

# ELVICTOR GROUP, INC.

## FORM 10-Q (Quarterly Report)

Filed 08/08/25 for the Period Ending 06/30/25

Telephone	(877) 374-4196
CIK	0001741489
Symbol	ELVG
SIC Code	8742 - Services-Management Consulting Services
Industry	Business Support Services
Sector	Industrials
Fiscal Year	12/31

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 June 30, 2025

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

Commission file number 000-56508

**ELVICTOR GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**82-3296328**

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

**Vassileos Constantinou 79  
Vari, Attiki, Greece**

(Address of principal executive offices)

**16672**

(Zip Code)

**(877) 374-4196**

(Registrant's telephone number, including area code)

N/A

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

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit 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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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 Exchange Act). Yes ☐ No ☒

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	ELVG	OTC Pink Market

As of August 8, 2025, there were 414,448,757 shares of common stock, par value \$0.0001 per share, issued and outstanding.

ELVICTOR GROUP, INC.

TABLE OF CONTENTS

	<u>Page</u>
<b>PART I - FINANCIAL INFORMATION</b>	
Item 1. Financial Statements	
<a href="#">Unaudited Condensed Consolidated Balance Sheets as of June 30, 2025, and December 31, 2024 (Audited)</a>	1
<a href="#">Unaudited Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2025, and 2024</a>	2
<a href="#">Unaudited Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2025, and 2024</a>	3
<a href="#">Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity for the three and six months ended June 30, 2025, and 2024</a>	4
<a href="#">Notes to the Unaudited Condensed Consolidated Financial Statements</a>	5
Item 2. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	13
Item 3. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	17
Item 4. <a href="#">Controls and Procedures</a>	17
<b><u>PART II - OTHER INFORMATION</u></b>	
Item 1. <a href="#">Legal Proceedings</a>	20
Item 1A. <a href="#">Risk Factors</a>	20
Item 1B. <a href="#">Unresolved staff comments</a>	20
Item 1C. <a href="#">Cybersecurity</a>	20
Item 2. <a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	20
Item 3. <a href="#">Defaults Upon Senior Securities</a>	20
Item 4. <a href="#">Mine Safety Disclosures</a>	20
Item 5. <a href="#">Other Information</a>	20
Item 6. <a href="#">Exhibits</a>	21
<a href="#">Signatures</a>	22

**ELVICTOR GROUP, INC**

**Unaudited Condensed Consolidated Balance Sheets**

	<b>June 30, 2025</b>	<b>December 31, 2024 Audited</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 104,868	\$ 101,089
Accounts Receivable	545,357	389,922
Other Receivables	36,607	29,892
Other Receivables - Related Party	12,281	-
Prepaid expenses and other current assets	71,919	96,337
<b>Total Current Assets</b>	<u>771,032</u>	<u>617,240</u>
<b>Non-current Assets</b>		
ROU Asset - Related Party	256,652	252,371
Intangible Assets, Net	78,153	93,151
Office Equipment, net	10,559	11,029
Other Receivables - Related Party	776,282	867,070
<b>Total Non-current Assets</b>	<u>1,121,646</u>	<u>1,223,621</u>
<b>Total Assets</b>	<u>\$ 1,892,678</u>	<u>\$ 1,840,861</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$ 17,530	\$ 17,465
Trade Accounts Payable	303,196	176,612
Trade Accounts Payable - Related Parties	170,443	151,944
Other Payables	336,515	371,820
Lease Liability - Current - Related Parties	49,550	43,457
Accrued and Other Liabilities	224,630	274,238
Due to related party	77,988	63,616
<b>Total Current Liabilities</b>	<u>1,179,852</u>	<u>1,099,152</u>
<b>Long-term Liabilities</b>		
Lease Liability - Non-Current - Related Parties	207,101	208,914
<b>Total Long-term Liabilities</b>	<u>207,101</u>	<u>208,914</u>
<b>Total Liabilities</b>	<u>\$ 1,386,953</u>	<u>\$ 1,308,066</u>
<b>Stockholders' Equity</b>		
Common stock, par value \$0.0001; 700,000,000 common shares authorized; 414,448,757 common shares issued and outstanding both at June 30, 2025 and December 31, 2024	\$ 41,445	\$ 41,445
Additional paid-in capital	45,154,034	45,154,034
Accumulated deficit	(44,689,754)	(44,662,684)
<b>Total Stockholders' Equity</b>	<u>505,725</u>	<u>532,795</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 1,892,678</u>	<u>\$ 1,840,861</u>

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

**ELVICTOR GROUP, INC**

**Unaudited Condensed Consolidated Statements of Operations**

	<b>For the Three Months Ended June 30, 2025</b>	<b>For the Three Months Ended June 30, 2024</b>	<b>For the Six Months Ended June 30, 2025</b>	<b>For the Six Months Ended June 30, 2024</b>
Gross Revenue	\$ 474,046	\$ 454,129	\$ 949,203	\$ 895,455
Net Revenue	141,658	120,005	268,879	251,388
Total Revenue	<u>615,704</u>	<u>574,134</u>	<u>1,218,082</u>	<u>1,146,843</u>
Less: Cost of Revenue	147,419	110,289	292,199	220,892
Cost of Revenue - Related Party	13,090	18,480	27,530	34,940
Total Cost of Revenue	<u>160,509</u>	<u>128,769</u>	<u>319,729</u>	<u>255,832</u>
Gross Profit	<u>455,195</u>	<u>445,365</u>	<u>898,353</u>	<u>891,011</u>
Operating expenses				
Professional fees	68,977	83,620	130,892	133,433
Professional fees - Related Party	45,924	-	45,924	-
Salaries	325,798	265,114	578,833	515,733
Rent -Related Party	15,306	14,534	29,503	29,196
Depreciation and Amortization	14,739	13,804	28,715	27,651
Other general and administrative costs	<u>43,347</u>	<u>39,361</u>	<u>101,105</u>	<u>83,368</u>
Total operating expenses	<u>514,091</u>	<u>416,433</u>	<u>914,972</u>	<u>789,381</u>
Profit/(Loss) from operations	<u>(58,896)</u>	<u>28,932</u>	<u>(16,619)</u>	<u>101,630</u>
Foreign Currency Translation Adjustment	(29,637)	4,197	(22,793)	8,556
Other Income	1,099	6,743	21,833	6,799
Total other income (expense)	<u>(28,538)</u>	<u>10,940</u>	<u>(960)</u>	<u>15,355</u>
Net Income/(Loss) before income tax	<u>\$ (87,434)</u>	<u>\$ 39,872</u>	<u>\$ (17,579)</u>	<u>\$ 116,985</u>
Provision for income taxes (benefit)	<u>(131)</u>	<u>7,801</u>	<u>9,491</u>	<u>7,801</u>
Net Income/(Loss)	<u><u>\$ (87,303)</u></u>	<u><u>\$ 32,071</u></u>	<u><u>\$ (27,070)</u></u>	<u><u>\$ 109,184</u></u>
Net Income/(Loss) Per Common Stock				
- basic and fully diluted	<u><u>\$ (0.00)</u></u>	<u><u>\$ 0.00</u></u>	<u><u>\$ (0.00)</u></u>	<u><u>\$ 0.00</u></u>
Weighted-average number of shares of common stock outstanding				
- basic and fully diluted	<u><u>414,448,757</u></u>	<u><u>414,448,757</u></u>	<u><u>414,448,757</u></u>	<u><u>414,448,757</u></u>

