

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**CYIOS Corporation**  
258 South Military Trail  
Deerfield Beach, FL 33442

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SIC 7389

**Annual Report**  
For the period ending December 31, 2023  
(the "Reporting Period")

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

240,363,756 as of 12/31/2023 (Current Reporting Period Date or More Recent Date)

154,731,965 as of 12/31/2022 (Most Recent Completed Fiscal Year End)

**Shell Status**

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

Yes:  No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

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

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

CYIOS Corp.  
Formerly=China Printing, Inc. until 11-05  
Formerly=WorldTeq Group International, Inc.  
until 4-05 Formerly=A1 Internet.com, Inc.  
until 12-01 Formerly=Halo Holdings of  
Nevada, Inc. until 5-99

Current State and Date of Incorporation or Registration: Nevada, 10/13/1997  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
N/A

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

None

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

None

Address of the issuer's principal executive office:

258 South  
Military Trail Deerfield  
Beach, FL 33442

Address of the issuer's principal place of business:

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

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

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

**2) Security Information**

**Transfer Agent**

Name: Equiniti (formerly Corporate Stock Transfer)  
Phone: 651-306-4341  
Email: valeen.nowicki@equiniti.com  
Address: 1110 Centre Point Curve Suite 101 Mendota Heights, MN. 55120

**Publicly Quoted or Traded Securities:**

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>CYIO</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>23128N108</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>285,000,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>240,363,756</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>108</u>	as of date: <u>12/31/2023</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	<u>Preferred Series A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>0</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>0</u>	as of date: <u>12/31/2023</u>

Exact title and class of securities outstanding:	<u>Preferred Series B</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>10,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>10,000</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>12/31/2023</u>

Exact title and class of securities outstanding:	<u>Preferred Series C</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>15,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>15,000</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>12/31/2023</u>

Exact title and class of securities outstanding:	<u>Preferred Series D</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>32,500</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>30,250</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>4</u>	as of date: <u>12/31/2023</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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**Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

**1. For common equity, describe any dividend, voting and preemption rights.**

There are no defined dividend or preemption rights associated with the common equity. Each share of common stock is entitled to one vote on all shareholder matters.

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

Series A preferred stock. The Series A preferred stock carries a voting right of 20 votes per share and each share is convertible to 20 shares of common stock. There are no dividend, liquidation rights, redemption or sinking fund provisions.

Series B preferred stock. Each holder of outstanding shares of Series B Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock equal to 0.1% of the total number of shares of Common Stock outstanding on the record date for such vote. There are no conversion, dividend, or liquidation rights, redemption or sinking fund provisions.

Series C preferred stock. Each share of Series C Preferred Stock is convertible into a number of common shares equal to .001% of the number of common shares issued and outstanding on the date of conversion. There are no dividend, voting or liquidation rights, redemption or sinking fund provisions.

Series D preferred stock. Each share of Series D Preferred Stock is convertible into a number of common shares equal to .001% of the number of common shares issued and outstanding on the date of conversion. There are no dividend, voting or liquidation rights, redemption or sinking fund provisions.

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

NA

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

NA

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2021</u> Common: 124,069,624 Preferred: 57,500,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/6/2022	New	1,000,000	Common	\$0.07 per share	No	Leigh Smith	<u>Advisory Agreement</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
1/6/2022	New	1,000,000	Common	\$0.07 per share	No	Frank DeVivo	<u>Advisory Agreement</u>	<u>Unrestricted</u>	<u>4(a)(2)</u>
2/1/2022	New	2,268,209	Common	\$0.088 per share	No	Stan Lee Holdings, LTD (HK) Chris Belland	<u>License Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
3/16/2022	New	3,333,333	Common	\$0.012 per share	Yes	BB Winks LLC Craig Fischer	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2022	New	1,773,049	Common	\$.141 per share	No	Alejandro Perez	<u>Acquisition Consideration</u>	<u>Restricted</u>	<u>4(a)(2)</u>
04/1/2022	New	6,500,000	Common	\$0.001 per share	Yes	Lance Quartieri	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
04/4/22	New	100,000	Common	\$0.10 per share	No	Stan Lee Holdings LTD (HK) Chris Belland	<u>License Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
08/1/2022	New	1,504,000	Common	\$0.06 per share	Na	Marko Radisic	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(2)</u>
09/24/2022	New	3,183,750	Common	\$0.01 per share	Yes	Richard Grossfeld	<u>Preferred Series D Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
09/24/2022	Cancelled	(2,250)	Series D Preferred	Na	Na	Richard Grossfeld	<u>Preferred Series D Conversion to common</u>	<u>Na</u>	<u>Na</u>

10/20/2022	New	10,000,000	Common	\$0.026 per share	Yes	Toby Mccann	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
3/23/2023	New	2,104,335	Common	\$0.0225/ share	No	Marko Radisic	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	15,832	Common	\$0.0225/ share	No	Stephen Finmore	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	18,938	Common	\$0.0225/ share	No	Aki Kotzamichalis	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	37,875	Common	\$0.0225/ share	No	Brooker Spanos	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	56,813	Common	\$0.0225/ share	No	Tamil Rogeon	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	73,932	Common	\$0.0225/ share	No	Vismai Schonfelder	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	75,750	Common	\$0.0225/ share	No	Caroline Ale	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	83,325	Common	\$0.0225/ share	No	Jolanta Malgorzata Swiderski	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	105,217	Common	\$0.0225/ share	No	George Szafranski	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	105,217	Common	\$0.0225/ share	No	Jeffrey Mullenger	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	105,596	Common	\$0.0225/ share	No	Joe Stephan White	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	110,292	Common	\$0.0225/ share	No	Liang Kwang Lim	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	170,438	Common	\$0.0225/ share	No	Peter James Maddocks	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	199,905	Common	\$0.0225/ share	No	Thomas Strang	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	242,931	Common	\$0.0225/ share	No	Maximiliano Geraldes	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	6,164,502	Common	\$0.0225/ share	No	Finn O'shea	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>

3/23/2023	New	1,893,750	Common	\$0.0225/ share	No	Paul Simon Tamas	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	6,921,985	Common	\$0.0225/ share	No	Oscar Leslie O'shea	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	105,634	Common	\$0.0225/ share	No	Jonathon Klingender	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	106,050	Common	\$0.0225/ share	No	Brian Leslie Borrell	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	108,209	Common	\$0.0225/ share	No	Mark Cashmore	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	113,625	Common	\$0.0225/ share	No	Veerabhadra Patil	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	132,033	Common	\$0.0225/ share	No	Robert Ian Jarred	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	162,333	Common	\$0.0225/ share	No	Dimity Slater	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	284,480	Common	\$0.0225/ share	No	Leigh Smith	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	316,863	Common	\$0.0225/ share	No	Mxg Investments Pty Ltd Max Geraldtes	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	396,097	Common	\$0.0225/ share	No	David Greene	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	422,496	Common	\$0.0225/ share	No	Samuel David Westaway	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	858,210	Common	\$0.0225/ share	No	Ian Mcclure Wightwick	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	132,033	Common	\$0.0225/ share	No	Sleeper Service Pty Ltd Rob Morris	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	110,292	Common	\$0.0225/ share	No	On-Market Bookbuilds Pty Ltd Tim Eisenhaer	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	31,626	Common	\$0.0225/ share	No	The Kop Pty Ltd Servin Davadra	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	132,033	Common	\$0.0225/ share	No	Canada Holdings Pty Ltd Michael Basina	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>

