

# UNIVEC, INC

9722 Groffs Mills Drive, Suite 116, Owings Mills, Maryland 21117

(443) 253-0194

[www.univehealth.com](http://www.univehealth.com)

## Annual Report

For the year ending December 31, 2025 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,523,096,680 as of February 6, 2026

2,523,096,680 as of December 31, 2025

2,523,096,680 as of November 6, 2025

2,523,096,680 as of September 30, 2025

2,523,096,680 as of December 31, 2024

### 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>5</sup> of the company has occurred during this reporting period:

Yes:

No:

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<sup>5</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.

**6) 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.

The Company is a Delaware corporation, incorporated on October 7, 1996, and the successor by merger to Univec, Inc., a New York corporation, incorporated on August 18, 1992. On March 1, 2014 the Company changed name to Univec Conglomerate, Inc.

On June 19, 2021 the Company changed name from Univec Conglomerate, Inc., to Univec, Inc., filed with the State of Delaware, Division of Corporations on June 21, 2021 file number 2670427

Current State and Date of Incorporation or Registration: Delaware, August 18, 1992

Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

None

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:

9722 Groff's Mills Drive, Suite 116, Owings Mills, MD 21117

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:

**7) Security Information**

**Transfer Agent**

Name: Continental Stock Transfer & Trust Company

Phone: (212) 509-4000

Email: eyoung@continentalstock.com

Address: 1 State Street, 30<sup>th</sup> Floor, New York, NY 10004-1561

**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:	UNVC
Exact title and class of securities outstanding:	Common
CUSIP:	<u>91335U108</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>5,000,000,000</u> as of date: <u>12/31/2025</u>
Total shares outstanding:	<u>2,523,096,680</u> as of date: <u>12/31/2025</u>

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

None

**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 the security:	None
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>5,000,000</u> as of date: <u>12/31/2025</u>
Total shares outstanding:	<u>5,000,000</u> as of date: <u>12/31/2025</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>12/31/2025</u>

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

None

**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.**

The Company did not pay dividends. Common shares voting rights is one (1) vote per share. no preemption rights in bylaws

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

The Company did not pay dividends. Preferred shares have one hundred (100) votes per shares. No conversion, liquidation and redemption or sinking fund provisions set forth in the bylaws.

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

No other material rights not disclosed above for common or preferred stockholders.

**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.**

No modifications have occurred over the reporting period covered by this report

## 8) 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 <u>Opening Balance:</u> Date _____ Common: _____ Preferred: _____			*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. ***You must disclose the control person(s) for any entities listed.	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.
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>12/31/2025</u> Common: <u>2,523,096,680</u> Preferred: <u>5,000,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

None

**B. Convertible Debt**

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance \$(include accrued interest)	Date Maturity	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>6</sup>	Name of Noteholder(entities must have individual with voting/ investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
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**Total Outstanding Balance: 0.00** **Total Shares: 0.00**

Any additional material details, including footnotes to the table are below:

None

**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”)

On September 27,2005 the Company signed the required information sheet with the facility Addiction Treatment Services at Hopkins Bayview Mason F Lord Building 6<sup>th</sup> Floor Easte 4940 Eastern Avenue. The process covered by such information sheet never was activated, however Management is trying to get this process operative, which may create a very important market for Univec, Inc., and also a significant benchmark mode for the Company.

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

At the time of this filing the Company has no subsidiaries, parents or affiliated companies.

C. Describe the issuers' principal products or services.

Pharmaceuticals products and Services

## 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's office location 300 E Lombard St., Baltimore, MD 21202, indicated address is an usable management suite.