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

**ELVICTOR GROUP, INC**

**Unaudited Condensed Consolidated Statements of Cash Flows**

	<b>For the Six Months Ended June 30, 2025</b>	<b>For the Six Months Ended June 30, 2024</b>
<b>Cash Flows from Operating Activities</b>		
Net Income/ (Loss)	\$ (27,070)	\$ 109,184
Adjustments to reconcile net income/ (loss) to net cash provided by/(used in) operating activities		
Depreciation	4,664	5,563
Amortization	24,051	22,088
Amortization of ROU Asset	23,413	39,029
Adjustment to Additional Paid-In-Capital for cancellation of debt		103,150
Changes in assets and liabilities		
Accounts Receivable	(155,436)	(98,930)
Other Receivables	(6,715)	(419,528)
Other Receivables - Related Party	78,508	(97,000)
Prepaid expenses and other current assets	24,417	75,212
Accounts Payable	65	(17,159)
Trade Accounts Payable	126,584	81,727
Trade Accounts Payable - Related Party	18,499	(48,909)
Other Payables	(35,305)	(142,236)
Accrued and Other Liabilities	(49,608)	14,820
Lease Liability	(23,413)	(39,029)
Due to related party	14,372	(84,286)
<b>Net cash provided by/(used in) operating activities</b>	<b>\$ 17,026</b>	<b>\$ (496,303)</b>
<b>Cash Flows from Investing Activities</b>		
Office Equipment	(4,194)	(4,754)
Software	(9,053)	(3,896)
<b>Net cash used in investing activities</b>	<b>\$ (13,247)</b>	<b>\$ (8,651)</b>
<b>Net Increase/(Decrease) in Cash</b>	<b>3,779</b>	<b>(504,954)</b>
Cash at beginning of period	101,089	699,346
<b>Cash at end of period</b>	<b>\$ 104,868</b>	<b>\$ 194,392</b>
<b>Supplemental Cash Flow Information:</b>		
Cash paid for:		
Income Taxes	\$ -	\$ -
<b>Supplemental Non-Cash Investing and Financing Transactions</b>		
Right-of-use assets obtained in exchange for operating lease obligations	\$ -	\$ -

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

**ELVICTOR GROUP, INC**

**Unaudited Condensed Statements of the Changes in Stockholders' Equity**

<b>Six Months Period Ended June 30, 2025</b>					
	<b>Common Stock</b>		<b>Additional</b>	<b>Accumulated</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>	<b>Paid-in Capital</b>	<b>Deficit</b>	<b>Stockholders' Equity</b>
<b>Balance, January 1, 2025</b>	\$ 414,448,757	\$ 41,445	\$ 45,154,034	\$ (44,662,684)	\$ 532,795
Net Profit	-	-	-	60,233	60,233
<b>Balance, March 31, 2025</b>	<u>\$ 414,448,757</u>	<u>\$ 41,445</u>	<u>\$ 45,154,034</u>	<u>\$ (44,602,451)</u>	<u>\$ 593,028</u>
Net Loss	-	-	-	(87,303)	(87,303)
<b>Balance, June 30, 2025</b>	<u><u>\$ 414,448,757</u></u>	<u><u>\$ 41,445</u></u>	<u><u>\$ 45,154,034</u></u>	<u><u>\$ (44,689,754)</u></u>	<u><u>\$ 505,725</u></u>
<b>Six Months Period Ended June 30, 2024</b>					
	<b>Common Stock</b>		<b>Additional</b>	<b>Accumulated</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>	<b>Paid-in Capital</b>	<b>Deficit</b>	<b>Stockholders' Equity</b>
<b>Balance, January 1, 2024</b>	\$ 414,448,757	\$ 41,445	\$ 45,050,884	\$ (44,862,465)	\$ 229,864
Net Profit	-	-	-	77,113	77,113
<b>Balance, March 31, 2024</b>	<u>\$ 414,448,757</u>	<u>\$ 41,445</u>	<u>\$ 45,050,884</u>	<u>\$ (44,785,352)</u>	<u>\$ 306,977</u>
Adjustment for Cancellation of debt	-	-	103,150	-	103,150
Net Profit	-	-	-	32,071	32,071
<b>Balance, June 30, 2024</b>	<u><u>\$ 414,448,757</u></u>	<u><u>\$ 41,445</u></u>	<u><u>\$ 45,154,034</u></u>	<u><u>\$ (44,753,281)</u></u>	<u><u>\$ 442,198</u></u>

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

## ELVICTOR GROUP, INC

### Notes to Unaudited Condensed Consolidated Financial Statements

#### NOTE 1 – DESCRIPTION OF BUSINESS

Elvictor Group, Inc., formerly known as Thenablers, Inc. (“Elvictor Group, Inc.” or the “Company”), was incorporated in the State of Nevada on November 3, 2017. In 2019, the Company adopted the Elvictor name, and a new management team assumed the Company’s operations. The new management team comes from Elvictor (the Greece-based private entity founded in 1977, which is the predecessor to the company whose business became a part of the business of Thenablers in 2019, the “Elvictor Greece”) that has been active across various value-adding activities of the shipping sector, such as ship management, technical management, crewing & crew management. The Company is focused on expanding its services while enhancing its core offerings. A key part of its strategy is the use of digital technologies including Artificial Intelligence, and cloud systems—to optimize operations and deliver value to clients. The Company aims for both horizontal and vertical growth within the shipping sector and remains open to further international expansion and diversification opportunities.

On December 13, 2019, the Company filed a Certificate of Amendment with the Nevada Secretary of State to change its name from “Thenablers, Inc.” to “Elvictor Group, Inc.” (the “Name Change”), to better reflect its new business interests. On February 25, 2020, FINRA approved the Name Change and the Company’s new stock symbol “ELVG”.

As of July 10, 2020, the Company founded Elvictor Group Hellas Single Member S.A., a subsidiary in Vari, Greece, to assist the management in facilitating the Company’s operations. Additionally, the Company purchased Ultra Ship Management, a Marshall Islands company that is licensed to provide ship management services, and established their own subsidiary in Vari, Greece.

In January 2022, the Company established its fully owned subsidiary, ELVG Crew Management Ltd, incorporated in Cyprus, to facilitate its crew management operations.