3/23/2023	New	198,049	Common	\$0.0225/ share	No	Deadpool Pty Ltd Chris Watson	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	227,250	Common	\$0.0225/ share	No	Mcfaul Rosenthal Pty Ltd Selwyn Mcfaul	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	2,075,134	Common	\$0.0225/ share	No	Segovia 424 Pty Ltd Don Christie	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	264,065	Common	\$0.0225/ share	No	Ben Quin & Claire Quin	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	422,458	Common	\$0.0225/ share	No	Kym Ortenburg	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	1,778,194	Common	\$0.0225/ share	No	I & L Wightwick Pty Ltd Ian Wightwick	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	264,065	Common	\$0.0225/ share	No	John Quin & Suellen Quin	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	87,113	Common	\$0.0225/ share	No	Kierford Woods Pty Ltd Trust Aki Kotzamichallis	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	528,129	Common	\$0.0225/ share	No	Beaverbrook Holdings Pty Ltd Trust Michael Basina	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	530,250	Common	\$0.0225/ share	No	Salud Investments Pty Ltd Trust Jabe Brown	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/23/2023	New	1,726,646	Common	\$0.0225/ share	No	Kym Ortenburg	<u>Helio Acquisition</u>	<u>Restricted</u>	<u>4(a)(1)</u>
1/3/2023	New	2,000,000	Common	\$0.0097	No	Ryan Clancey	<u>Services</u>	<u>Restricted</u>	<u>4(a)(1)</u>
1/3/2023	New	3,500,000	Common	\$0.001	Yes	Lance Quartieri	<u>Conversion of debt</u>	<u>Restricted</u>	<u>4(a)(1)</u>
1/3/2023	New	10,000,000	Common	\$0.005	Yes	Lance Quartieri	<u>Conversion of debt</u>	<u>Restricted</u>	<u>4(a)(1)</u>
3/31/2023	Cancellation	(2,368,209)	Common	N/A	N/A	Stan Lee Holdings Chris Belland	<u>Cancellation of contract</u>	<u>N/A</u>	<u>N/A</u>
4/1/23	New	3,500,000	Common	\$0.01	Yes	Lance Quartieri	<u>Conversion of debt</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
5/1/23	New	10,000,000	Common	\$0.0153	Yes	Lance Quartieri	<u>Conversion of debt</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

4/21/23	New	1,000,000	Common	\$0.0165	No	Leigh Smith	<u>Compensation</u>	<u>Restricted</u>	<u>4(a)(1)</u>
12/16/23	New	12,000,000	Common	\$0.001 cost per share	Yes	J-RICKS LLC <u>Christopher Balmford</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
12/27/23	New	16,000,000	Common	\$0.001 cost per share	Yes	J-RICKS LLC <u>Christopher Balmford</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
<u>Ending Balance:</u>									
Date <u>12/31/2023</u> Common: <u>240,363,756</u>									
Preferred: <u>55,250</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>01/10/2016</u>	<u>110,582</u>	<u>225,000</u>	<u>188</u>	<u>01/17/17</u>	<u>\$.001 per share</u>	<u>J-Ricks LLC Christopher Balmford</u>	<u>Loan</u>
<u>1/2/2020</u>	<u>71,839</u>	<u>71,839</u>	<u>17,659</u>	<u>Demand</u>	<u>25% discount to market price at time of conversion</u>	<u>OFBP Proprietary Limited John O'Shea</u>	<u>Loan</u>
<u>1/2/2020</u>	<u>8,948</u>	<u>6,264</u>	<u>2,915</u>	<u>Demand</u>	<u>N/A</u>	<u>OFBP Proprietary Limited John O'Shea</u>	<u>Loan</u>
<u>6/15/20</u>	<u>20,000</u>	<u>20,000</u>	<u>4,543</u>	<u>6/15/21</u>	<u>Fifty Percent (50%) of the lowest Trading Price (defined below) during the twenty (20) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date.</u>	<u>GPL Ventures LLCAlex Dillion</u>	<u>Loan</u>

<u>10/14/20</u>	<u>\$20,000</u>	<u>\$20,000</u>	<u>5,955</u>	<u>10/14/21</u>	80% of the average of the three lowest intraday trading prices during the ten (10) Trading Day period ending on the latest complete Trading Day prior to the Conversion Date.	<u>GPL Ventures LLC</u> <u>Alex Dillion</u>	<u>Loan</u>
<u>12/7/20</u> <u>1/14/21</u> <u>4/6/21</u> <u>6/10/21</u> <u>12/16/21</u> <u>12/22/21</u> <u>12/24/21</u> <u>3/20/22</u> <u>5/3/22</u>	<u>\$745,000</u>	<u>\$60,000</u> <u>\$100,000</u> <u>\$100,000</u> <u>\$100,000</u> <u>\$46,666</u> <u>\$46,666</u> <u>\$46,666</u> <u>\$250,000</u> <u>\$15,002</u>	<u>46,097</u>	<u>12/7/21</u> <u>1/14/22</u> <u>4/6/22</u> <u>6/10/22</u> <u>12/16/22</u> <u>12/22/22</u> <u>12/24/22</u> <u>3/20/22</u> <u>5/3/22</u>	Convertible at \$.012 per share          Convertible at \$.025 per share	<u>BB Winks LLC</u>          <u>Craig Fischer</u>	<u>Loan</u>
<u>02/10/21</u>	<u>\$255,000</u>	<u>255,000</u>	<u>17,715</u>	<u>02/10/22</u>	Convertible at \$.25 per share	<u>EAGLE EQUITIES, LLC</u> <u>Yakov Borenstein</u>	<u>Loan</u>
<u>6/1/21</u>	<u>\$240,000</u>	<u>240,000</u>	<u>30,013</u>	<u>6/1/22</u>	Convertible at 12.5 cents per share	<u>Adar Bays, LLC.</u> <u>Aryeh Goldstein</u>	<u>Loan</u>
<u>5/4/21</u>	<u>\$130,000</u>	<u>130,000</u>	<u>35,051</u>	<u>5/4/22</u>	Convertible at 12.5 cents per share	<u>EAGLE EQUITIES, LLC</u> <u>Yakov Borenstein</u>	<u>Loan</u>
<u>12/20/21</u>	<u>\$87,000</u>	<u>\$175,000</u>	<u>\$383</u>	<u>12/20/22</u>	Convertible at \$0.005 per share	<u>Lance Quartieri</u>	<u>Loan</u>
<u>4/18/22</u>	<u>\$52,700</u>	<u>\$50,000</u>	<u>\$2,700</u>	<u>4/18/23</u>	N/A	<u>J-Ricks LLC</u> <u>Christopher Balmford</u>	<u>Loan</u>
<u>6/15/22</u>	<u>\$5,000</u>	<u>\$30,000</u>	<u>\$0</u>	<u>On Demand</u>	N/A	<u>DBL Group</u> <u>Bruce Lewis</u>	<u>Loan</u>
<u>7/13/22</u>	<u>\$11,000</u>	<u>\$9,800</u>	<u>\$0</u>	<u>On Demand</u>	N/A	<u>DBL Group</u> <u>Bruce Lewis</u>	<u>Loan</u>
<u>7/11/22</u>	<u>\$62,500</u>	<u>\$87,000</u>	<u>\$0</u>	<u>9/15/22</u>	N/A	<u>Lance Quartieri</u>	<u>Loan</u>

