

# BYRN, INC.

## FORM 10-Q (Quarterly Report)

Filed 07/24/25 for the Period Ending 06/30/25

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**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 **June 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 **333-143630**

**BYRN INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**20-4682058**

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

**50 West Liberty Street, Suite 880  
Reno, Nevada**

(Address of principal executive offices)

**89501**

(Zip Code)

Registrant's telephone number, including area code **(646) 768-8417**

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
N/A	N/A	N/A

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 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 emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

As of July 24, 2025 the Registrant had 419,984,423 shares of Common Stock issued and outstanding.

**BYRN INC.**  
**QUARTERLY REPORT ON FORM 10-Q**  
**For the Six Months Ended June 30, 2025 and 2024**

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## **PART I – FINANCIAL INFORMATION**

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Information contained in this quarterly report on Form 10-Q contains “forward-looking statements.” These forward-looking statements are contained principally in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend” or “project” or the negative of these words or other variations on these words or comparable terminology. The forward-looking statements herein represent our expectations, beliefs, plans, intentions or strategies concerning future events, including, but not limited to: our ability to consummate the Merger, as such term is defined below; our future financial performance; the continuation of historical trends; the sufficiency of our resources in funding our operations; our intention to engage in mergers and acquisitions; and our liquidity and capital needs. Our forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that any projections or other expectations included in any forward-looking statements will come to pass. Moreover, our forward-looking statements are subject to various known and unknown risks, uncertainties and other factors that may cause our actual results, performance, or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. These risks, uncertainties and other factors include but are not limited to: the risks of limited management, labor, and financial resources; our ability to establish and maintain adequate internal controls; our ability to develop and maintain a market in our securities; and our ability obtain financing, if and when needed, on terms that are acceptable. Except as required by applicable laws, we undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

As used in this quarterly report on Form 10-Q, “we”, “our”, “us” and the “Company” refer to Byrn Inc. a Nevada corporation unless the context requires otherwise.

Item 1. Financial Statements.

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**BYRN INC.  
BALANCE SHEETS**

	<b>June 30, 2025</b>	<b>December 31, 2024</b>
	<b>(Unaudited)</b>	
<b>ASSETS</b>		
Total Assets	\$ -	\$ -
<b>LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>		
Accounts payable	\$ 2,533	\$ 13,352
Related party payables	78,935	43,234
Current liabilities	81,468	56,586
Total liabilities	81,468	56,586
Stockholders' Deficit		
Preferred stock, par value \$0.001, 10,000,000 shares authorized, 10,000,000 issued and outstanding as of June 30, 2025 and December 31, 2024 respectively	10,000	10,000
Common stock, par value \$0.001, 500,000,000 shares authorized, 419,984,423 issued and outstanding of shares as of June 30, 2025 and December 31, 2024	-	-
Additional paid in capital	117,035,540	117,035,540
Accumulated deficit	(117,546,993)	(117,522,111)
Total Stockholders' (Deficit)	(81,468)	(56,586)
Total Liabilities and Stockholders' Deficit	\$ -	\$ -

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

**BYRN INC.**  
**STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three months Ended June 30, 2025	Three months Ended June 30, 2024	Six months Ended June 30, 2025	Six months Ended June 30, 2024
Revenue	\$ -	\$ -	\$ -	\$ -
Operating Expenses:				
Administrative expenses -related party	8,472	2,293	24,882	4,110
Total operating expenses	8,472	2,293	24,882	4,110
(Loss) from operations	(8,472)	(2,293)	(24,882)	(4,110)
Other (expense) net	-	-	-	-
Income (loss) before provision for income taxes	(8,472)	(2,293)	(24,882)	(4,110)
Provision for income taxes	-	-	-	-
Net Loss	(8,472)	(2,293)	(24,882)	(4,110)
Basic and diluted (loss) per common share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding	419,763,612	419,763,612	419,763,612	419,763,612