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING AND BENEFICIAL CONVERSION FEATURES POLICIES

##### Basis of Presentation

The accompanying Unaudited condensed consolidated financial statements (“financial statements”) have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and have been consistently applied. Certain information and footnote disclosures normally included in financial statements presented in accordance with GAAP, but which are not required for interim reporting purposes, have been omitted. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary to present fairly the financial position as of June 30, 2025, and the results of operations and cash flows for the interim periods ended June 30, 2025, and 2024, have been included. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2024, included in the Company’s Annual Report on Form 10-K, as filed with the Securities and Exchange Commission on April 14, 2025. Operating results for the six months ended June 30, 2025, are not necessarily indicative of the results that may be expected for the full year ending December 31, 2025.

##### Principles of Consolidation

The unaudited condensed consolidated financial statements incorporate the assets and liabilities of all entities controlled by Elvictor Group, Inc as of June 30, 2025, and the results of the controlled subsidiaries in Vari Greece, the Marshall Islands and Cyprus for the three months then ended. Elvictor Group, Inc and its subsidiaries together are referred to in this financial report as the unaudited condensed consolidated entity. The effects of all transactions between entities in the unaudited condensed consolidated entity are eliminated in full. The unaudited condensed consolidated financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies.

### Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP”). The Company has adopted a December 31 fiscal year end.

### Use of Estimates

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

### Cash and Cash Equivalents

The company considers all cash on hand and in banks, certificates of deposit and other highly liquid investments with maturities of a year or less, when purchased, to be cash and cash equivalents.

### Accounts Receivable and Allowance for Doubtful Accounts

For the six months ended June 30, 2025, the Company has operations of crew manning and management and has accounts receivable due from its customers in the shipping industry. Contracts receivable from crew manning in the shipping industry are based on contracted prices. The Company provides an allowance for doubtful collections, which is based upon a review of outstanding receivables, historical collection information, individual credit evaluation and specific circumstances of the customer, and existing economic conditions. The Company does not have an allowance for doubtful accounts as of June 30, 2025. Normal contracts receivable is due 30 days after the issuance of the invoice, normally at the month’s end. There is no interest charged on past due accounts.

### Property and Equipment

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The office equipment is depreciated over three years.

### Intangible Assets

Intangible assets acquired are initially recognized at their fair value on the acquisition date. Subsequent to initial recognition, intangible assets are reported at cost less accumulated amortization and accumulated impairment losses, if any. These assets are being amortized over their useful life of five years.

### Fair Value of Financial Instruments

The Company’s financial instruments consist of cash and cash equivalents. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these unaudited condensed consolidated financial statements.

### Segments

The Company’s Chief Executive & Financial Officer is the Company’s Chief Operating Decision Maker (“CODM”) and evaluates performance and makes operating decisions about allocating resources based on internal financial data. The Company has determined that it operates in a single reportable segment, which consists of the provision of crew management, training and software creation services and comprises the financial results of the Company. The required segment information, including significant segment expenses, is presented at Note 11.

### Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

### Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 606 upon the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue recognized from contracts with customers is disclosed separately from other sources of revenue. ASC 606 includes guidance on when revenue should be recognized on a Gross (Principal) or Net (Agent) basis.

Most of the Company's revenues are recognized primarily under long-term contracts, including those for which revenues are based on either a fixed price, or cost-plus-fee basis, and primarily as performance obligations are satisfied. Professional services and other ancillary services are delivered, generally on a monthly basis and are separate and distinct deliverables. The Company's performance obligation is generally satisfied on a monthly basis when its agency and related services are delivered.

The Company has the performance obligation to provide a crew for its customers, the shipping companies, and their ship managers. The Company utilizes its proprietary crew management platform to deliver crew management services to the ship owners. This crew management service is a monthly obligation that starts with the first stage of recruitment, to their transfer of crew to the vessel and continues to monitor the crew during the course of the contract until they disembark.

Revenue from crew manning services, agency fees and recruiting fees where Elvictor acts as a principal is recognized as gross revenue. When the company is acting as an agent, revenue is recognized as net revenue in the accounting period in which the services are rendered. Such revenues are from Allotment fees, communication, training fees, covid-19 fees, and other sundry fees. For all fixed-price contracts, revenue is recognized based on the actual service provided to the end of the reporting period. The accounting treatment for the reporting of revenues may vary materially between whether the revenue is reported on a Principal (Gross) or an Agent (Net) basis.

### Stock-Based Compensation

The measurement and recognition of stock - based compensation expense is based on estimated fair values for all share-based awards made to employees and directors, including stock options and for non-employee equity transactions as per ASC 718 rules.

For transactions in which we obtain certain services of employees, directors, and consultants in exchange for an award of equity instruments, we measure the cost of the services based on the grant date fair value of the award. We recognize the cost over the vesting period.

### Basic Income/(Loss) Per Share

Basic income per share is calculated by dividing the Company's net income/(loss) applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no common stock equivalents outstanding as of June 30, 2025.

### Recent Accounting Pronouncements

From time to time, the Financial Accounting Standards Board (the "FASB") or other standards setting bodies issue new accounting pronouncements. The FASB issues updates to new accounting pronouncements through the issuance of an Accounting Standards Update ("ASU"). Unless otherwise discussed, the Company believes that the impact of recently issued guidance, whether adopted or to be adopted in the future, is not expected to have a material impact on the Company's unaudited condensed consolidated financial statements upon adoption.

### Foreign Currency Translation

The Company considers the U.S. dollar to be its functional currency as it is the currency of the primary economic environment in which the Company operates. Accordingly, monetary assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect at the balance sheet date and non-monetary assets and liabilities are translated at the exchange rates in effect at the time of acquisition or issue. Revenues and expenses are translated at rates approximating the exchange rates in effect at the time of the transactions. All exchange gains and losses are included in operations.

### Subsequent Events

The Company has analyzed the transactions from June 30, 2025, to the date these unaudited condensed consolidated financial statements were issued for subsequent event disclosure purposes.

### **NOTE 3 – RECEIVABLES**

Trade receivables are amounts due from customers for services performed in the ordinary course of business.

Other receivables are mainly for the payments of items such as Home Allotments and Cash Advances to the crews where the Company collects funds from the shipping companies and then facilitates the payments to the crew on their behalf.

As of June 30, 2025, the Company has trade accounts receivable of \$545,357, Other Receivables of \$36,607, and Other Receivables from Related Parties of \$788,563.

### **NOTE 4 – INTANGIBLE ASSETS**

As of June 30, 2025, and December 31, 2024, Intangible assets consisted of the following:

	<b>Useful life</b>	<b>June 30, 2025</b>	<b>December 31, 2024</b>
At cost:			
Software platform	5 years	\$ 210,000	\$ 210,000
Software Programs	3 years	22,318	13,265
Less: accumulated amortization		(154,165)	(130,114)
		<u>\$ 78,153</u>	<u>\$ 93,151</u>

On November 15, 2021, the Company entered into a subscription agreement with Seatrix Software Production Single Member S.A, a related party company, to issue 7,000,000 restricted common shares for the purchase of license software, equal to the aggregate of \$210,000 at the stated value of \$0.03 per share.

Under the November 15, 2021 agreement Seatrix grants the Company an exclusive and non-transferable license to use their artificial intelligence software managing shipping crews. The term of this agreement began on January 1, 2022.