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

CYIOS Corporation (the Company) is incorporated in the State of Nevada. The Company focuses on innovative tech, blockchain, Web3/NFT and carbon offsets with several subsidiary businesses including Helio Lending, Randomly, Immortals Group and the CarbonCred.io platform. In May 2021, the Company acquired Helio Lending. Helio is a CeFi (Centralized Finance) aggregator providing customers with a wide array of loan structures available to cryptocurrency owners with competitive rates on a global basis from a variety of loan vendors. Helio does not hold crypto nor provide direct lending from our own account. However, Helio strictly acts as a referral partner to our lending panel and receives a fee for referring parties to direct lenders. In 2023 the company launched Carboncred.io, an innovative carbon offsetting platform that empowers businesses, families, and consumers to reduce their carbon footprint quickly and easily by

purchasing carbon offsets that support a variety of verified carbon offsetting projects via monthly subscription plans.

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

Choice Wellness Inc., a Wyoming corporation, wholly owned subsidiary (as of May 7, 2020)

Helio Lending, PTY., an Australian corporation, wholly owned subsidiary (as of May 2021)

Immortals Group, PTY, an Australian corporation wholly owned subsidiary (as of April 1<sup>st</sup> 2022)

Ranbomby LLC, a Florida corporation, wholly owned subsidiary (as of January 5<sup>th</sup>, 2022)

C. Describe the issuers' principal products or services.

Helio Lending PTY, is a CeFi aggregator providing customers access to a panel of affiliate lenders to choose from with a wide array of loan structures available to cryptocurrency owners with competitive rates. The Company does not provide direct lending of its own capital to customers nor does the Company hold crypto of its own or for customers. Carboncred.io is an innovative carbon offsetting platform that empowers businesses, families, and consumers to reduce their carbon footprint quickly and easily by purchasing carbon offsets that support a variety of verified carbon offsetting projects via monthly subscription plans.

**5) Issuer's Facilities**

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company leases space for \$500 per month on a month-to-month basis.

**6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address(City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity

David Lewis	CEO/Director	Boca Raton, FL	14,260	Series D Preferred	43.9%	
John O'Shea	Director/Chairman of the Board	Melbourne, Australia	10,000	Series B Preferred	100%	
			15,000	Series C Preferred	100%	
			2,500	Series D Preferred	7.7%	

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

In the Matter of Traci J. Anderson, CPA, Timothy W. Carnahan, and CYIOS Corporation (File No. 3-16386). On February 3, 2020 the Company filed its Petition for Review of the Initial Decision in this matter. The Petition is pending, and the Company intends to vigorously pursue the Petition and any additional appeals, if necessary

On February 13, 2015, the Securities and Exchange Commission entered an "Order Instituting Administrative And Cease- And-Desist Proceedings" The SEC alleged that the Company, its then CEO Timothy Carnahan and its accountant Traci J. Anderson violated certain provisions of the Sarbanes-Oxley Act of 2002, the Securities Exchange Act of 1934 and certain rules promulgated thereunder including the failure to properly assess the Company's internal controls. Ms. Anderson was dismissed from the action on December 21, 2015. On June 21, 2018, "[i]n light of the Supreme Court's decision in Lucia v. SEC," 138 S. Ct. 2044 (2018), the Commission stayed all pending administrative proceedings, including this one; the stay was operative through August 22, 2018. On August 22, 2018, the Commission ended the stay and ordered a new hearing in each affected proceeding before an administrative law judge who had not previously participated in the proceeding. On January 10, 2020, the Administrative Law Judge entered an initial decision seeking a cease and desist against the Company and Carnahan and seeking to impose monetary penalties against the Company in excess of \$500,000. On February 3, 2020, the Company filed its Petition for Review of the Initial Decision. On January 25, 2021 the Administrative Law Judge granted the Company's Petition for Review and set a briefing schedule. The Company has filed its initial and reply briefs in the matter. Former CEO Carnahan has filed a separate brief on his own behalf. **On June 2, 2023, the SEC issued an Order dismissing the proceeding. In doing so, the SEC vacated the cease and desist sanction, as well as the disgorgement and civil penalty.**

CYIOS Corp. v Carnahan, CASE NO. CACE-21-007984, Circuit Court of the 17<sup>th</sup> Judicial District in and For Broward County, Florida. On April 20, 2021 the Company filed a lawsuit against Timothy W. Carnahan, the former CEO of the Company. The Complaint contains six causes of action including breach of fiduciary duty, Gross Negligence, Unjust enrichment, Disgorgement pursuant to Section 304 of the Sarbanes Oxley Act of 2002, Declaratory Relief, and a Temporary Restraining Order. The Company alleges that Mr. Carnahan acted outside the scope of his authority in issuing to himself 5,000,000 shares of common stock as a performance bonus. The Company believes that the shares should be returned to the Company and canceled.

