior year.

Office expense - Office expense increased \$21,560 primarily due to increases in office expense activity over the same period in the prior year.

Other - Other expenses increased \$8,494 over the same period in the prior year primarily due to limited activity during the three months ending April 30, 2024.

Stock-based Compensation - Stock-based compensation expense increased \$285,194 from the same period in the prior year. The increase results from the amortization of the grant date fair value of new restricted stock awards.

Amortization - Amortization expenses increased \$66,305, or 119% over the same period in the prior year, primarily due to a reduction in the estimated useful life from three years to two years of software development costs.

Other Income (Expense)

The table below presents a comparison of our other income (expense) for the three months ending April 30, 2025 and 2024:

	For the Three Months Ending April 30,		\$ Variance	% Variance
	2025	2024		
Gain (loss) on extinguishment of debt	\$ 113,645	\$ -	\$ 113,645	-
Interest expense	(6,872)	(13,361)	6,489	(49)%
Interest income	7,367	-	7,367	-
Total	\$ 114,140	\$ (13,361)	\$ 127,501	(954)%

Gain (loss) on extinguishment of debt - Gain (loss) on extinguishment of debt increased \$113,645 over the same period in the prior year due to holders exchanging 5% Convertible Promissory Notes plus accrued interest through the conversion date at a conversion price of \$0.50 per share, the settlement of the Note Payable to Acorn Management Partners offset by a loss for the unamortized issuance costs from Platinum Note 4.

Interest expense - Interest expense decreased \$6,489, or 49%, over the same period in the prior year due to a decrease in the average outstanding debt balance during the same period in the prior year.

Interest income - Interest income increased \$7,367 over the same period in the prior year due to no interest income in the prior year.

Nine Months Ending April 30, 2025 Compared to the Nine Months Ending April 30, 2024

Revenues

Our business did not produce revenue during the nine-month period ending April 30, 2025. We recognized \$82,052 of revenue for fees from our contract for the nine-month period ending April 30, 2024.

Operating Expenses

The table below presents a comparison of our operating expenses for the nine months ending April 30, 2025 and 2024:

	For the Nine Months Ending April 30,		\$ Variance	% Variance
	2025	2024		
Officers' compensation	\$ 426,082	\$ 260,582	\$ 165,500	64%
Salaries and wages	47,335	-	47,335	-
Bonuses and incentives	122,645	-	122,645	-
Contract labor	162,845	-	162,845	-
Professional fees	311,688	69,905	241,783	346%
Insurance	14,997	-	14,997	-
Software development	148,791	15,287	133,504	873%
Sales technology support	50,710	-	50,710	-
Travel and entertainment	150,750	14,551	136,199	936%
Advertising and marketing	164,040	5,864	158,176	2,697%
Rent expense	46,326	-	46,326	-
Office expense	79,180	-	79,180	-
Other	27,851	4,047	23,804	588%
Total selling, general & administrative	1,753,240	370,236	1,383,004	374%
Stock-based compensation	1,244,302	104,196	1,140,106	1,094%
Amortization	299,953	167,091	132,862	80%
Impairment of intangibles	46,225	-	46,225	-
Total Operating Expenses	\$ 3,343,720	\$ 641,523	\$ 2,702,197	421%

Officers' compensation - Officers' compensation increased \$165,500 over the prior period primarily due to the addition of the President & Chief Strategy Officer, increased pay for the Chief Financial Officer and Chief Executive Officer compared to the previous period and the addition of our Chief Revenue Officer. Additionally, the Company's officers accepted voluntary pay reductions in the prior comparable period.

Salaries and wages – Salaries and wages increased \$47,335 over the prior period and is attributable to the addition of new finance, accounting and administrative personnel.

Bonuses and incentives – Bonuses and incentives increased \$122,645 over the prior period and is attributable to bonuses and incentive payments for the addition of new officers and personal.

Contract labor – Contract labor increased \$162,845 over the prior period and is attributable to the addition of new finance, accounting and administrative personnel.

Professional Fees - Professional fees increased \$241,783, or 346% over the same period in the prior year primarily due to increased legal and accounting fees and the addition of a grant writing consultant.

Insurance – Insurance expense increased \$14,997 over the prior period and is attributable to no insurance expenses during the three months ending April 30, 2024.

Software Development – Software development expenses increased \$133,504, or 873% over the same period in the prior year due to an increase in the use of independent contractors and consultants for specific development projects.