## 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.*

<b>Names of All Officers, Directors and Control Persons</b>	<b>Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)</b>	<b>Residential Address (City / State Only)</b>	<b>Number of shares owned</b>	<b>Share type/class</b>	<b>Ownership Percentage of Class Outstanding</b>	<b>Names of control person(s) if a corporate entity</b>
<u>Dr. David Dalton</u>	<u>Chairman &amp; CEO</u>	<u>Pikesville, MD</u>	<u>1,303,122,537</u>	<u>Common</u>	<u>55.61%</u>	<u>N/A</u>
<u>Lamont Ellis</u>	<u>President &amp; Director</u>	<u>Baltimore, MD</u>	<u>None</u>	<u>N/A</u>	<u>0.00%</u>	<u>N/A</u>
<u>Michael Knight</u>	<u>Independent Director</u>	<u>Baltimore, MD</u>	<u>None</u>	<u>N/A</u>	<u>0.00%</u>	<u>N/A</u>
<u>Lauren Herron</u>	<u>Vice-president</u>	<u>Baltimore, MD</u>	<u>None</u>	<u>N/A</u>	<u>0.00%</u>	<u>N/A</u>

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);

**NONE**

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;

**NONE**

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;

**NONE**

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

**NONE**

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.

**NONE**

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.

**NONE**

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.

**NONE**

## 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

Name: Donald R. Keer, P.E., Esq  
Address 1: 3663 Greenwood Circle  
Address 2: Chalfont, PA 18914  
Phone: (215) 962-9378  
Email: don@keeresq.com

Accountant or Auditor

Name: Richard Blickstein  
Firm: Richard Blickstein Accounting and Taxes, Inc.  
Address 1: 1964 Deer Path Road  
Address 2: Harrisburg, PA 17110  
Phone: (771) 329-8354  
Email: rblick3745@aol.com

Investor Relations

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): N/A  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
[Other ] 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: None  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

Name: Consultia, LLC – Jorge L Schcolnik (non-certified accountant)  
Title: Non-certified accountant  
Relationship to Issuer: Advisor

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: Richard Blickstein  
Title: CPA  
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> Graduated from George Washington University with a Major in Commercial Science in 1972. Worked for Gross, Heller and Rapaport CPA's. Own accounting practice since 1974.

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

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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.

## 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, **Dr. David Dalton** certify that:

1. I have reviewed this Disclosure Statement for December 31, 2025, of Univec, Inc.;
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.

February 2026

/s/ David Dalton – [CEO's Signature]

*Principal Financial Officer:*

I, **Dr. David Dalton** certify that:

1. I have reviewed this Disclosure Statement for December 31, 2025, of Univec, Inc.;
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.

February 2026

/s/ David Dalton – [CFO's Signature]

**UNIVEC, Inc.**  
**Condensed Balance Sheets**  
**(Unaudited)**

	<b>For the Twelver-Months ended on December 31</b>	
	<b>2025 (Unaudited)</b>	<b>2024 (Unaudited)</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ -	\$ -
Accounts Receivable	21,135	17,795
Other Assets	-	-
<b>Total current assets</b>	<u>21,135</u>	<u>17,795</u>
<b>PROPERTY &amp; EQUIPMENT, NET</b> (net of \$26,456 and \$20,524 depreciation as December 31, 2025, and December 31,2024 respectively)	10,676	16,608
<b>Other noncurrent assets</b>		
Expenses paid in advance	-	-
<b>Total Other Noncurrent Assets</b>	<u>10,676</u>	<u>16,608</u>
<b>Total assets</b>	<u><u>\$ 31,811</u></u>	<u><u>\$ 34,403</u></u>
 <b>LIABILITES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	450,723	380,744
M&T Bank Loan	5,000	-
Related party short-term loan	13,873	22,205
Payroll liabilities	15,533,806	14,506,694
Accrued employees' benefits	297,104	212,218
<b>Total current liabilities</b>	<u>16,300,506</u>	<u>15,121,861</u>
 <b>Long Term Liabilities</b>		
Long-term loans	-	71,892
M&T Bank Loan	164,203	
Related party long-term loans	1,262,434	1,151,406
<b>Total Long-Term Liabilities</b>	<u>1,426,637</u>	<u>1,223,298</u>
<b>Total liabilities</b>	<u>17,727,144</u>	<u>16,345,159</u>
 <b>Preferred Stock</b>		
Authorized 5,000,000 shares as of December 31, 2024, and December 31, 2025, issued and outstanding 5,000,000 par value \$0.001	5,000	5,000