## 8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

### Securities Counsel

Name: Jonathan Leinwand, Esq.  
Firm: Jonathan D. Leinwand, P.A.  
Address 1: 18305 Biscayne Blvd., Suite 200  
Address 2: Aventura, FL 33160  
Phone: 954-903-7856  
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: J.D. Patterson  
Firm: Patterson CPAs, LLC  
Address 1: 722 West Shepard Lane, Suite 101  
Address 2: Farmington, UT 84025  
Phone: 801-451-8886  
Email: [john@gapcpas.com](mailto:john@gapcpas.com)

Auditor

Name: Zhanna Kelley, CPA  
Firm: Zhanna Kelley, CPA  
Address 1: 23-23 Steinway Street  
Address 2: Long Island City, NY 11105  
Phone: 201-230-5498  
Email: [nys.cpa.tax@gmail.com](mailto:nys.cpa.tax@gmail.com)

Investor Relations

N/A

*All other means of Investor Communication:*

Twitter: @cyioscorp  
Discord: N/A  
LinkedIn: n/a  
Facebook: N/A

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: N/A  
Firm: N/A  
Address 1: N/A  
Address 2: N/A  
Phone: N/A  
Email: N/A

**9) Disclosure & Financial Information**

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

Name: **David Lewis**  
Title: **CEO**  
Relationship to Issuer: **CEO**

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

- IFRS  
 U.S. GAAP

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

Name: **John Patterson**  
Title: **Accountant**  
Relationship to Issuer: **Service Provider**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

Mr. Paterson is a licensed certified public accountant in good standing with extensive experience in preparing, reviewing and auditing public company financial statements in accordance with US GAAP.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, David Lewis certify that:

1. I have reviewed this Disclosure Statement for CYIOS Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

6/20/2024 [Date]

/S/ David Lewis [CEO's Signature]

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, John O'Shea certify that:

1. I have reviewed this Disclosure Statement for CYIOS Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

6/20/2024 [Date]

/S/ John O'Shea CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

# Cyios Corporation

## Audit 2022 and 2023

BY: ZHANNA KELLEY, CPA

JUNE 9, 2024

## Independent Auditors' Report

### **To the Shareholders of Cyios Corp:**

We have audited the accompanying financial statements of Cyios Corp (a Nevada C Corp) which comprise the statements of assets and liabilities, income, shareholder equity and cash flows, as of December 31, 2022 and 2023, , and the related notes to the financial statements. This also encompasses Cyios three wholly owned subsidiaries named CarbonCred, Helio and Randombly.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of the internal control relevant to the preparation and fair presentation that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Cyois Corp as of December 31, 2022 and 2023, and the results of its operations, its cash flows and changes in net assets for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Bronx, NY

Zhanna Kelley, CPA

June 5, 2024

**CYIOS Corporation**

**Consolidated Financial Statements  
Audited**

**For the Year Ended  
December 31, 2022**

**CYIOS CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(Audited)

	<b>As of December 31, 2022</b>	<b>As of December 31, 2021</b>
<b>ASSETS</b>		
Cash	\$ 112	\$ 338,264
Accounts Receivable	-	776
Inventory	8,189	8,189
Prepaid and Other Current Assets	72,249	111,624
Total Current Assets	80,550	458,853
Investments	40,729	54,591
License Agreement	-	300,000
Goodwill	925,000	675,000
Other Assets	-	80,350
<b>TOTAL ASSETS</b>	<b>1,046,279</b>	<b>1,568,794</b>
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Accounts Payable and Accrued Expenses	\$ 406,974	\$ 70,745
Current Portion of Convertible Notes	1,824,190	1,514,309
Promissory Notes	181,900	-
Related Party Convertible Note	85,837	80,955
Related Party Payable	11,254	10,238
Total Current Liabilities	2,510,154	1,676,248
 <b>SHAREHOLDERS' EQUITY</b>		
Common Stock, \$.001 par value, 285,000,000 shares authorized, 154,731,965 and 124,069,624 shares issued and outstanding, respectively	154,732	124,070
Preferred Stock	56	58
Additional Paid-in Capital	28,561,996	27,334,825
Common Stock Issuable	680,142	910,222
Retained Deficit	(30,860,801)	(28,476,628)
Total Shareholder's Equity	(1,463,875)	(107,453)
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 1,046,279</b>	<b>\$ 1,568,794</b>

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

**CYIOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Audited)

	<b>For the Year Ended</b>	
	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
	<u>          </u>	<u>          </u>
<b>INCOME</b>		
Revenues	\$ 101,650	\$ 744,409
Less:		
Cost of Revenues	(44,178)	(777,102)
Gross Profit	<u>57,472</u>	<u>(32,693)</u>
<b>EXPENSES</b>		
Advertising and Promotion	43,331	220,784
Consulting	657,928	452,140
Legal and Professional Fees	55,717	361,343
General and Administrative	382,318	130,097
Total Expenses	<u>1,139,294</u>	<u>1,164,364</u>
Income from Operations	(1,081,822)	(1,197,057)
Other Income and Expense		
Interest Expense	(834,654)	(1,767,952)
Other Loss	(467,698)	75,314
Total Other Income and Expense	<u>(1,302,351)</u>	<u>(1,692,638)</u>
NET LOSS	<u><u>\$ (2,384,173)</u></u>	<u><u>\$ (2,889,695)</u></u>

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

**CYIOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(Audited)

	Common Stock		Preferred Stock		Additional Paid-In Capital	Common Stock Issuable	Retained Earnings	Total
	Shares	Amount	Shares	Amount				
Balance as of December 31, 2020	91,995,193	91,995	10,057,500	10,058	24,787,683	185,222	(25,602,159)	(527,201)
Sale of common stock	1,333,332	1,333	-	-	173,667	-	-	175,000
Stock cancelled	(15,226,294)	(15,226)	(10,000,000)	(10,000)	10,000	-	15,226	-
Stock issued on debt conversion	36,567,393	36,567	-	-	1,758,376	-	-	1,794,943
Stock issued for services	9,400,000	9,400	-	-	605,099	(150,000)	-	464,499
Acquisition of Helios Lending Stan Lee License Agreement	-	-	-	-	-	675,000	-	675,000
						200,000		200,000
Net loss for the period	-	-	-	-	-	-	(2,889,695)	(2,889,695)
Balance as of December 31, 2021	124,069,624	\$ 124,070	57,500	\$ 58	\$ 27,334,825	\$ 910,222	\$ (28,476,628)	\$ (107,453)
Net loss for the period	-	-	-	-	-	-	(2,384,173)	(2,384,173)
Issuance of shares owed	3,772,209	3,772	-	-	226,308	(230,080)	-	-
Stock issued for services	2,000,000	2,000	-	-	138,000	-	-	140,000
Stock issued on debt conversion	23,017,083	23,017	(2,250)	(2)	814,736	-	-	837,751
Stock issued on acquisition	1,873,049	1,873	-	-	48,127	-	-	50,000
Balance as of December 31, 2022	154,731,965	\$ 154,732	55,250	\$ 56	\$ 28,561,996	\$ 680,142	\$ (30,860,801)	\$ (1,463,876)