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

**BYRN, INC.**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
(Unaudited)

	<b>Preferred Stock</b>		<b>Common Stock</b>		<b>Additional Paid-in Capital</b>	<b>Accumulated Deficit</b>	<b>Total Stockholders' Deficit</b>
	<b>Shares</b>	<b>Value</b>	<b>Shares</b>	<b>Value</b>			
Balance, December 31, 2023	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>419,984,423</u>	<u>\$ 419,985</u>	<u>\$ 117,017,022</u>	<u>\$ (117,477,124)</u>	<u>\$ (30,117)</u>
Net loss						(1,817)	(1,817)
Balance, March 31, 2024	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>419,984,423</u>	<u>\$ 419,985</u>	<u>\$ 117,017,022</u>	<u>\$ (117,478,941)</u>	<u>\$ (31,934)</u>
Net loss						(2,293)	(2,293)
Balance, June 30, 2024	<u>10,000,000</u>	<u>10,000</u>	<u>419,984,423</u>	<u>419,985</u>	<u>\$ 117,017,022</u>	<u>\$ (117,481,233)</u>	<u>\$ (34,227)</u>
	<b>Preferred Stock</b>		<b>Common Stock</b>		<b>Paid-in Capital</b>	<b>Accumulated Deficit</b>	<b>Stockholders' Deficit</b>
	<b>Shares</b>	<b>Value</b>	<b>Shares</b>	<b>Value</b>			
Balance, December 31, 2024	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>419,984,423</u>	<u>\$ 419,985</u>	<u>\$ 117,035,540</u>	<u>\$ (117,522,111)</u>	<u>\$ (56,586)</u>
Net loss						(16,410)	(16,410)
Balance, March 31, 2025	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>419,984,423</u>	<u>\$ 419,985</u>	<u>\$ 117,035,540</u>	<u>\$ (117,538,521)</u>	<u>\$ (72,996)</u>
Net loss						(8,472)	(8,472)
Balance, June 30, 2025	<u>10,000,000</u>	<u>\$ 10,000</u>	<u>419,984,423</u>	<u>\$ 419,985</u>	<u>\$ 117,035,540</u>	<u>\$ (117,546,993)</u>	<u>\$ (81,468)</u>

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



**BYRN INC.**  
**STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	<b>Six months Ended June 30, 2025</b>	<b>Six months Ended June 30, 2024</b>
<b>Cash Flows From Operating Activities:</b>		
Net (loss)	\$ (24,882)	\$ (4,110)
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	(10,819)	2,376
Net cash (used in) operating activities	(35,700)	(1,734)
<b>Cash Flows From Investing Activities:</b>		
Net cash provided by (used in) investing activities	-	-
<b>Cash Flows From Financing Activities:</b>		
Proceeds from related party loans	35,700	1,734
Net cash provided by financing activities	35,700	1,734
Net Increase (Decrease) In Cash	-	-
Cash At The Beginning Of The Period	-	-
Cash At The End Of The Period	<u>\$ -</u>	<u>\$ -</u>

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

**BYRN INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED**  
**JUNE 30, 2025 AND JUNE 30, 2024**

**NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS**

Byrn Inc. f/k/a “Byrn, Inc. (“Byrn”, “we”, “us”, or, the “Company”), is a Nevada corporation, formed in April 2011 to become an emerging healthcare knowledge solution company created to transform health and healthcare by developing the standard in measuring clinical performance and outcomes. The Company developed medical software with tools and analytics intended to reduce costs while improving clinical performance, outcomes, predictive insight, and evidence-based best clinical processes.

On August 10, 2011, holders of a majority of the Registrant’s outstanding Common Stock voted to amend the Registrant’s Articles of Incorporation to increase the number of its authorized shares of capital stock from 900,000,000 shares to 2,510,000,000 par value \$0.001 shares (the “Amendment”) of which (a) 2,500,000,000 shares were designated as Common Stock and (b) 10,000,000 shares were designated as blank check preferred stock.