**Common Stock**

Authorized 5,000,000,000 shares par value \$0.001. 2,523,096,680 and 2,523,096,680 issued and outstanding as of December 31, 2024, and as of December 31, 2025, respectively	2,523,097	2,523,097
Additional Paid-in-Capital	14,804,670	14,804,670
Retained Earnings (loss)	(35,028,100)	(33,643,523)
<b>Total shareholders' equity (deficit)</b>	<u>(17,695,333)</u>	<u>(16,310,756)</u>
<b>Total liabilities and shareholders' equity (deficit)</b>	<u>\$ 31,811</u>	<u>\$ 34,403</u>

*See accompanying notes to the condensed unaudited financial statements.*

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**UNIVEC, Inc.**  
**Condensed Statement of Operations**  
**(Unaudited)**

	<b>For the Twelve-Months Ended on December 31</b>	
	<b>2025 (Unaudited)</b>	<b>2024 (Unaudited)</b>
<b>REVENUES</b>	\$ 85,014	\$ 22,648
<b>COST OF SALES</b>	71,020	21,304
<b>GROSS PROFIT</b>	<b>13,994</b>	<b>1,344</b>
General and Administrative expenses	1,211,177	908,965
Depreciation Expenses	5,932	2,450
<b>Total operating expense</b>	<b>1,217,109</b>	<b>911,415</b>
<b>Profit (Loss) from operations</b>	<b>(1,203,115)</b>	<b>(910,071)</b>
<b>OTHER INCOME (EXPENSES)</b>		
Interest Expense	(12,259)	(20,713)
Interest Income		
Other Operational Income (expenses)	-	-
<b>Total other income (expense)</b>	<b>(12,259)</b>	<b>(20,713)</b>
<b>Income (Loss) from continuing operations</b>	<b>(1,215,374)</b>	<b>(830,839)</b>
<b>NET INCOME (LOSS)</b>	<b>\$ (1,215,374)</b>	<b>\$ (830,839)</b>
<b>Net income (loss) per share applicable to common stockholders - basic</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Net income (loss) per share applicable to common stockholders - diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding - basic</b>	<b>2,523,096,680</b>	<b>2,523,096,680</b>
<b>Weighted average number of common shares outstanding - diluted</b>	<b>2,523,096,680</b>	<b>2,523,096,680</b>

*See accompanying notes to the condensed unaudited financial statements.*

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UNIVEC, Inc.

Statements of Shareholders' Equity (Deficit) for the Periods Ended on December 31, 2020, through December 31, 2025

(Unaudited)

	Common Shares	Common Stock	Preferred Shares	Preferred Stock	Additional Paid in Capital	Other Interest	Accumulated Deficit	Total Shareholders' Deficit
<b>BALANCE, December 31, 2020</b>	1,179,023,522	\$ 1,179,024	3,743,900	\$ 3,744	\$ 10,392,744	\$ 1,100,000	\$ (25,800,639)	(13,125,127)
Net Income (loss)							(305,588)	(305,588)
<b>BALANCE, March 31, 2021</b>	1,179,023,522	\$ 1,179,024	3,743,900	\$ 3,744	\$ 10,392,744	\$ 1,100,000	\$ (26,106,227)	\$ (13,430,715)
Shares due to conversion	1,100,000,000	1,100,000				(1,100,000)		-
Net Income (loss)							(319,529)	(319,529)
<b>BALANCE, June 30, 2021</b>	2,279,023,522	\$ 2,279,024	3,743,900	\$ 3,744	\$ 10,392,744	\$ -	\$ (26,425,756)	\$ (13,750,243)
Net Income (loss)							(294,038)	(294,038)
<b>BALANCE, September 30, 2021</b>	2,279,023,522	\$ 2,279,024	3,743,900	\$ 3,744	\$ 10,392,744	\$ -	\$ (26,719,794)	\$ (14,044,281)
Shares for services	60,900,000	60,900			2,856,210			2,917,110
Net Income (loss)							(420,590)	(420,590)
<b>BALANCE, December 31, 2021</b>	2,339,923,522	\$ 2,339,924	3,743,900	\$ 3,744	\$ 13,248,954	\$ -	\$ (27,140,384)	\$ (11,547,761)
Shares due to conversion			1,256,100	\$ 1,256	\$ 40,195			41,451
Net Income (loss)							(661,205)	(661,205)
<b>BALANCE, March 31, 2022</b>	2,339,923,522	\$ 2,339,924	5,000,000	\$ 5,000	\$ 13,289,149	\$ -	\$ (27,801,589)	\$ (12,167,516)
Shares due to conversion					(41,451)		(1,727)	(43,178)
Net Income (loss)							(660,545)	(660,545)
<b>BALANCE, June 30, 2022</b>	2,339,923,522	2,339,924	5,000,000	5,000	13,247,698	-	(28,463,861)	(12,871,239)
Shares due to conversion	183,173,158	183,173			1,556,972			1,740,145
Net Income (loss)							(674,118)	(674,118)
<b>BALANCE, September 30, 2022</b>	2,523,096,680	2,523,097	5,000,000	5,000	14,804,670	-	(29,137,979)	(11,805,213)
Shares due to conversion								-
Net Income (loss)							(670,208)	(670,208)