The value of each common share was stated at \$0.03, the FMV that the shares were trading as of January 3, 2022. The total value of \$210,000 was amortized over its useful life of 5 years and the amortization began on January 1, 2022. Intangible assets are measured initially at cost. After initial recognition, an entity usually measures an intangible asset at cost less accumulated amortization.

Additionally, the Company has acquired software programs with a total cost of \$22,318 as of June 30, 2025.

Amortization of intangible assets attributable to future periods is as follows:

#### Schedule of Amortization of intangible assets

<b>Year ending December 31:</b>	<b>Amount</b>
2025	25,230
2026	48,729
2027	4,873
	<u>\$ 78,832</u>

The amortization of Intangible assets is \$154,165 and \$130,114 as of June 30, 2025, and December 31, 2024, respectively.

## NOTE 5 – RELATED PARTY TRANSACTIONS

The Company has related party transactions with companies that are owned or controlled by either Mr. Stavros Galanakis, the Vice-President and Chairman of the Board of Directors, and Mr. Konstantinos Galanakis, the Company's CEO and Director.

The Company entered into an agreement in October 2020 with related party, Elvictor Crew Management Services Ltd in Cyprus to provide human resources services as well as to perform the running and management of the Company's contracts with third parties and provide key personnel for these services. The agreement was terminated in the first quarter of 2022; a new agreement was signed in April 2025 for the provision of accounting and back-office services as well as general HR advisory and crewing support services. A total amount of \$45,924 has been expensed for the related party, Elvictor Crew Management Services Ltd, as of June 30, 2025, for the professional fees provided, included in the Professional fees- Related Party account. As of June 30, 2025, the Company has other receivables - related party of \$788,563 from Elvictor Crew Management Ltd Cyprus compared to \$867,070 as of December 31, 2024.

On September 11, 2020, the Company entered into a Manning Agency Agreement with Elvictor Crew Management Service Ltd in Georgia. During the period ended June 30, 2025, the latter provided manning services to the Company of \$82,243 included in the Cost of Revenue – Related Party and Net Revenue, while as of June 30, 2025 the Company had a liability of \$27,817 compared to a liability of \$25,474 as of December 31, 2024.

On September 1, 2020, the Company signed an agreement with Qualship Georgia Ltd for the latter to provide training of the qualified personnel. For the six months ended June 30, 2025, we incurred \$82,751, in Cost of Goods Sold that offset Net Revenue, and the amount due to Qualship Georgia Ltd as of June 30, 2025, was \$142,625, included under Trade Accounts Payable – Related Party compared to an amount equal to \$126,470 as of December 31, 2024.

On September 11, 2020, the Company entered into a Manning Agency Agreement with Elvictor Odessa. During the period ended June 30, 2025, the latter provided manning services to the Company of \$6,460, included in the Cost of Revenue – Related Party and Net Revenue, and amount due to Elvictor Odessa as of June 30, 2025, was \$840, included under Trade Accounts Payable – Related Party compared to an amount equal to \$0 as of December 31, 2024.

As disclosed in Note 4 above, the Company entered into an agreement with Seatrix Software Production Single Member S.A. to provided software development services. For the six months ended June 30, 2025, the Company has a balance of \$12,281, due which was compared to the \$5,078 balance as of December 31, 2024.

## NOTE 6 – LEASES

On July 10, 2020, the Company entered into a rental lease agreement with the wife of Mr. Stavros Galanakis for its subsidiary in Vari, Greece. The term of the lease is from July 10, 2020, to December 31, 2021, with a fixed monthly rental payment of 5,000€. Then on April 1, 2021, the rental lease agreement was modified with the new term beginning as of April 1, 2021, and ending on December 31, 2022, with a fixed monthly rental payment of 3,500€.

Then on October 1, 2021, the Company entered into a second lease agreement with the wife of Mr. Stavros Galanakis for its new subsidiary in Vari, Greece for Ultra Ship Management. The term of the lease is from October 1, 2021, to December 31, 2024, with a fixed monthly rental of 1,000€.

In January 2023, the Company renewed the office lease for its subsidiary in Vari, Greece. The Company accounted for its new lease as an operating lease under the guidance of Topic 872. The new lease is 3,500€ per month, with no annual increase during the 8-year term. The Company used an incremental borrowing rate of 4.92% based on the average interest rate of corporate loans in Greece from the Bank of Greece. At the lease inception the Company recorded a Right of Use Asset of \$291,467 and a corresponding Lease Liability of \$291,467.

In October 2024, the Company renewed the office lease for its subsidiary, Ultra Ship Management, in Vari, Greece. The Company accounted for its new lease as an operating lease under the guidance of Topic 842. The new lease is 1,000€ per month, with no annual increase during the 3-year term. The Company used an incremental borrowing rate of 4.98% based on the average interest rate of corporate loans in Greece from the Bank of Greece. At the lease inception the company recorded a Right of Use Asset of \$34,377 and a corresponding Lease Liability of \$34,377.

Total future minimum payments required under the lease agreements are as follows:

	ELVG Hellas	Ultra Mgmt.	Total
	Amount		Amount
2025	24,187	6,911	31,098
2026	48,374	13,821	62,196
2027	48,374	10,366	58,740
2028	48,374		48,374
Thereafter	96,749		96,749
Total undiscounted minimum future lease payments	266,060	31,098	297,157
Less Imputed interest	(38,027)	(2,479)	(40,506)
Present value of operating lease liabilities	\$ 228,032	\$ 28,619	\$ 256,651
Disclosed as:			
Current portion	37,155	12,395	49,550
Non-current portion	\$ 190,878	\$ 16,224	\$ 207,101

The Company recorded rent expenses of \$29,503, and \$29,196, for the six months ended June 30, 2025, and 2024, respectively.

## **NOTE 7 - OTHER PAYABLES**

As part of one of the services in the manning of a crew provided by the Company to the shipping companies is the Company making bank transfers of the wages to the crew, on the customer's behalf. The shipping companies transfer the funds to the Company's bank account and then the Company makes each payment to indicated crew. In this capacity, the Company will show the balance of the funds received and not yet transferred to the crew as Other Payables on the Balance Sheet. The amount of Other Payables was \$336,515, as of June 30, 2025, compared to \$371,820 as of December 31, 2024.

## **NOTE 8 – STOCKHOLDERS' EQUITY**

### *Issuance of Common Stock*

The Company has 700,000,000, (\$0.0001 par value) authorized shares of common stock. On June 30, 2025, there were 414,448,757 common shares issued and outstanding, respectively.

On February 5, 2021, the Company issued 3,668,419 shares of common stock for convertible notes payable of \$405,725.