During the period from March 22, 2013, through December 26, 2019, the Company was dormant.

On December 27, 2019, Custodian Ventures, LLC, an entity controlled by David Lazar, was appointed by the Nevada Court as the custodian of Quture. On December 31, 2019, Mr. Lazar became the only Director and Officer of the Company also acting as its President, Treasurer, and Secretary.

On April 5, 2020, the Company granted Mr. Lazar 10,000,000 preferred shares with super-voting rights of 21,000,000,000 common shares.

On September 10, 2020, the Company filed a Certificate of Designation with the State of Nevada changing the conversion and voting rights of the Company’s Series A preferred stock, \$.001 par value per share to 250 for each one (1) share of Series A preferred stock.

On September 23, 2020, as a result of a private transaction, 10,000,000 shares of Series A Convertible Preferred Stock, \$0.001 par value per share (the “Shares”) of the Company were transferred from Custodian Ventures, LLC (the “Seller”) to FiveT Capital Holding AG (the “Purchaser”). As a result, the Purchaser became an approximately 50.2% holder of the voting rights of the issued and outstanding share capital of the Company on a fully-diluted basis of the Company and became the controlling shareholder. In connection with the transaction, David Lazar released the Company from all debts owed to him and/or the Seller.

On September 23, 2020, the existing director and officer resigned immediately. Accordingly, David Lazar, serving as a director and an officer, ceased to be the Company’s Chief Executive Officer, Chief Financial Officer, President, Treasurer, Secretary, and Director.

On November 24, 2020, Quture International, Inc. amended its articles of incorporation to change its name to Born, Inc. (the “Name Change”). The change was made in anticipation of entering into a new line of business operations.

Also on November 24, 2020, the Company amended its articles of incorporation to reverse split its common stock at a rate of 1 for 1,000 (the “Reverse”). Additionally, the number of common shares authorized was reduced from 2,500,000,000 to 500,000,000. On December 1, 2020, FINRA declared the Name Change and the Reverse effective.

On November 24, 2020, the Company amended its articles of incorporation to change its name from Quture International, Inc. to Born, Inc. (the “Name Change”). The change was made in anticipation of entering into a new line of business operations.

Also on November 24, 2020, the Company amended its articles of incorporation to reverse split its common stock at a rate of 1 for 1,000 (the “Reverse”). Additionally, the number of common shares authorized was reduced from 2,500,000,000 to 500,000,000. On December 1, 2020, FINRA declared the Name Change and the Reverse effective.

On February 2, 2021, the Company changed its fiscal year end to December 31.

On February 16, 2021, the Company entered into a share exchange agreement (the “Share Exchange Agreement”) with Alkeon Creators, Inc. (“Alkeon”), a United Kingdom corporation. Under the Share Exchange Agreement, One Hundred Percent (100%) of the ownership interest of Alkeon was exchanged for 406,646,919 shares of common stock of the Company. The former stockholders of Alkeon acquired a majority of the issued and outstanding common stock as a result of the share exchange transaction. The transaction has been accounted for as a recapitalization of the Company, whereby Alkeon is the accounting acquirer.

Immediately after completion of such share exchange on February 16, 2021, the Company had a total of 409,353,807 issued and outstanding shares, with authorized share capital for common share of 500,000,000.

The transaction with Alkeon was voided and written off in February 2021. As a result the Company was considered a dormant shell from February 2021 through July 2023 when it went into custodianship.

On January 14, 2024, the Eight Judicial District Court, pursuant to Case A-23-871046B issued an Order Barring Unasserted Claims against Born, Inc.

On July 16, 2024 the Company changed its name to Byrn Inc.

The Company has no operations or revenue as of the date of this Report. We are currently in the process of developing a business plan. Management intends to explore and identify viable business opportunities within the U.S. including seeking to acquire a business in a reverse merger.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation**

The accompanying financial statements have been prepared in accordance with the Financial Accounting Standards Board (“FASB”) “FASB Accounting Standard Codification™” (the “Codification”) which is the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) in the United States.