Sales technology support – Sales technology support expense increased \$50,710 over the prior period and is attributable to no sales support expenses during the nine months ending April 30, 2024.

Travel and entertainment – Travel and entertainment expense increased \$136,199 over the same period in the prior year. The increase is primarily due to increased business travel by the senior management team.

Advertising and Marketing - Advertising and marketing costs increased \$158,176 over the same period in the prior year due to increased promotional activities.

Rent expense – Rent expense increased \$46,326 over the same period in the prior year due to no rent expense in the prior year.

Office expense - Office expense increased \$79,180 primarily due to increases in office expense activity over the same period in the prior year.

Other - Other expenses increased \$23,804 over the same period in the prior year primarily due to limited activity during the nine months ending April 30, 2024.

Stock-based Compensation - Stock-based compensation expense increased \$1,140,106 from the same period in the prior year. The increase results from the amortization of the grant date fair value of new restricted stock awards.

Amortization - Amortization expenses increased \$132,862, or 80% over the same period in the prior year, primarily due to a reduction in the estimated useful life from three years to two years of software development costs.

Impairment of intangibles – Impairment of intangibles increased \$46,225 over the same period in the prior year. The impairment expense relates to the abandonment of certain patent applications and the establishment of an impairment reserve on active patent applications.

Other Income (Expense)

The table below presents a comparison of our other income (expense) for the Nine months ended April 30, 2025 and 2024:

	For the Nine Months Ended April 30,		\$ Variance	%Variance
	2025	2024		
Gain (loss) on extinguishment of debt	\$ 113,645	\$ -	\$ 113,645	-
Interest expense	(38,509)	(39,410)	(901)	(2)%
Interest income	7,367	-	7,367	-
Total	\$ 82,503	\$ (39,410)	\$ (121,913)	(309)%

Gain (loss) on extinguishment of debt - Gain (loss) on extinguishment of debt increased \$113,645 over the same period in the prior year due to holders exchanging 5% Convertible Promissory Notes plus accrued interest through the conversion date at a conversion price of \$0.50 per share, the settlement of the Note Payable to Acorn Management Partners offset by a loss for the unamortized issuance costs from Platinum Note 4.

Interest expense - Interest expense increased \$901, or 2%, over the same period in the prior year due to a decrease in the average outstanding debt balance during the same period in the prior year.

Interest income - Interest income increased \$7,367 over the same period in the prior year due to no interest income in the prior year.

Liquidity and Capital Resources

Working Capital

The following table summarizes our working capital for the interim period ended April 30, 2025 and fiscal year ended July 31, 2024:

	April 30, 2025	July 31, 2024
Current assets	\$ 8,203,253	\$ 222,584
Current liabilities	(255,792)	(1,022,522)
Working capital surplus (deficiency)	<u>\$ 7,947,461</u>	<u>\$ (799,938)</u>

Current assets for the interim period ending April 30, 2025 increased \$7,980,669 as compared to the fiscal year ended July 31, 2024. The increase is primarily due to the receipt of \$10,171,074 in net proceeds from the sale of our common stock at an average price of \$0.116 per share during the nine months ending April 30, 2025.

Current liabilities for the interim period ending April 30, 2025 decreased \$766,730 as compared to the fiscal year ended July 31, 2024. The decrease is primarily due to decreases in accounts payable and accrued expenses and a reduction in the Notes payable and Notes payable, related party.

Net Cash Used by Operating Activities

We currently do not have a revenue source and will continue to have negative cash flow from operations for the near future. The factors in determining operating cash flows are largely the same as those that affect net earnings, except for non-cash expenses such as depreciation and amortization, stock-based compensation, and impairment of intangibles, which affect earnings but do not affect operating cash flow. Net cash used by operating activities was \$1,754,005 for the nine months ended April 30, 2025, as compared to net cash used by operating activities of \$198,352 for the nine months ended April 30, 2024. The increase in cash used by operating activities is primarily attributable to an increase in operating costs and the payment of accounts payable and accrued expenses, related party items.

Net Cash Used by Investing Activities

We did not incur net cash used in investing activities during the reporting period. However, management anticipates approximately \$250,000 in capitalized software development costs during the remainder of the current fiscal year, and an additional \$500,000 in the next fiscal year to support ongoing product innovation.

Net Cash Provided by Financing Activities

Net cash provided by financing activities was \$9,709,787 for the nine months ending April 30, 2025, which represents a \$9,511,816 increase over the same period in the prior year. The increase is primarily due to the receipt of \$10,172,074 in net proceeds from the sale of our common stock at an average price of \$0.116 per share during the nine months ending April 30, 2025.