On July 7, 2020, the Company entered into a Settlement Agreement and Release with the holders of the Series A Preferred Stock, Konstantinos Galanakis and Stavros Galanakis, having 46,702,857 and 33,297,143 shares each, respectively (the "Preferred Holders"), whereby the Preferred Holders agreed to cancel all shares of Series A Preferred in exchange for 95% of the common stock held as an aggregate of the holdings of the founding shareholders plus the shares to be issued to the Preferred Holders the earliest of a) the Company showing pro forma 12 month revenues in excess of \$3,000,000; b) the successful raising of funds through equity or debt in excess of \$10,000,000; or 9 months from the date of execution (the "Settlement Agreement"). The Settlement Agreement is further conditioned upon the execution of a non-compete agreement between the Company and the Preferred Holders preventing them from competing in crew and ship management. In conjunction therewith, on April 8, 2021, the Company issued 375,459,000 common stock shares to the holders of the Series A Preferred Stock pursuant to the July 7, 2020, Settlement Agreement, and further to the conversion of those preferred stock shares to common stock shares. Specifically, 217,310,305 restricted common stock shares were issued to Konstantinos Galanakis, 156,271,400 restricted common stock shares were issued to Stavros Galanakis, and 1,877,295 restricted common stock shares were issued to Theofanis Anastasiadis. As a result, there were no shares of Series A Preferred Stock issued and outstanding as of June 30, 2025, and as of December 31, 2024.

On February 5, 2021, the Company issued 3,668,419 shares of common stock for convertible notes payable of \$405,725.

On April 8, 2021, the Company issued 375,459,000 shares of common stock to the holders of the Series A Preferred Stock pursuant to the Settlement Agreement, dated July 7, 2020. Specifically, 217,310,305 shares of restricted common stock were issued to Konstantinos Galanakis, 156,271,400 shares of restricted common were issued to Stavros Galanakis, and 1,877,295 shares of restricted common were issued to Theofanis Anastasiadis. As a result, there are no shares of Series A Preferred Stock issued and outstanding as of June 30, 2025.

Additionally, for the year ended December 31, 2021, the Company issued 1,016,665 shares of common stock for cash proceeds of \$111,833.

On January 19, 2022, the Company issued 7,000,000 restricted shares of common stock with a value of \$210,000 to Seatrix Software Production Single Member S.A., a Company owned and controlled by Konstantinos Galanakis, pursuant to the November 15, 2021, Software License Agreement, for the exclusive and non-transferable license to use the Licensor's artificial intelligence software in connection with the managing of shipping crews.

On January 19, 2022, the Company issued an aggregate of 900,000 shares of Common Stock with a value equal to \$38,700 at the time to certain directors and former directors for past services provided to the Company.

### *Issuance of Preferred Stock*

On October 7, 2019, the Company entered into four separate "Series A Convertible Preferred Stock Purchase Agreements" for 80,000,000 shares of a newly designated Series A Preferred Stock, in exchange for an aggregate purchase price of \$30,000.00 pursuant to Regulation S of the Securities Act of 1933, as amended. These agreements provide that these shares cannot be converted for one year after they were issued. The shares were automatically converted into 375,459,000 shares of Common Stock on April 8, 2021, which was 18 months after their issuance. As a result, there are no shares of Series A Preferred Stock issued and outstanding as of June 30, 2025.

## NOTE 9 – COMMITMENTS AND CONTINGENCIES

On July 10, 2020, the Company entered into a rental lease agreement with the wife of Mr. Stavros Galanakis for its subsidiary, Elvictor Group Hellas Single Member S.A., in Vari, Greece. The term of the lease was from July 10, 2020, to December 31, 2021, with a fixed monthly rental payment of 5,000€. Then on April 1, 2021, the rental lease agreement was modified with the new term beginning as of April 1, 2021, and ending on December 31, 2022, with a fixed monthly rental payment of 3,500€.

Then on October 1, 2021, the Company entered into a second lease agreement with the wife of Mr. Stavros Galanakis for its new subsidiary, Elvictor Group Hellas Single Member S.A., in Vari, Greece. The term of the lease is from October 1, 2021, to December 31, 2024, with a fixed monthly rental of 1,000€.

In January 2023, the Company renewed the office lease for its subsidiary, Elvictor Group Hellas Single Member S.A., in Vari, Greece. The Company accounted for its new lease as an operating lease under the guidance of Topic 842. The new lease is 3,500€ per month, with no annual increase during the 8-year term. The Company used an incremental borrowing rate of 4.92% based on the average interest rate of corporate loans in Greece from the Bank of Greece. At the lease inception the company recorded a Right of Use Asset of \$291,467 and a corresponding Lease Liability of \$291,467.

In October 2024, the Company renewed the office lease for its subsidiary, Ultra Ship Management, in Vari, Greece. The Company accounted for its new lease as an operating lease under the guidance of Topic 842. The new lease is 1,000€ per month, with no annual increase during the 3-year term. The Company used an incremental borrowing rate of 4.98% based on the average interest rate of corporate loans in Greece from the Bank of Greece. At the lease inception the company recorded a Right of Use Asset of \$34,377 and a corresponding Lease Liability of \$34,377.

## NOTE 10 – INCOME TAXES

As of June 30, 2025, the Company has available for federal income tax purposes a net operating loss carry forward of approximately \$880,913 that may be used to offset future taxable income. The company has provided a valuation reserve against the full amount of the net operating loss benefits, since in the opinion of management based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

Due to changes in the Company's ownership, the Internal Revenue Code may limit the future use of its existing net operating losses. All or a portion of the remaining valuation allowance may be reduced in future years based on an assessment of earnings sufficient to fully utilize these potential tax benefits.

The Company has decreased the valuation allowance by \$25,700 from \$212,870 to \$187,170 as of June 30, 2025 in comparison to June 30, 2024. We have adopted the provision of ASC 740-10-25, which provides recognition criteria and a related measurement model for uncertain tax positions taken or expected to be taken in income tax returns. ASC 740-10-25 requires that a position taken or expected to be taken in a tax return be recognized in the financial statements when it is more likely than not that the position would be sustained upon examination by tax authorities. Tax positions that meet the more likely than not threshold is then measured using a probability weighted approach recognizing the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company had no tax positions relating to open income tax returns that were considered to be uncertain.

### Net deferred tax assets consist of the following components as of June 30, 2025 and June 30, 2024

	<u>2025</u>	<u>2024</u>
Deferred tax assets:		
Bad debt Expense	\$ 2,178	\$ -
NOL Carryover	\$ 184,992	\$ 212,870
Sub Total	\$ 187,170	\$ 212,870
Valuation Allowance	\$ (187,170)	\$ (212,870)
Net Deferred Tax Asset	<u>\$ -</u>	<u>\$ -</u>

The provision for income taxes consists of the following:

	June 30, 2025	June 30, 2024
Current:		
Federal	\$ 2,557	\$ -
State	-	-
Foreign - Current	4,498	7,801
Foreign - Prior Year	-	-
Total current tax provision	<u>\$ 7,055</u>	<u>\$ 7,801</u>
Deferred:		
Federal	-	-
State	-	-
Foreign	-	-
Total deferred benefit	<u>-</u>	<u>-</u>
Total provision (benefit) for income tax	<u><u>\$ 7,055</u></u>	<u><u>\$ 7,801</u></u>

#### NOTE 11 – SEGMENTS

The Company operates and manages its business as one reportable and operating segment as a provider of crew management, training and software creation services. The measure of segment assets is reported on the balance sheet as total assets.