### **Going Concern**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve-month period following the date of these financial statements. The Company has incurred significant operating losses since inception. As of June 30, 2025 the Company had a working capital deficit of \$81,468 and negative shareholders’ equity of \$117,546,993.

Because the Company does not expect that existing operational cash flow will be sufficient to fund presently anticipated operations, this raises substantial doubt about the Company’s ability to continue as a going concern. Therefore, the Company will need to raise additional funds and is currently exploring alternative sources of financing. The Company is currently being funded by David Lazar who is extending interest free demand loans to the Company. Historically, the Company has raised capital through private placements, as an interim measure to finance working capital needs and may continue to raise additional capital through the sale of common stock or other securities and obtaining some short-term loans. The Company will be required to continue to do so until its operations become profitable. Also, the Company has, in the past, paid for consulting services with its common stock to maximize working capital, and intends to continue this practice where feasible.

### Use of Estimates

The preparation of financial statements in conformity with US GAAP requires Management to make estimates and assumptions that affect the reported amounts of liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to income taxes and contingencies. The Company bases its estimates on historical experience, known or expected trends and various other assumptions that are believed to be reasonable given the quality of information available as of the date of these financial statements. The results of these assumptions provide the basis for making estimates about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

### Management's Representation of Interim Financial Statements

The accompanying unaudited financial statements have been prepared by the Company without audit pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been or omitted as allowed by such rules and regulations, and management believes that the disclosures are adequate to make the information presented not misleading. These financial statements include all of the adjustments, which in the opinion of management are necessary to a fair presentation of financial position and results of operations. All such adjustments are of a normal and recurring nature. Interim results are not necessarily indicative of results for a full year. These financial statements should be read in conjunction with the audited financial statements at and as of December 31, 2024 filed with the SEC on April 15, 2025.

### Cash and cash equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. On June 30, 2025, and December 31, 2024, the Company's cash equivalents totaled \$-0- and \$-0- respectively.

### Stock-based Compensation

The Company accounts for stock-based compensation using the fair value method following the guidance outlined in Section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

### Net Loss per Share

Net loss per common share is computed by dividing net loss by the weighted average common shares outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, "Earnings per Share." Basic earnings per common share ("EPS") calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding.

### Recent Accounting Pronouncements

There is no new accounting guidance that impacts the Company's financial statements.

### **NOTE 3 – COMMITMENTS AND CONTINGENCIES**

The Company did not have any contractual commitments as of June 30, 2025, and December 31, 2024.

### **NOTE 4 – NOTES PAYABLE RELATED PARTY**

Mr. Lazar, the Company's Court-appointed custodian is considered a related party. During the three months ended June 30, 2025, he extended \$20,404 in interest free demand loans to the Company. As of June 30, 2025 the amount due to Mr. Lazar was \$78,935.

### **NOTE 5 – EQUITY**

#### Common stock

The Company has authorized 500,000,000 shares of Common Stock and 10,000,000 shares of Preferred Stock both with a par value of \$0.001. As of June 30, 2025, and December 31, 2024, respectively, there were 419,984,423 and 419,984,423 shares of Common Stock issued and outstanding. Stock issued and outstanding, respectively.

#### Series A Preferred Stock

As of June 30, 2025 and December 31, 2024 there were 10,000,000 Series A Preferred Shares outstanding which carried super voting rights of 21,000,000,000 common shares. Each share of Preferred A is convertible into 250 shares of common stock.

### **NOTE 6 – SUBSEQUENT EVENTS**

In accordance with ASC 855-10, Company has performed an evaluation of subsequent events from June 30, 2025, through July 24, 2025, the date the financial statements were issued. Based on the evaluation, the Company did not identify any subsequent events that would have required adjustment or disclosure in the financial statements.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

### **Organizational History of the Company and Overview**

#### **No Current Operations**

#### **Plan of Operation**

The Company has no operations from a continuing business other than the expenditures related to running the Company and has no revenue from continuing operations as of the date of this Report.