Critical Accounting Policies and Estimates

Our interim consolidated financial statements and related public financial information are based on the application of U.S. GAAP. U.S. GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to U.S. GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 1 of our interim consolidated financial statements.

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in our July 31, 2024 Annual Report.

We believe the following critical policies impact our more significant judgments and estimates used in preparation of our interim consolidated financial statements.

Business Combinations

We account for business combinations under the acquisition method of accounting. The acquisition method requires that the acquired assets and liabilities, including contingencies, be recorded at fair value determined on the acquisition date and that changes thereafter be reflected in income (loss). The estimation of fair values of the assets and liabilities assumed involves several estimates and assumptions that could differ materially from the actual amounts recorded. The results of the acquired businesses are included in our results from operations beginning from the day of acquisition.

Risk and Uncertainties

Factors that could affect our future operating results and cause actual results to vary materially from management’s expectation include, but are not limited to: our ability to maintain and secure adequate capital to fund our operations and fully develop our product(s); our ability to source strong opportunities with sufficient risk adjusted returns; acceptance of the terms and conditions of our licenses and/or the acceptance of our royalties and fees; the nature and extent of competition from other companies that may reduce market share and create pressure on pricing and investment return expectations; changes in the projects in which we plan to invest which result from factors beyond our control, including, but not limited to, a change in circumstances, capacity and economic impacts; changes in laws, regulations, accounting, taxation, and other requirements affecting our operations and business. Negative developments in these or other risk factors could have a significant adverse effect on our financial position, results of operations and cash flows.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. We base our estimates on experience and various other assumptions that are believed to be reasonable under the circumstances. We evaluate our estimates and assumptions on a regular basis and actual results may differ from those estimates.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants. A fair value hierarchy has been established for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1 Inputs - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

Level 2 Inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

Level 3 Inputs - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and borrowings. The fair value of current financial assets and current financial liabilities approximates their carrying value because of the short-term maturity of these financial instruments.

Intangible Assets

Intangible assets consist of patents, our website and the costs of software developed for internal use. Certain payroll and stock-based compensation costs incurred are allocated to the intangible assets. We determine the amount of costs to be capitalized based on the time spent by employees or outside contractors on the projects. Intangible assets are amortized over their expected useful life on a straight-line basis. We evaluate the useful lives of these assets on an annual basis and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. If the estimate of an intangible asset's remaining life is changed, the remaining carrying value of the intangible asset is amortized prospectively over the revised remaining useful life.

Impairment of Long-Lived Assets

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment at least annually or whenever facts and circumstances indicate that the carrying value may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset.

Derivative Liability

Options, warrants, convertible notes, or other contracts, if any, are evaluated to determine if those contracts, or embedded components of those contracts, qualify as derivatives to be separately accounted for in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 815, "*Derivatives and Hedging*," (paragraph 815-10-05-4 and Section 815-40-25). The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. The change in fair value is recorded in the consolidated statements of operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise, or cancellation and then the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated, and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

The Company adopted Section 815-40-15 of the FASB ASC ("*Section 815-40-15*") to determine whether an instrument (or an embedded feature) is indexed to the Company's own stock. Section 815-40-15 provides that an entity should use a two- step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions.

We utilize a binomial option pricing model to compute the fair value of the derivative liability and to mark to market the fair value of the derivative at each balance sheet date. We record the change in the fair value of the derivative as other income or expense in the consolidated statements of operations.

Revenue Recognition

Revenue is recognized under ASC 606, "*Revenue from Contracts with Customers*" using the modified retrospective method. Under this method, the Company follows the five-step model provided by ASC Topic 606 in order to recognize revenue in the following manner: 1) Identify the contract; 2) Identify the performance obligations of the contract; 3) Determine the transaction price of the contract; 4) Allocate the transaction price to the performance obligations; and 5) Recognize revenue. An entity recognizes revenue for the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. The Company's revenue recognition policies remained unchanged as a result of the adoption of ASC 606, and there were no significant changes in business processes or systems.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC Topic 718, "*Compensation – Stock Compensation*" ("ASC 718") which establishes financial accounting and reporting standards for stock-based employee compensation. It defines a fair value-based method of accounting for an employee stock option or similar equity instrument. The Company accounts for compensation cost for stock option plans, if any, in accordance with ASC 718.