The Company's CODM reviews financial information presented and decides how to allocate resources based on net income (loss). Net income (loss) is used for evaluating financial performance.

Significant segment expenses include professional fees, salaries, rent and other general and administrative expenses. Operating expenses include all remaining costs necessary to operate our business, which primarily include payroll costs, external professional services and other administrative expenses. The following table presents the significant segment expenses reviewed by our CODM.

	For the Three Months Ended June 30, 2025	For the Three Months Ended June 30, 2024	For the Six Months Ended June 30, 2025	For the Six Months Ended June 30, 2024
Operating expenses				
Professional fees	\$ 68,977	\$ 83,620	\$ 130,892	\$ 133,433
Professional fees - Related Party	45,924	-	45,924	-
Salaries	325,798	265,114	578,833	515,733
Rent -Related Party	15,306	14,534	29,503	29,196
Bad Debt Expense	-	-	-	-
Depreciation and Amortization	14,739	13,804	28,715	27,651
Other general and administrative costs	43,347	39,361	101,105	83,368
Total operating expenses	<u><u>\$ 514,091</u></u>	<u><u>\$ 416,433</u></u>	<u><u>\$ 914,972</u></u>	<u><u>\$ 789,381</u></u>

#### NOTE 12 – SUBSEQUENT EVENT

The Company has analyzed its operations subsequent to June 30, 2025, through the date of this filing of these unaudited condensed consolidated financial statements and has determined that there are no material subsequent events to these unaudited condensed consolidated financial statements.

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

As used in this “Management’s Discussion and Analysis of Financial Condition and Results of Operation,” except where the context otherwise requires, the term “we,” “us,” “our,” or “the Company,” refers to the business of Elvictor Group, Inc. The following discussion and analysis of the Company’s financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto contained elsewhere in this Quarterly Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

### Special Note Regarding Forward-Looking Statements

This Quarterly Report includes “forward-looking statements” within the meaning of 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”), that are not historical facts and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. All statements, other than statements of historical fact included in this Quarterly Report including, without limitation, statements in this “Management’s Discussion and Analysis of Financial Condition and Results of Operations” regarding our financial position, business strategy and the plans and objectives of management for future operations, are forward-looking statements. Words such as “expect,” “believe,” “anticipate,” “intend,” “estimate,” “seek” and variations and similar words and expressions are intended to identify such forward-looking statements. Such forward-looking statements relate to future events or future performance, but reflect management’s current beliefs, based on information currently available. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. Our SEC filings can be accessed on the EDGAR section of the SEC’s website at [www.sec.gov](http://www.sec.gov). Except as expressly required by applicable securities law, we disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

### Organizational Overview

Together with our wholly owned crew management subsidiaries, we are a crewing and crew management company responsible for sourcing, recruitment, selection, deployment, scheduling, training, and on-going management of seafarers. Our services also include administrative functions related to crew management services, including payroll services, travel arrangements, and verifying the insurance coverage information of all onboarded seafarers. We benefit from over 65 years of the combined experience of Stavros Galanakis and Konstantinos Galanakis in various value adding activities of the shipping sector such as ship management, technical management, ship agency, crewing and crew management.

Through the crew management platform developed by our affiliate, Seatrix, our personnel can collaborate with many different cultures in many different time zones with ever rising complexities, presenting a uniform service level to our principals, regardless of the point of origin of the crew. This innovation allows us to hire junior operators, who after a short training procedure are able to serve our principals with high quality standards, helping Elvictor be cost effective while maintaining the highest possible service level.

We currently manage over 2,300 seafarers of ten different nationalities who are aboard seven different ship types.

We expanded our services by providing ship management services when we acquired Ultra Shipmanagement from Stavros Galanakis and Konstantinos Galanakis for that purpose, which has received its Det Norske Veritas AS approved Interim Document of Compliance provided under the authority granted by the Government of the Republic of the Marshall Islands, and we have also employed specialized personnel. The Interim Document of Compliance is the license required for a ship management company to start providing its services.

## **Known Trends, Demands, Commitments, Events or Uncertainties Impacting Our Business**

The shipping industry navigates a complex global landscape, characterized by unprecedented uncertainty in sustainability, logistics and day-to-day operations stemming from the residual effects of the COVID-19 pandemic, ongoing geopolitical instability and shifting regulatory frameworks. Although COVID-19 is no longer classified as a global pandemic, its aftereffects such as labor shortages, lingering supply chain disruptions, and altered consumer and trade behaviors still impact global logistics. Geopolitical tensions, including the continued conflict in Ukraine, the crisis in the Red Sea, have disrupted critical shipping lanes and increased transit times and costs, particularly due to rerouting away from the Suez Canal. Additionally, trade policy uncertainty such as the recent U.S. tariffs on Chinese goods, has introduced volatility and potential slowdowns in global shipping volumes. Meanwhile, stricter environmental regulations, particularly within the European Union, are driving up compliance costs and accelerating the need for fleet modernization and investment in cleaner technologies. Shortages of qualified crew members have been exacerbated by an aging workforce exiting the maritime sector thus intensifying competition for talent. The tight labor market has shifted wage dynamics, fueling demand for higher wages and incentive-based competition which in turn is increasing vessel operating expenses. These cost pressures are further compounded by the broader impact of global inflation. Additionally, requests for shorter contract durations and more frequent crew changes are increasing both the logistical complexity and overall costs of crew management.

## **Future Operations**

In order to meet business goals, we must (a) execute efficiently our current business of crew management; and (b) continue to focus on new business development to acquire new agreements.

In order to raise sufficient funds to implement our business plan, we may have to find alternative sources of funds, from a public offering, a private placement of securities, or loans from third parties (such as banks or other institutional lenders). Equity financing could result in additional dilution to then existing shareholders. If we are unable to meet our needs for cash from either the money that we raise from private placements, or possible alternative sources, then we may be unable to continue to maintain, develop or expand our operations.

We generated revenues of \$1,218,082 for the six-month period ended June 30, 2025, compared to \$1,146,843 for the six-month period ended June 30, 2024, reflecting an increase of \$71,239 (6.2%), primarily due to higher agency fees. Our net loss for the six-month period ended June 30, 2025, was \$17,407, compared to a net profit of \$109,184 for the same period in 2024.

Our goal is to return to positive profitability over future quarters through targeted cost savings initiatives and revenue enhancement measures.

## **Results of Operations**

### ***Revenues***

For the six-month periods ended June 30, 2025, and June 30, 2024, we generated \$1,218,082 and \$1,146,843 in total revenue, respectively, representing an increase of \$71,239 (6.2%), mainly from higher agency fees.

For the three-month periods ended June 30, 2025, and June 30, 2024, we generated \$615,704 and \$574,134, respectively, representing an increase of \$41,570 (7.2%), also driven by higher agency fees.