Management intends to explore and identify business opportunities within the U.S., including a potential acquisition of an operating entity through a reverse merger, asset purchase or similar transaction. Our Chief Executive Officer has experience in business consulting, although no assurances can be given that he can identify and implement a viable business strategy or that any such strategy will result in profits. Our ability to effectively identify, develop and implement a viable plan for our business may be hindered by risks and uncertainties which are beyond our control, including without limitation, the continued negative effects of the coronavirus pandemic on the U.S. and global economies.

We do not currently engage in any business activities that provide revenue or cash flow. During the next 12-month period we anticipate incurring costs in connection with investigating, evaluating, and negotiating potential business combinations, filing SEC reports, and consummating an acquisition of an operating business.

Given our limited capital resources, we may consider a business combination with an entity which has recently commenced operations, is a developing company or is otherwise in need of additional funds for the development of new products or services or expansion into new markets or is an established business experiencing financial or operating difficulties and is in need of additional capital. Alternatively, a business combination may involve the acquisition of, or merger with, an entity which desires access to the U.S. capital markets.

As of the date of this Report, our management has not had any discussions with any representative of any other entity regarding a potential business combination. Any target business that is selected may be financially unstable or in the early stages of development. In such event, we expect to be subject to numerous risks inherent in the business and operations of a financially unstable or early-stage entity. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk or in which our management has limited experience, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

Our management anticipates that we will likely only be able to effect one business combination due to our limited capital. This lack of diversification will likely pose a substantial risk in investing in the Company for the indefinite future because it will not permit us to offset potential losses from one venture or operating territory against gains from another. The risks we face will likely be heightened to the extent we acquire a business operating in a single industry or geographical region.

We anticipate that the selection of a business combination will be a complex and risk-prone process. Because of general economic conditions, including unfavorable conditions caused by the coronavirus pandemic, rapid technological advances being made in some industries and shortages of available capital, management believes that there are a number of firms seeking business opportunities at this time at discounted rates with which we will compete. We expect that any potentially available business combinations may appear in a variety of different industries or regions and at various stages of development, all of which will likely render the task of comparative investigation and analysis of such business opportunities extremely difficult and complicated. Once we have developed and begun to implement our business plan, management intends to fund our working capital requirements through a combination of our existing funds and future issuances of debt or equity securities. Our working capital requirements are expected to increase in line with the implementation of a business plan and commencement of operations.

Based upon our current operations, we do not have sufficient working capital to fund our operations over the next 12 months. If we are able to close a reverse merger, it is likely we will need capital as a condition of closing that acquisition. Because of the uncertainties, we cannot be certain as to how much capital we need to raise or the type of securities we will be required to issue. In connection with a reverse merger, we will be required to issue a controlling block of our securities to the target's shareholders which will be very dilutive.

Additional issuances of equity or convertible debt securities will result in dilution to our current shareholders. Further, such securities might have rights, preferences, or privileges senior to our Common Stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations.

We anticipate that we will incur operating losses in the next 12 months, principally costs related to our being obligated to file reports with the SEC. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development. Such risks for us include, but are not limited to, an evolving and unpredictable business model, recognition of revenue sources, and the management of growth. To address these risks, we must, among other things, develop, implement, and successfully execute our business and marketing strategy, respond to competitive developments, and attract, retain, and motivate qualified personnel. There can be no assurance that we will be successful in addressing such risks, and the failure to do so could have a material adverse effect on our business prospects, financial condition, and results of operations.