Stock-based payments, excluding restricted stock, are valued using a Black-Scholes option pricing model. Grants of stock-based payment awards issued to non-employees for services rendered have been recorded at the fair value of the stock-based payment, which is the more readily determinable value. The grants are amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Stock-based compensation expenses are included in cost of goods sold or selling, general and administrative expenses, depending on the nature of the services provided, in the consolidated statements of operations. Stock-based payments issued to placement agents are classified as a direct cost of a stock offering and are recorded as a reduction in additional paid in capital.

The Company recognizes all forms of stock-based payments, including stock option grants, warrants and restricted stock grants, at their fair value on the grant date, which are based on the estimated number of awards that are ultimately expected to vest.

Capital Resources

We had no material commitments for capital expenditures as of April 30, 2025.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements as of April 30, 2025.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We do not hold any market risk sensitive instruments. We consider our interest rate risk exposure to be minimal as a result of fixing interest rates on 100% of our debt. At April 30, 2025, there was no floating rate debt that would expose us to market fluctuations in interest rates.

Item 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended, at the end of the period covered by this report (the "Evaluation Date"). In conducting its evaluation, management considered the material weaknesses described below in Management's Report on Internal Control over Financial Reporting.

Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of the Evaluation Date we did not maintain disclosure controls and procedures that were effective in providing reasonable assurances that information required to be disclosed in our reports filed under the Securities Exchange act of 1934 was recorded, processed, summarized and reported within the time periods prescribed by SEC rules and regulations, and that such information was accumulated and communicated to our management to allow timely decisions regarding required disclosure.

Our management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

On September 18, 2023, Apex Funding Source, LLC (the "Lender") filed a lawsuit in the Supreme Court of the State of New York, County of New York, naming Grasshopper Staffing, Inc. and Indeliving Holdings, Inc., both of which are wholly owned subsidiaries of the Company, as defendants in the suit. The action against our wholly owned subsidiaries is due to an alleged guarantee of a loan the Lender made to BERI, an entity related to the Company through common management control. The lawsuit is an action for BERI's breach of a loan agreement and failure to pay \$4,705,900 in principal and interest to the Lender when due. The lawsuit also named Scott M. Boruff, the CEO and Chairman of the Company's Board of Directors.

On April 18, 2024, the Lender filed a motion seeking partial summary judgment on its First Cause of Action against BERI and its Second Cause of Action against Scott M. Boruff in the amount of \$4,705,900, plus their actual and reasonable attorneys' fees. Neither the Company nor its subsidiaries were included in the motion seeking partial summary judgment.

In the event the Lender attempts to enforce the alleged guarantees against our subsidiaries, we believe we have valid defenses against such an action. In addition, both subsidiaries previously discontinued their operations and currently have no assets. In the judgement of the Company's management, if the pending actions were adversely determined they would not have a material adverse effect on the Company.

Item 1A. RISK FACTORS.

Not required for smaller reporting companies.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On May 13, 2025, we issued 1,000,000 shares of our unregistered common stock at a price of \$0.126 per share to an accredited investor and board member resulting in net proceeds to the Company of \$126,000. We incurred no cost related to the private transaction. The net proceeds are expected to be used for working capital. The issuance of the shares was exempt from registration under the Securities Act of 1933 in reliance on an exemption provided by Section 4(a)2 of that act.

On May 27, 2025, we issued 1,000,000 shares of our unregistered common stock at a price of \$0.126 per share to an accredited investor and officer resulting in net proceeds to the Company of \$126,000. We incurred no cost related to the private transaction. The net proceeds are expected to be used for working capital. The issuance of the shares was exempt from registration under the Securities Act of 1933 in reliance on an exemption provided by Section 4(a)2 of that act.

On May 28, 2025, we issued 1,000,000 shares of our unregistered common stock at a price of \$0.126 per share to an accredited investor and board member resulting in net proceeds to the Company of \$126,000. We incurred no cost related to the private transaction. The net proceeds are expected to be used for working capital. The issuance of the shares was exempt from registration under the Securities Act of 1933 in reliance on an exemption provided by Section 4(a)2 of that act.

On June 4, 2025, we issued 1,000,000 shares of our unregistered common stock at a price of \$0.126 per share to an accredited investor and board member resulting in net proceeds to the Company of \$126,000. We incurred no cost related to the private transaction. The net proceeds are expected to be used for working capital. The issuance of the shares was exempt from registration under the Securities Act of 1933 in reliance on an exemption provided by Section 4(a)2 of that act.