### ***Cost of Revenue***

For the six-month periods, total cost of revenue was \$319,729 (2025) versus \$255,832 (2024), an increase of \$63,897 (25.0%) due to higher agency fees costs.

For the three-month periods, total cost of revenue was \$160,509 (2025) versus \$128,769 (2024), an increase of \$31,740 (24.6%) for the same reason.

### ***Gross Profit***

For the six-month periods, gross profit was \$898,353 (2025) compared to \$891,011 (2024), an increase of \$7,342 (0.8%).

For the three-month periods, gross profit was \$455,195 (2025) compared to \$445,365 (2024), an increase of \$9,830 (2.2%).

### ***Operating Expenses***

For the six-month periods, operating expenses totaled \$914,971 (2025) versus \$789,381 (2024), up \$125,590 (15.9%), primarily due to higher salaries, related-party professional fees, and general costs.

For the three-month periods, operating expenses totaled \$514,091 (2025) versus \$416,433 (2024), up \$97,658 (23.4%), reflecting the same cost drivers.

### ***Net Loss***

For the six-month periods, we reported a net loss of \$27,070 (2025) compared to a net profit of \$109,184 (2024), a decrease of \$136,254.

For the three-month periods, we reported a net loss of \$87,303 (2025) compared to a net profit of \$32,071 (2024), a decrease of \$119,373, mainly due to increased operating expenses.

### **Liquidity, Capital Resources, and Off-Balance Sheet Arrangements**

Liquidity reflects our ability to generate sufficient cash to fund our operations and obligations. We had a working capital deficit of \$408,819 as of June 30, 2025, compared to \$481,913 as of December 31, 2024, which is calculated as current assets minus current liabilities.

#### **Cash flows for the three-month periods ended March 31, 2025, and March 31, 2024**

Net cash provided by operating activities was \$17,026 for the six-month period ended June 30, 2025 versus a net cash outflow of \$496,303 for the six-month period ended June 30, 2024, mainly due to improved working capital management.

Net cash used in investing activities was \$13,247 for the six-month period ended June 30, 2025 versus \$8,651 for the six month period ended June 30, 2024, primarily related to purchases of office equipment and software.

Net cash used for financing activities was \$0 for both periods.

### **Cash Requirements**

We believe our cash and cash equivalents, together with anticipated cash flow from operations will be sufficient to meet our working capital, and capital expenditure requirements for at least the next twelve months. We will require additional capital to implement our business development and fund our operations. In the event that our plans or assumptions change, we may need to raise additional capital sooner than expected.

Since the commencement of our crew management business, we have funded our operations primarily through equity financings. We expect that we will continue to fund our business through equity and debt financing, either alone or through strategic alliances. Additional funding may be unavailable on favorable terms, if at all, which could harm our business plans, financial condition and operating results. We intend to continue to fund our business by way of equity or debt financing along with revenues to support us. If we raise additional capital through the issuance of equity or convertible debt securities, the percentage ownership held by our existing shareholders will be reduced and those shareholders may experience significant dilution. In addition, new securities may contain certain rights, preferences or privileges that are senior to those of our common stock.

## Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to our stockholders.

## Contractual Obligations

On July 10, 2020, the Company entered into a rental lease agreement with the wife of Mr. Stavros Galanakis for its subsidiary in Vari, Greece. The term of the lease is from July 10, 2020, to December 31, 2021, with a fixed monthly rental payment of 5,000€. Then on April 1, 2021, the rental lease agreement was modified with the new term beginning as of April 1, 2021, and ending on December 31, 2022, with a fixed monthly rental payment of 3,500€.

Then on October 1, 2021, the Company entered into a second lease agreement with the wife of Mr. Stavros Galanakis for its new subsidiary in Vari, Greece for Ultra Ship Management. The term of the lease is from October 1, 2021, to December 31, 2024, with a fixed monthly rental of 1,000€.

In January 2023, the Company renewed the office lease for its subsidiary in Vari, Greece. The Company accounted for its new lease as an operating lease under the guidance of Topic 872. The new lease is 3,500€ per month, with no annual increase during the 8-year term. The Company used an incremental borrowing rate of 4.92% based on the average interest rate of corporate loans in Greece from the Bank of Greece. At the lease inception the company recorded a Right of Use Asset of \$291,467 and a corresponding Lease Liability of \$291,467.

In October 2024, the Company renewed the office lease for its subsidiary, Ultra Ship Management, in Vari, Greece. The Company accounted for its new lease as an operating lease under the guidance of Topic 842. The new lease is 1,000€ per month, with no annual increase during the 3-year term. The Company used an incremental borrowing rate of 4.98% based on the average interest rate of corporate loans in Greece from the Bank of Greece. At the lease inception the company recorded a Right of Use Asset of \$34,377 and a corresponding Lease Liability of \$34,377.

Total future minimum payments required under the lease agreements are as follows:

	ELVG Hellas Amount	Ultra Mgmt. Amount	Total Amount
2025	24,187	6,911	31,098
2026	48,374	13,821	62,196
2027	48,374	10,366	58,740
2028	48,374		48,374
Thereafter	96,749		96,749
Total undiscounted minimum future lease payments	266,060	31,098	297,157
Less Imputed interest	(38,027)	(2,479)	(40,506)
Present value of operating lease liabilities	<u>\$ 228,032</u>	<u>\$ 28,619</u>	<u>\$ 256,651</u>
Disclosed as:			
Current portion	37,155	12,395	49,550
Non-current portion	<u>\$ 190,878</u>	<u>\$ 16,224</u>	<u>\$ 207,101</u>

The Company recorded rent expenses of \$29,503, and \$29,196, for the six months ended June 30, 2025, and 2024, respectively.

## Outlook

The shipping industry and especially the crew management segments will likely continue to face increasing pressures, due to residual impacts from the COVID-19 pandemic, in addition to continued geopolitical instability related to the Ukraine conflict and the Red Sea crisis, among other geopolitical tensions. According to the International Chamber of Shipping (the “ICS”), which represents approximately 80% of the world’s merchant fleet, Ukrainian and Russian seafarers make up 14.5% of the global shipping workforce, with 198,123 Russian seafarers and 76,442 Ukrainians.

In connection with shipping industry pressures, ICS secretary general Guy Platten said: “The conflict in Ukraine is having a significant impact upon the safety and security of seafarers and shipping in the area. As with COVID, seafarers are being exposed to issues not of their making. Multiple ships have been hit by munitions, seafarers have been killed and injured and seafarers of all nationalities are trapped on ships berthed in ports. It is of the utmost urgency that their evacuation from these areas of threat should be ensured by those States with the power to do so. The impact upon innocent seafarers and their families cannot be underestimated.”

To address potential challenges arising from the ongoing conflict in Ukraine, our management team is actively evaluating alternative strategies to mitigate associated risks and disruptions.