### **Critical Accounting Policies and Estimates**

Our management's discussion and analysis of our financial condition and results of operations is based on our unaudited financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles, or "GAAP." The preparation of these unaudited financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. In accordance with GAAP, we base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are fully described in **Note 2** to our unaudited financial statements appearing elsewhere in this Quarterly Report, and we believe those accounting policies are critical to the process of making significant judgments and estimates in the preparation of our unaudited financial statements.

### **Off-Balance Sheet Arrangements**

None.

### **Item 3. Quantitative And Qualitative Disclosures About Market Risk.**

As a smaller reporting company, we are not required to provide the information called for by this Item.

### **Item 4. Controls and Procedures.**

#### **Evaluation of Disclosure Controls and Procedures.**

Our management is responsible for establishing and maintaining a system of "disclosure controls and procedures" (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management has concluded that our disclosure controls were not effective as of June 30, 2025.

#### **Management's Report on Internal Control over Financial Reporting.**

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

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

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

Our management assessed the effectiveness of our internal control over financial reporting based on the parameters set forth above and has concluded that as of June 30, 2025, our internal control over financial reporting was not effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles as a result of the following material weaknesses:

- The Company does not have sufficient segregation of duties within accounting functions due to only having one officer and limited resources.
- The Company does not have an independent board of directors or an audit committee.
- The Company does not have written documentation of our internal control policies and procedures.
- All of the Company's financial reporting is carried out by a financial consultant.

We plan to rectify these weaknesses by implementing an independent board of directors, establishing written policies and procedures for our internal control of financial reporting, and hiring additional accounting personnel at such time as we complete a reverse merger or similar business acquisition.

**Changes in Internal Control over Financial Reporting.**

There have been no change in our internal control over financial reporting during the nine months ended June 30, 2025 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



## **PART II – OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

The Company may be involved in certain legal proceedings that arise from time to time in the ordinary course of its business. Legal expenses associated with any contingency are expensed as incurred. The Company's officers and directors are not aware of any threatened or pending litigation to which the Company is a party or which any of its property is the subject and which would have any material, adverse effect on the Company.

### **Item 1A. Risk Factors.**

We are a smaller reporting company and not required to include risk factor disclosures.

### **Item 2. Unregistered Sales of Equity Securities and Use Of Proceeds.**

None.

### **Item 3. Defaults Upon Senior Securities.**

None.

### **Item 4. Mine Safety Disclosures.**

Not applicable.

### **Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The following exhibits are included as part of this report:

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
3.1	<a href="#">Articles of Incorporation and Amendments, as filed with the Nevada Secretary of State.</a>	SB-2	3.1	6/8/2007
3.2	<a href="#">Certificates of Amendment</a>	10-K	3.2	7/21/2020
3.3	<a href="#">Motion for Custodianship</a>	10-K	3.3	7/21/2020
3.4	<a href="#">Certificate of Reinstatement</a>	10-K	3.4	7/21/2020
3.5	<a href="#">Bylaws</a>	SB-2	3.2	6/8/2007
31*	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer and Chief Financial Officer.</a>			
32*	<a href="#">Rule 1350 Certifications of Chief Executive Officer and Chief Financial Officer.</a>			
101.INS*	XBRL Instance Document.			
101.SCH*	XBRL Taxonomy Extension Schema Document.			
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.			
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.			
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.			
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.			
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).			

\* Filed herewith.

## SIGNATURES

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

**BYRN, INC.**

Dated: July 24, 2025

By: /s/ David Lazar

David Lazar  
Chief Executive Officer and  
Chief Financial Officer  
Principal Executive Officer,  
Principal Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER**

I, David Lazar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Byrn Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods 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 control 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, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 24, 2025

By: /s/ David Lazar

David Lazar  
Chief Executive Officer  
(Principal Executive Officer and  
Principal Financial Officer)

**CERTIFICATION 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 Byrn Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David Lazar, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 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 result of operations of the Company.

Dated: July 24, 2025

By: /s/ David Lazar

David Lazar  
Chief Executive Officer  
(Principal Executive Officer and  
Principal Financial Officer)