Item 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

Exhibit No.	Description
10.1	<u>FIRST AMENDMENT TO THE NON-EMPLOYEE CHIEF FINANCIAL OFFICER ENGAGEMENT AGREEMENT</u>
10.2	<u>FIRST AMENDMENT TO THE NON-EMPLOYEE PRESIDENT & CHIEF STRATEGY OFFICER ENGAGEMENT AGREEMENT</u>
31.1	<u>Chief Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*</u>
31.2	<u>Chief Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*</u>
32.1	<u>Chief Executive Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*</u>
32.2	<u>Chief Financial Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*</u>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document

*Filed Herewithin

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

SafeSpace Global Corporation

Date: June 13, 2025

By: /s/ Scott M. Boruff

Scott M. Boruff
President, Chief Executive Officer
(Principal Executive Officer)

SafeSpace Global Corporation

Date: June 13, 2025

By: /s/ Timothy R. Brady

Timothy R. Brady
Chief Financial Officer
(Principal Financial Officer)

FIRST AMENDMENT TO NON-EMPLOYMENT AGREEMENT

THIS FIRST AMENDMENT TO THE NON-EMPLOYEE CHIEF FINANCIAL OFFICER ENGAGEMENT AGREEMENT dated December 1, 2024, is by and between SafeSpace Global Corporation formerly known as Healthcare Integrated Technologies, Inc., a Nevada corporation (the “**Company**”), and Timothy R. Brady, a resident of the State of Florida (the “**Executive**”).

AMENDMENTS:

Paragraph 1 of the Agreement shall be amended in its entirety to read as follows:

1. **Engagement**. The Company hereby employs Timothy R. Brady, to perform those Employee Chief Financial Officer (“**CFO**”) duties as defined by the Chief Executive Officer (“**CEO**”) and/or Board of Directors (“**BOD**”) and such other reasonable duties as may be requested from time to time by the CEO and/or BOD of the Company. Mr. Brady hereby accepts such engagement upon the terms and subject to conditions set forth in this Agreement.

Paragraph 2 of the Agreement shall be amended in its entirety to read as follows:

2. **Employment Status Update**. Effective April 1, 2025, the Executive shall be classified as an employee of the Company, as such the Company will be responsible for all applicable employee tax withholdings and shall provide Executive with access to employee benefit programs and for the services rendered by Executive under this Agreement. At the discretion of the Board of Directors, Executive’s Base Fee may be increased.

Paragraph 3 (a) of the Agreement shall be amended in its entirety to read as follows:

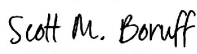
3. **Compensation**.
 - A. **Base Fee**. Effective April 1, 2025 for the services rendered by Executive under this Agreement, the Executive will be paid a monthly base fee of \$12,500. At the discretion of the Board of Directors, Executive’s Base Fee may be increased.

Additionally, this Amendment supersedes Sections 8 and 9 of the Agreement. Effective April 1, 2025, Executive shall be classified as an employee of the Company, with all corresponding tax withholdings and employee benefit eligibility.

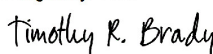
COMPANY:

Action by Unanimous Written Consent of the Board of Directors of SafeSpace Global Corporation formerly known as Healthcare Integrated Technologies, Inc.

The undersigned Board of Directors of SafeSpace Global Corporation formerly known as Healthcare Integrated Technologies, Inc., a Nevada corporation, in lieu of a meeting for such purposes, does hereby waive all requirements as to notice of such a meeting and hereby authorizes the approval of this Employment Agreement by written consent.


 By: Scott M. Boruff
 Its: Chief Executive Officer

EXECUTIVE:


 By: Timothy R. Brady
 Its: Chief Financial Officer

FIRST AMENDMENT TO EMPLOYMENT AGREEMENT

THIS FIRST AMENDMENT TO THE NON-EMPLOYEE PRESIDENT & CHIEF STRATEGY OFFICER ENGAGEMENT AGREEMENT dated January 1, 2025, is by and between SafeSpace Global Corporation, formerly known as Healthcare Integrated Technologies, Inc., a Nevada corporation (the “**Company**”), and All Things New Ventures, LLC (“**Management Company**”).