The demand for our services is closely tied to the demand for maritime shipping, which are subject to broader economic cycles including the impact of inflation. Inflationary pressures may lead to material increases in our operating costs, which we may not be able to pass on to our clients, potentially affecting our profitability. Additionally, rising costs for our clients could result in payment delays for our services and accumulation of bad debt, although we actively monitor their customer credit behavior to minimize such incidents. Additionally, a prolonged deterioration in economic conditions could also have a material adverse effect on overall demand for our services.

To address industry-wide challenges, we have adopted both short- and long-term strategies focused on crew recruitment, retention, and operational efficiency. Our cloud-based HR system uses predictive analytics to support proactive crew scheduling and recruitment, helping us anticipate labor shortages and wage pressures. We are expanding our cadetship programs, accelerating promotions, and increasing onboard cadet numbers to build a strong pipeline of future officers and maintain staffing levels at sustainable cost. To enhance seafarer engagement and service quality, we have introduced interactive HTML5-based communication tools that enable real-time updates and welfare monitoring. In parallel, we continuously improve our logistics intelligence platform to manage growth and recruitment volumes with greater precision.

These initiatives are designed to mitigate the risks of crew shortages and rising operating costs. However, failure to execute them effectively could materially impact our operations.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

## ITEM 4. CONTROLS AND PROCEDURES

### Disclosure Controls and Procedure

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports, filed under the Securities Exchange Act of 1934, as amended (“Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

### Framework used by Management to Evaluate the Effectiveness of Internal Control over Financial Reporting

As required by Section 404 of the Sarbanes-Oxley Act of 2002 and the related rule of the SEC, management assessed the effectiveness of our internal control over financial reporting using the Internal Control-Integrated Framework (2013) developed by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment and for the reasons described below, management concluded that our internal control over financial reporting was 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 Rule 13a-15(f) under the Exchange Act. This rule defines internal control over financial reporting as a process designed by, or under the supervision of, the Company's Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting includes those policies and procedures that:

- Refer to the upkeep of records which, with reasonable detail, accurately and fairly reflect our transactions and dispositions;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of management and directors of the Company;
- 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;
- Provide reasonable assurance that any unauthorized cash transactions are detected and prevented; and
- Provide reasonable assurance that potential erroneous accounting entries are identified and corrected on a timely manner.

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

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

In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also 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. Over time, a control may become inadequate because of changes in conditions or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

As required by the SEC Rules 13a-15(b) and 15d-15(b), we carried out an evaluation under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective at the reasonable assurance level due to material weaknesses in internal controls over financial reporting (as described below).

### **Deficiencies and Significant Deficiencies**

A material weakness is a deficiency, or a combination of deficiencies, within the meaning of Public Company Accounting Oversight Board (“PCAOB”) Audit Standard No. 5, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified the following material weaknesses which have caused management to conclude that as of June 30, 2025, our internal controls over financial reporting were not effective at the reasonable assurance level:

1. We do not have sufficient written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of the Sarbanes-Oxley Act which is applicable to us for the period ended June 30, 2025. Management evaluated the impact of our failure to have sufficient written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.
2. We do not have sufficient resources in our accounting function, which restricts the Company’s ability to gather, analyze and properly review information related to financial reporting in a timely manner. In addition, due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

We have taken steps to remediate some of the weaknesses described above and we are in discussions with the risk advisory departments of reputable accounting firms to assist us in the COSO framework documentation and testing of the internal controls. We intend to continue to address these weaknesses as resources permit, including the employment of new qualified employees.

### **Remediation of Deficiencies and Significant Deficiencies**

To address these material weaknesses, management engaged financial consultants, performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented.

Additionally, we will continue to establish and implement proper processes and systems to remediate the deficiencies we have had, including preventive controls with the segregation of duties on main areas such as payroll, billing, cash recording, and IT control and detective controls involving account reconciliations on a monthly basis.

### **Changes in internal control over financial reporting**

There were no changes in our internal control over financial reporting during the period ended June 30, 2025, 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**

We know of no material, existing or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **ITEM 1A. RISK FACTORS**

As a Smaller Reporting Company, we are not required to disclose risk factors.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 1C. Cybersecurity**

##### **Risk management and strategy**

Our Company is committed to continuously assessing cybersecurity risks, including the prevention, detection, and response to unauthorized actions within our information systems that may compromise the confidentiality, integrity, or availability of our data or systems. We are using Layer 7 firewall solutions which monitor all kind of web traffic and any kind of data leaks which may occur as well as a centralized automatic antivirus/antimalware/patch system in order to make sure that all servers and clients hold the latest patches in order to avoid security breaches. The Company has developed its own internal cloud system to avoid dependence on external parties and its email server is hosted on this cloud system; therefore, the Company is not relying to third party solutions that may have a negative impact on security and reliability of data. The Company's data are stored daily on high quality magnetic tapes to ensure recovery in case of a serious malfunction. On a monthly basis, all the tapes are being transferred to a fireproof safe location and are replaced with new tapes.

As we grow, we plan to refine our cybersecurity strategy in line with global best practices and standards. Importantly, our Board receives regular updates from our Chief Operating & Technology Officer, Christodoulos Tzoutzakos, regarding potential cybersecurity risks and monitors these risks closely. All potential incidents, regardless of their materiality, are required to be reported immediately to the Board. To date, our proactive risk management has allowed us to navigate cybersecurity challenges without material impairment to our operations or financial condition.

##### **Governance**

Acknowledging the critical importance of cybersecurity, our management and Board are dedicated to maintaining the trust and confidence of our business partners and employees. This includes managing cybersecurity risks as an integral component of our overall risk management framework. While cybersecurity responsibility is shared across all employees, our Board plays a pivotal role in the oversight of our risk management processes, including cybersecurity threats. Our executive officers manage the day-to-day material risks we face, adopting a cross-functional approach to address cybersecurity risks by identifying, preventing, and mitigating cybersecurity threats and effectively responding to incidents when they occur.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

There were no sales of unregistered equity securities during the first semester of 2025.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

### **ITEM 5. OTHER INFORMATION**

None.

## ITEM 6. EXHIBITS

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
31.1*	<a href="#"><u>Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) Under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act Of 2002.</u></a>
32.1*	<a href="#"><u>Certification of Principal Executive Officer Pursuant to U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act Of 2002.</u></a>
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.
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.

Dated: August 8, 2025

### ELVICTOR GROUP, INC.

By: /s/ Konstantinos Galanakis  
Konstantinos Galanakis  
Chief Executive and Financial Officer  
(Principal Executive Officer)

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Konstantinos Galanakis, Chief Executive and Financial Officer of Elvictor Group, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Elvictor Group, 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, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's third fiscal quarter 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:
  - 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.

Date: August 8, 2025

/s/ Konstantinos Galanakis

Konstantinos Galanakis  
Chief Executive and Financial Officer

**CERTIFICATION OF THE 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 Elvictor Group, Inc. (the “Company”) on Form 10-Q for the quarterly period ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Konstantinos Galanakis, Chief Executive and Financial 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. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company for the period covered by this Report.

Date: August 8, 2025

/s/ Konstantinos Galanakis

Konstantinos Galanakis  
Chief Executive and Financial Officer