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

**CYIOS CORPORATION**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
(Audited)

	<b>For the Year Ended</b>	
	<b>31-Dec</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FROM OPERATING ACTIVITIES</b>		
Net Loss	\$ (2,384,173)	\$ (2,889,695)
Adjustments to reconciled net loss to net cash flow from operating activities:		
Depreciation and Amortization	-	625
Stock issued for interest expense		1,565,000
Loss on write down of license agreement	467,698	
Loss on conversion of debt	541,903	-
Interest expense incurred on discount of promissory note	8,500	
Stock issued for services	140,000	605,099
Change in operating accounts:		
Increase in accounts receivable	776	(776)
Increase in inventories	-	13,460
Decrease (Increase) in prepaid expenses	39,375	(111,624)
Increase (decrease) in accounts payable and accrued expenses	336,229	(99,361)
Net Cash Used in Operating Activities	<u>(849,693)</u>	<u>(917,272)</u>
 <b>CASH FROM INVESTING ACTIVITIES</b>		
Purchase of license agreement	-	(100,000)
Purchase of investments	13,863	(54,591)
Net Cash Used in Investing Activities	<u>13,863</u>	<u>(154,591)</u>
 <b>CASH FROM FINANCING ACTIVITIES</b>		
Sale of stock for cash	-	175,000
Net proceeds from issuance of convertible notes	309,881	1,191,150
Proceeds from issuance of promissory notes	181,900	-
Net proceeds from related party borrowing	5,897	5,488
Net Cash Used in Financing Activities	<u>497,678</u>	<u>1,371,638</u>
 Net change in cash and cash equivalents	(338,152)	299,775
Cash at beginning of period	338,264	38,488
Cash at the end of period	<u>\$ 112</u>	<u>\$ 338,263</u>
 <b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
Cash Paid During the Period for:		
Taxes	\$ -	\$ -
Interest	\$ -	\$ -
Non-Cash Activities		
Stock issued to retire debt and interest	\$ 581,250	\$ 1,794,943
Common stock cancelled	\$ 200,000	\$ -
Stock issued to acquire assets	\$ 450,000	\$ 200,000

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

**CYIOS Corporation**

**Consolidated Financial Statements  
Audited**

**For the Year Ended  
December 31, 2023**

**CYIOS CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(Audited)

	<b>As of December 31, 2023</b>	<b>As of December 31, 2022</b>
	<u>                    </u>	<u>                    </u>
<b>ASSETS</b>		
Cash	\$ 6,657	\$ 112
Accounts Receivable	-	-
Inventory	8,188	8,189
Prepaid and Other Current Assets	34,749	72,249
Total Current Assets	<u>49,594</u>	<u>80,550</u>
Investments	40,631	40,729
Goodwill	925,000	925,000
<b>TOTAL ASSETS</b>	<u><u>1,015,225</u></u>	<u><u>1,046,279</u></u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Accounts Payable and Accrued Expenses	\$ 422,008	\$ 406,974
Current Portion of Convertible Notes	1,677,634	1,824,190
Promissory Notes	236,041	181,900
Related Party Convertible Note	90,719	85,837
Related Party Payable	12,066	11,254
Total Current Liabilities	<u>2,438,468</u>	<u>2,510,154</u>
<b>SHAREHOLDERS' EQUITY</b>		
Common Stock, \$.001 par value, 285,000,000 shares authorized, 240,363,765 and 154,731,965 shares issued and outstanding, respectively	240,364	154,732
Preferred Stock	56	56
Additional Paid-in Capital	29,466,164	28,561,996
Common Stock Issuable	5,142	680,142
Retained Deficit	<u>(31,134,969)</u>	<u>(30,860,801)</u>
Total Shareholder's Equity	<u>(1,423,243)</u>	<u>(1,463,876)</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u><u>\$ 1,015,225</u></u>	<u><u>\$ 1,046,279</u></u>

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

**CYIOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Audited)

	<b>For the Year Ended</b>	
	<b>December 31,</b>	
	<b>2023</b>	<b>2022</b>
	<u>          </u>	<u>          </u>
INCOME		
Revenues	\$ 36,973	\$ 101,650
Less:		
Cost of Revenues	-	(44,178)
Gross Profit	<u>36,973</u>	<u>57,472</u>
EXPENSES		
Advertising and Promotion	2,173	43,331
Consulting	35,000	657,928
Legal and Professional Fees	87,978	55,717
General and Administrative	416,849	382,318
Total Expenses	<u>542,000</u>	<u>1,139,294</u>
Income from Operations	(505,028)	(1,081,822)
Other Income and Expense		
Interest Expense	(400,539)	(834,654)
Cancellation of Payables	200,000	-
Other Income (Expense)	431,400	(467,698)
Total Other Income and Expense	<u>230,861</u>	<u>(1,302,351)</u>
NET LOSS	<u>\$ (274,167)</u>	<u>\$ (2,384,173)</u>

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

**CYIOS CORPORATION**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(Audited)

	Common Stock		Preferred Stock		Additional Paid-In Capital	Common Stock Issuable	Retained Deficit	Total
	Shares	Amount	Shares	Amount				
Balance as of December 31, 2021	124,069,624	\$ 124,070	57,500	\$ 58	\$ 27,334,825	\$ 910,222	\$ (28,476,628)	\$ (107,453)
Net loss for the period	-	-	-	-	-	-	(2,384,173)	(2,384,173)
Issuance of shares owed	3,772,209	3,772	-	-	226,308	(230,080)	-	-
Stock issued for services	2,000,000	2,000	-	-	138,000	-	-	140,000
Stock issued on debt conversion	23,017,083	23,017	(2,250)	(2)	814,736	-	-	837,751
Stock issued on acquisition	1,873,049	1,873	-	-	48,127	-	-	50,000
Balance as of December 31, 2022	154,731,965	\$ 154,732	55,250	\$ 56	\$ 28,561,996	\$ 680,142	\$ (30,860,801)	\$ (1,463,876)
Issuance of shares owed	30,000,000	30,000	-	-	645,000	\$ (675,000)	-	-
Stock issued for services	3,000,000	3,000	-	-	32,900	-	-	35,900
Stock issued on debt conversion	55,000,000	55,000	-	-	424,000	-	-	479,000
Stock cancelled	(2,368,200)	(2,368)	-	-	(197,732)	-	-	(200,100)
Net loss for the period	-	-	-	-	-	-	\$ (274,167)	(274,167)
Balance as of December 31, 2023	240,363,765	\$ 240,364	55,250	\$ 56	\$ 29,466,164	\$ 5,142	\$ (31,134,968)	\$ (1,423,242)