AMENDMENTS:

Paragraph 2 of the Agreement shall be amended in its entirety to read as follows:

2. **Employee President and Chief Strategy Officer**. Management Company agrees to designate Dustin Hillis as an Employee with a title of President and Chief Strategy Officer of the Company on the terms and conditions set forth in this Agreement. During the Services Period, Management Company shall report directly to the Chief Executive Officer, and exercise such authority, perform such executive duties and functions and discharge such executive responsibilities as are reasonably associated with Management Company’s position, consistent with the responsibilities assigned to officers of companies comparable to the Company, commensurate with the authority vested in Management Company pursuant to this Agreement and consistent with the Articles of Incorporation and By-laws of the Company. Without limiting the generality of the foregoing, Management Company shall undertake his duties in a manner consistent with the best interests of the Company and shall perform his duties to the best of his ability and in a diligent and proper manner. Management Company shall perform all duties, services and responsibilities in accordance with the guidelines, policies and procedures established by the Board of Directors (the “**Board**”) from time to time. Management Company further agrees to devote his time, attention, full skill and best efforts to the interests and business of the Company. Notwithstanding the foregoing, nothing in this Agreement shall restrict the Management Company from devoting time to serve on corporate boards (subject to Board approval), passive personal investments, other business affairs (including, without limitation, in respect to Management Company’s existing consulting business), educational and charitable interests, provided that none of such activities, individually or in the aggregate, interferes with the performance of his duties and responsibilities hereunder or conflicts or competes with the interests of the Company.

Paragraph 3 (a) of the Agreement shall be amended in its entirety to read as follows:

3. **Compensation**.

(a) **Base Fee**. The Company shall pay to Management Company, as compensation for the performance of his duties and obligations under this Agreement, a base salary at the rate of \$150,000.00 per annum during the Services Period. Management Company’s base salary is payable in accordance with the normal payroll practices of the Company for its executive officers. Management Company’s base salary shall be subject to review each calendar year by the Board in its sole discretion, provided that in no event may the base salary be reduced from the level previously in effect.

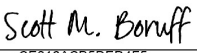
Paragraph 3 (e) of the Agreement shall be amended in its entirety to read as follows:

(e) **Benefits**. During the term of this Agreement, Management Company shall be entitled to participate in any employee benefit plans, programs and arrangements of the Company in effect during the engagement period which are generally available to senior executives of the Company (including, without limitation, group medical insurance plans, life insurance plans, 401(k), subject to and on a basis consistent with the terms, conditions and overall administration of such plans, programs and arrangements.

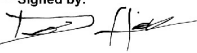
COMPANY:

Action by Unanimous Written Consent of the Board of Directors of SafeSpace Global Corporation formerly known as Healthcare Integrated Technologies, Inc.

The undersigned Board of Directors of Healthcare Integrated Technologies, Inc., a Nevada corporation, in lieu of a meeting for such purposes, does hereby waive all requirements as to notice of such a meeting and hereby authorizes the approval of this Employment Agreement by written consent.

DocuSigned by:

By: Scott M. Boruff
CF216ACB5ED4F5...
Its: Chief Executive Officer of SafeSpace Global Corporation, formerly known as Healthcare Integrated Technologies, Inc.

All Things New Ventures, LLC:

Signed by:

By: Dustin Hillis
CF177FB62C34898

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Scott M. Boruff, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "Report") of SafeSpace Global Corporation (the "Registrant");
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 presented in this Report;
4. The Registrant's other certifying officer 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 controls over financial reporting (as defined in Exchange Act Rules 13a-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;
 - 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;
5. The Registrant's other certifying officer 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 function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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 involves management or other employees who have a significant role in the Registrant's internal controls over financial reporting.

Date: June 13, 2025

By: /s/ Scott M. Boruff

Scott M. Boruff
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Timothy R. Brady, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (this "Report") of SafeSpace Global Corporation (the "Registrant");
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 presented in this Report;
4. The Registrant's other certifying officer 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 controls over financial reporting (as defined in Exchange Act Rules 13a-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;
 - 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;
5. The Registrant's other certifying officer 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 function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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 involves management or other employees who have a significant role in the Registrant's internal controls over financial reporting.

Date: June 13, 2025

By: /s/ Timothy R. Brady
Timothy R. Brady
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF PRINCIPAL 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 Quarterly Report of SafeSpace Global Corporation (the “Company”), on Form 10-Q for the period ended April 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Scott M. Boruff, Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report 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 the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 13, 2025

By: /s/ Scott M. Boruff

Scott M. Boruff
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL 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 Quarterly Report of SafeSpace Global Corporation (the “Company”), on Form 10-Q for the period ended April 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Timothy R. Brady, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report 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 the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 13, 2025

By: /s/ Timothy R. Brady

Timothy R. Brady
Chief Financial Officer
(Principal Financial Officer)