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

**CYIOS CORPORATION**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
(Audited)

	<b>For the Year Ended</b>	
	<b>December 31,</b>	
	<b>2023</b>	<b>2022</b>
<b>CASH FROM OPERATING ACTIVITIES</b>		
Net Loss	\$ (274,167)	\$ (2,384,173)
Adjustments to reconciled net loss to net cash flow from operating activities:		
Depreciation and Amortization	1,875	-
Gain on disposition of assets	(178,447)	-
Stock issued for interest expense	172,142	-
Loss on write down of license agreeent	(31,400)	467,698
Loss on conversion of debt	162,759	541,903
Interest expense incurred on discount of promissory note	-	8,500
Stock issued for services	35,900	140,000
Change in operating accounts:		
Increase in accounts receivable	-	776
Decrease in prepaid expenses	37,500	39,375
Increase in accounts payable and accrued expenses	15,034	336,229
Net Cash Used in Operating Activities	<u>(58,804)</u>	<u>(849,692)</u>
<b>CASH FROM INVESTING ACTIVITIES</b>		
Purchase of investments	<u>98</u>	<u>13,863</u>
Net Cash Used in Investing Activities	98	13,863
<b>CASH FROM FINANCING ACTIVITIES</b>		
Net proceeds from issuance of convertible notes	-	309,881
Proceeds from issuance of promissory notes	60,981	181,900
Net proceeds from related party borrowing	<u>4,270</u>	<u>5,897</u>
Net Cash Used in Financing Activities	65,251	497,678
Net change in cash and cash equivalents	6,545	(338,151)
Cash at beginning of period	112	338,263
Cash at the end of period	<u>\$ 6,657</u>	<u>\$ 112</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
Cash Paid During the Period for:		
Taxes	\$ -	\$ -
Interest	\$ -	\$ -
Non-Cash Activities		
Stock issued to retire debt and interest	\$ 479,000	\$ 837,751
Common stock cancelled	\$ 200,000	\$ -
Stock issued to acquire assets	\$ -	\$ 50,000

*The Accompanying Notes are an Integral Part of These Consolidated Financial Statements*

## Notes to Financial Statements

### **Note 1: Organization**

Cyios Corp. is a Nevada C corporation managed by its CEO/Director and the Chairman of the Board. The Corporation hired an accountant to prepare the Financial Statements and file the Annual Tax Returns. Cyios is a publicly traded company on the OTC Markets with the abbreviation CYIO (<https://www.otcmarkets.com/stock/CYIO/security>).

The Corporation focuses on innovative tech, blockchain, Web3/NFT and carbon offsets and has several subsidiary businesses including; CarbonCred, Helio Lending, Randombly, and Immortals Group. The Company looks to develop, distribute, and license proprietary products as well as evaluate potential acquisition opportunities. Furthermore, CYIOS continues to seek and evaluate attractive business opportunities and to leverage its resources and expertise to build a diversified, sustainable business model.

The Company activities are subject to significant risks and uncertainties, including failing to secure the necessary funding to operationalize and expand its plans.

The Company wholly owns Helio Lending, a Centralized Finance (CeFi) aggregator business providing customers with a concierge level service and access to a panel of direct lenders with a wide array of loan structures available with competitive rates to owners of crypto currency. The Company also acquired a 100% interest in Randombly, LLC, an NFT trading platform, for 1,773,049 shares of common stock. The shares were valued at issuance at \$250,000. Additional acquisitions and financing arrangements are included in the notes.

### **Note 2: Summary of Significant Accounting Policies**

Basis of the presentation – The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The Company has determined it meets the definition of an investment company and follows the accounting and reporting guidance in the Financial Accounting Standard Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946, Financial Services – Investment Companies (“ASC 946”).

**Cash and cash equivalents** - Cash and cash equivalents includes cash and highly liquid investment with maturities of three months or less and are stated at cost, which approximates fair value.

**Revenue Recognition** – Dividend income is recognized on an accrual basis on the ex-dividend date. Withholding taxes on foreign dividends have been provided for in accordance with the Company’s understanding of the applicable country’s tax rules and rates.

Realized trading gains and losses are netted against each other and are measured by the difference between the acquisition cost and the selling price of the positions held by the Company.

Net change in unrealized gains and losses reflects the change in investment values during the reporting period, including any reversal of previously recorded unrealized gains and losses, when gains or losses are realized.

The Company does not isolate that portion of the results of operations stemming from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains and losses from investments.

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

**Income taxes** – The Company is a C corporation and it must annually file form 1120. The federal C corporation tax is 21%, so the company must make a provision to estimate and periodically remit this money to the IRS. Since the Company is formed in Nevada, a state with no state taxes, no provision for state taxes is necessary.

**Uncertain tax positions** - The Company evaluates uncertain income tax positions taken or expected to be taken in a tax return for recognition in its financial statements. The Company was not required to recognize any amounts from uncertain tax positions for the year ended December 31, 2023. The Company's conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based upon ongoing analyses of tax laws, regulations and interpretations thereof, as well as other factors. Generally, federal, state and local authorities may examine the Company's tax returns for three years from the date of filing.

**Valuation of investments** - The Company's fair value accounting policies adhere to the provisions of FASB ASC Topic 820, Fair Value Measurements and Disclosures ("ASC 820"). ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumption about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The fair value hierarchy is categorized into three levels based on the inputs as follows:

*Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.*

*Level 2 - Valuations based on inputs other than quoted prices included in Level 1, which are either directly or indirectly observable.*

*Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.*

To the extent that the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined.

Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Company in determining fair value is greater for investment categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined by the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. See further description of fair value methodology in Note 3.

**Concentration of credit risk** - The Company maintains cash balances with financial institutions in several non-interest-bearing accounts, which are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000 per financial institution. The Company has not experienced any losses in such accounts.

**Recently Adopted Accounting Pronouncements** - In August 2018, the FASB issued Accounting Standards Update ("ASU") No. 2018-13 - Changes to the Disclosure Requirements for Fair Value Measurement. ASU 2018-13 is part of the disclosure framework project, which primarily focuses on improving the effectiveness of disclosures in the notes to financial statements. The amendments in this update remove, modify, and add certain disclosure requirements on fair value measurements in Topic 820, Fair Value Measurement. The update was adopted January 1, 2023 and did not have any impact on the financial statements of 2023.

#### Revenue Recognition / Source of Funding

The provisions of the FASB's ASC Topic 606, Revenue from Contracts with Customers, have been analyzed. It has been concluded that no changes are necessary to conform with the new standard. The program service fees are recognized at a point in time when service is provided, technical ownership, risks, and rewards are transferred. Funds received in advance of providing the services are recorded as deferred income until the services are provided. Contributions are recognized when pledged and recorded as net assets without donor restrictions or net assets with donor restrictions, depending on the existence and/or nature of any donor-imposed restrictions.

Gifts of cash and other assets are reported with donor restricted support if they are received with donor stipulations that limit the use of the donated assets. When a restriction expires, that is, when a stipulated time restriction ends or a purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions. The company only bills customers once services or goods are provided and income is considered earned. The Company does not engage in progress billing.

#### Principles of Consolidation

The consolidated financial statements include the Company's wholly owned subsidiaries, Choice Wellness, Inc. and Randombly, LLC. All significant intercompany transactions are eliminated. There was no income or expense recorded between the companies during the year ended December 31, 2023.

#### Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with USGAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the reporting period. In these financial statements, assets, liabilities, and earnings involve reliance on management's estimates. Actual results could differ from those estimates.

### **Note 3: Convertible Notes Payable**

During January of 2016, the Company entered into a \$225,000 Convertible Loan Agreement with Azure Associates in exchange for non-assessable shares of the Company's Common Stock based upon a conversion price of \$.0003 per share with interest accruing at 0%. To comply with US GAAP, Company has applied an interest rate of 2.65% based upon the long-term federal funds rate when the convertible bond was issued. As of August 31, 2019, the Company agreed to restructure the convertible debt from a conversion price of \$.0003 per share to \$.001 per share. During the year ended December 31, 2021, the Company converted \$39,106, including interest. During the nine months ended September 30, 2022, the Company converted an additional \$10,000 of principle for 6,500,000 shares of common stock. During the quarter ended March 31, 2023, an additional \$3,500 was converted into 3,500,000 shares of common stock. During the quarter ended December 31, 2023, the Company issued 28,000,000 shares on the conversion of \$28,000 in principle, leaving a balance due as of December 31, 2023 is \$110,562.

During the year ended December 31, 2020, the Company issued three convertible notes for \$20,000 each with due dates in May, September and October 2021, respectively, and each with a stated interest rate of 10%. During the year ended December 31, 2021, one of these notes together with interest of \$3,161 was converted into 511,393 shares of common stock. During the year ended December 31, 2022, the Company converted the remaining \$40,000 and accrued interest into 3,333,333 shares of common stock.

During the year ended December 31, 2021, the Company issued a \$255,000 a 6% per annum redeemable note. The note is due on February 10, 2022 and is convertible into common stock

at a fixed price of .25 cents per share. As of December 31, 2023, the balance due was \$255,000.

During the year ended December 31, 2021, the Company issued a \$240,000 6% per annum convertible bond. The note is convertible into common stock at a fixed price of 12.5 cent per share. As of December 31, 2023, the balance due on the note was \$240,000.

During the year ended December 31, 2021, the Company issue a \$130,000 6% annum convertible bond due on May 4, 2022. The note is convertible into common stock at a fixed price of 12.5 cents per share. As of December 31, 2023, the balance due on the note was \$130,000.

During the year ended December 31, 2020, the Company entered into agreement with BB Winks LLC for a convertible grid promissory note for up to \$500,000. The initial terms required \$60,000 in initial funding prior to December 31, 2020. The note accrues interest annually at 8% per annum and any loans provided require payment within one year in cash or for common stock with a fixed price of \$.012 per share. At no time will the Company issue common shares that would result in the lender owning more that 9.99% of the common stock outstanding at the time of conversion. A total of \$500,000 has been drawn down against this note as of December 31, 2022. A second convertible grid promissory note for up to \$500,000 was entered into in during the year ended December 31, 2022 under same terms but with a fixed conversion price of .025 per share. As of March 31, 2023, a total of \$245,000 had been drawn down under this note. The total balance owed to BB Winks under both notes as of December 31, 2023 was \$745,000.

On December 20, 2021, the Company issued a convertible note payable to Lance Quartieri in the amount of \$175,000 which is due 12 months from the date of issuance. The note is convertible into common shares of the Company stock at \$0.005 per share. In the quarter ended March 31, 2023, \$50,000 of this note was converted into 10,000,000 shares of common stock. In the quarter ended June 30, 2023, an additional \$62,500 was converted into 13,500,000 shares of common stock. As of December 31, 2023, the remaining principal balance due is \$62,500.

Combined, the Company has convertible notes outstanding, together with accrued interest, of \$1,693,634 as of December 31, 2023.

#### **Note 4: Related Party Payable**

The Company entered into a loan agreement with OFBP Proprietary Limited (OFBP Pty Ltd) in the fourth quarter of 2018, for up to \$250,000 to pay for operational expenses. As of December 31, 2020, the balance under this loan was \$71,839. Interest accrued at 15% per annum on the outstanding balance On January 2nd 2020, in exchange of this loan, the Company issued a one-year Convertible Promissory Note to OFBP Pty, Ltd in the amount of \$71,839 for payments made by the investor on behalf of the Company to various third- party vendors, at the direction of the Company, during 2019. General terms of the Note are 6% annual interest and conversion terms of 25% discount into common shares. As of December

31, 2023, the balance of the Convertible Note Payable was \$90,719 including interest.

Beginning January 2, 2020, any new funds provided by OFBP will be a loan payable at 8% annual interest. During the year ended September 30, 2020, \$7,048 in payments made by the investor on behalf of the Company to various third-party vendors, at the direction of the Company. The Company closed out the agreement with OFBP during the 2<sup>nd</sup> quarter of 2020. As of December 31, 2023, the balance of the note payable, including interest, was \$12,066.

#### **Note 5: Common Stock Activity**

The Company is authorized to issue 285,000,000 shares of common stock at \$.001 per share, of which 224,363,756 shares were issued and outstanding as of December 31, 2023.

During the three months ended March 31, 2022, the Company had the following common stock activity:

- 2,268,209 shares valued at \$200,000 which had previously been recorded as Stock Issuance Payable were issued.
- 2,000,000 shares valued at \$140,000 were issued to two individuals for consulting services previously rendered.
- 3,333,333 shares valued at \$139,000 were issued on the conversion of \$40,000 in convertible debt.
- 1,773,049 shares valued at \$250,000 were issued to acquired 100% interest in Randombly, LLC.

During the three months ended June 30, 2022, the Company issued 6,500,000 shares of common stock on the conversion of \$10,000 in convertible debt. As a result of this transaction, the Company recorded interest expense of \$432,250, which represents the difference between the fair market value of the shares on the date of conversion and the conversion price of \$0.001 per share.

During the three months ended September 30, 2022, the Company had the following common stock activity:

- 3,183,750 shares issued on the conversion of 2,250 shares of Series D preferred stock.
- 1,504,000 shares issued out of common stock issuable from prior periods.

During the three months ended December 31, 2022, the Company had the following common stock activity:

- 10,000,000 shares were issued on the conversion of \$10,000 in convertible debt.

During the three months ended March 31, 2023, the Company has the following common stock activity:

- 13,500,000 shares were issued on the conversion \$53,500 in convertible notes payable.

- 2,000,000 shares were issued in satisfaction of legal services performed.
- 30,000,000 shares issued to complete acquisition of Helio Lending
- 2,368,209 shares previously issued to acquire a license agreement were returned to the Company and cancelled (see Note 5).

During the three months ended June 30, 2023, the Company had the following common stock activity:

- 13,500,000 shares were issued on the conversion of \$62,500 in convertible notes payable.
- 1,000,000 shares were issued in satisfaction of a consulting agreement. On the date of issuance, the shares had a value of \$16,500.

There was no common stock activity during the three months ended September 30, 2023.

During the three months ended December 31, 2023, the Company issued 28,000,000 shares on the conversion of \$28,000 in convertible notes payable that were originally issued to Azure Associates. The company recorded additional interest in the amount of \$138,700 resulting from the difference between the conversion price (\$0.001) and the closing bid price on the date of conversion.

#### **Note 6: Common Stock Issuable**

During 2020, the Company converted 10,000 shares of Preferred Series B into 2,348,103 shares valued at \$35,222. Additionally, the Board of Directors (Board) authorized the issuance of 3,500,000 shares of common stock to the chairman of the board and the chief executive officer for professional services rendered effective October 1, 2020. The closing price per share on that date was \$.02 placing the value for both issuances at \$140,000. Those shares were issued in the 1<sup>st</sup> Quarter of 2021. Additionally, the Board authorized the issuance of 500,000 shares at the same \$.02 closing price to be issued to a vendor in exchanges for consulting services provided to the Company. In April 2021, the Company acquired the assets of Helio Lending, which amounted to software and other intangible assets in exchange for the future issuance of 15 million shares of common stock, which were valued at \$675,000 on the date of the agreement. 1,504,000 shares were issued during the three months ended September 30, 2022 related to these obligations. During the three months ended March 31, 2023, the Company issued 30,000,000 shares in satisfaction of the balance of the obligation.

In November 2021, the Company entered into a licensing agreement, pursuant to which the Company was obligated to pay \$100,000 in cash and issue common stock valued at \$200,000 on the date of issuance. Subsequent to December 31, 2021, the Company issued 2,368,209 shares of common stock in satisfaction of this obligation. The value of the shares, \$200,000, was recorded as common stock issuable as of December 31, 2021. These shares were subsequently issued in the three months ended March 31, 2022. Subsequent to December 31, 2022, all shares previously issued under the license agreement were returned and cancelled, with the underlying license agreement being likewise cancelled. As a result of this transaction, the Company reversed the value of the shares issued (\$200,000) and incurred a further decline

in value of the asset of \$467,698, which has been recorded in Other Expense as of December 31, 2022. During the year ended December 31st, 2023, the Company received a one-time cash settlement in the amount of \$400,000 pertaining the cancellation of the license agreement, which has been recorded as Other Income in the accompanying financial statements.

As of December 31, 2023, the Company has a stock subscription payable of \$5,142.

#### **Note 7: Preferred Stock**

As of December 31, 2023, the Company has authorized 15,000,000 preferred shares of which 4,942,500 remain undesignated.

##### Series A

The Company has authorized the issuance of up to 10,000,000 shares of \$.001 par value Series A preferred stock. The preferred stock carries a voting right of 20 votes per share and each share is convertible to 20 shares of common stock. During the year ended December 31, 2021, the Company had previously issued 10,000,000 shares of preferred stock which were returned as part of the settlement with a former CEO.

##### Series B

As of December 31, 2023, the Company is authorized the issue of up to 10,000 shares of \$.001 par value Series B preferred stock. Each holder of outstanding shares of Series B Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock equal to 0.1% of the total number of shares of Common Stock outstanding on the record date for such vote. In the quarter ended March 31, 2021, the Company had previously issued 10,000 shares of preferred stock to David Green for his service as CEO. Those shares were later converted to 2,348,103 common shares at \$.015 per share. Subsequently, the 10,000 shares of Series B we issued to Mr. John O'Shea at par value for services to the Company.

##### Series C

As of December 31, 2023, the Company is authorized to issue up to 15,000 shares of \$.001 par value Series C preferred stock. During the year ended December 31, 2020, the Company issued 15,000 shares of Series C to Mr. John O'Shea at par value for services to the Company. Each share of Series C Preferred Stock is convertible into a number of common shares equal to .001% of the number of common shares issued and outstanding on the date of conversion.

##### Series D

As of December 31, 2023, the Company is authorized to issue of up to 32,500 shares of \$.001 par value Series D preferred stock. As of September 30, 2020, the Company had issued 20,000 shares of preferred stock to acquire Choice Wellness, Inc. Additionally, 2,500 and 10,000 shares of Series D were issued at par value to Mr. John O'Shea and Mr. David Lewis, respectively, for services provided (2,500 to each for services provided to the Board of Directors and the other 7,500 to Mr. Lewis for service as the Chief Executive Officer (CEO). Each share of Series D Preferred Stock is convertible into a number of common shares equal to .001% of the number of common shares issued and outstanding on the date of conversion.

During the year ended December 31, 2022, 2,250 shares of Series D stock were converted to 3,183,750 shares of common stock.

**Note 8:        Litigation Settled**

On March 16, 2020, the Company settled certain claims alleged by its former CEO Timothy Carnahan. As part of settlement, Mr. Carnahan provided written notification to the State of Nevada, the company's Transfer Agent and all relevant governing agencies including the US Securities and Exchange Commission that recent statements and actions undertaken by Mr. Carnahan have been withdrawn. Additionally, Mr. Carnahan agreed to return 15,226,294 shares of restricted common stock which had been issued to him when he was CEO as well as 10,000,000 shares of Series A Preferred Stock.

**Note 9:        Purchase of Subsidiaries**

On May 7, 2020 CYIOS Corp completed the acquisition of privately held Choice Wellness, Inc. (CW). Terms of the transaction were CYIOS acquired 100% of CW in exchange for 20,000 shares of a newly issued class of Series D preferred stock that converts into 20% of CYIOS.

In May 2021, CYIOS completed the acquisition of privately-held Helio Lending PTY. The acquisition was accounted for as an asset purchase. Terms of the transaction were CYIOS acquired 100% of Helio's capital stock in exchange of 30,000,000 shares of the Company's restricted common stock, of which 15,000,000 shares are only issuable upon certain milestones being achieved. During the quarter ended March 31, 2023, all 30,000,000 shares were issued.

In January 2022, the company completed the acquisition of privately-held Randombly, LLC pursuant to a share exchange agreement. Under the terms of the agreement, 1,773,049 shares of common stock valued at issuance at \$250,000 were issued for 100% interest in Randombly.

**Note 10:       Subsequent Events**

Management noted that there have been no material transactions from the period ended December 31, 2023 through the date of this report apart from the following:

- In January 2024 the Company issued 16,000,000 shares of common stock on the conversion of \$16,000 in convertible debt. In February 2024 the Company issued 16,000,000 shares of common stock on the conversion of \$16,000 in convertible debt.
- In March 2024, the Company's two officers each converted \$60,000 in accrued salaries into restricted common stock at a price of \$0.02 per share, which represented a premium over the market price on the date of conversion. As a result of these conversions, the Company issued a total of 6,000,000 shares of restricted common stock.