<b>BALANCE, December 31, 2022</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(29,808,188)</b>	<b>(12,475,421)</b>
Shares due to conversion								-
Net Income (loss)							(662,553)	(662,553)
<b>BALANCE, March 31, 2023</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(30,470,741)</b>	<b>(13,137,974)</b>
Shares due to conversion								-
Net Income (loss)							(830,839)	(830,839)
<b>BALANCE, June 30, 2023</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(31,301,580)</b>	<b>(13,968,813)</b>
Shares due to conversion								-
Net Income (loss)							(640,068)	(640,068)
<b>BALANCE, September 30, 2023</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(31,941,648)</b>	<b>(14,608,881)</b>
Shares due to conversion								-
Net Income (loss)							(463,630)	(463,630)
<b>BALANCE, December 31, 2023</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(32,405,278)</b>	<b>(15,072,511)</b>
Shares due to conversion								-
Net Income (loss)							(313,698)	(313,698)
<b>BALANCE, March 31, 2024</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(32,718,976)</b>	<b>(15,386,209)</b>
Shares due to conversion								-
Net Income (loss)							(307,330)	(307,330)
<b>BALANCE, June 30, 2024</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(33,026,306)</b>	<b>(15,693,539)</b>
Shares due to conversion								-
Net Income (loss)							(309,756)	(309,756)
<b>BALANCE, September 30, 2024</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(33,336,062)</b>	<b>(16,003,295)</b>
Shares due to conversion								-
Net Income (loss)							(307,461)	(307,461)
<b>BALANCE, December 31, 2024</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(33,643,523)</b>	<b>(16,310,756)</b>
Shares due to conversion								-
Net Income (loss)							(309,460)	(309,460)

<b>BALANCE, March 31, 2025</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(33,952,983)</b>	<b>(16,620,216)</b>
Shares due to conversion								-
Net Income (loss)							(307,285)	(307,285)
<b>BALANCE, June 30, 2025</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(34,260,268)</b>	<b>(16,927,501)</b>
Shares due to conversion								-
Net Income (loss)							(314,295)	(314,295)
<b>BALANCE, September 30, 2025</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(34,574,563)</b>	<b>(17,241,796)</b>
Adjustment on Retained Earnings							(169,203)	(169,203)
Net Income (loss)							(284,334)	(284,334)
<b>BALANCE, December 31, 2025</b>	<b>2,523,096,680</b>	<b>2,523,097</b>	<b>5,000,000</b>	<b>5,000</b>	<b>14,804,670</b>	<b>-</b>	<b>(35,028,100)</b>	<b>(17,695,333)</b>

*See accompanying notes to the condensed unaudited financial statements.*

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**UNIVEC, Inc.**  
**Condensed Statements of Cash-Flows**  
**(Unaudited)**

**For the Twelve-Months Ended  
on December 31**

**2025                      2024**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

**Net Income (Loss)** \$ (1,215,374) \$ (2,597,090)

**Adjustment to reconcile net income (loss) to net cash provided  
operating activities:**

Depreciation and amortization expense 5,932 5,932

**Change in operating assets and liabilities:**

Accounts receivable (3,340) (4,993)

Inventory - -

Assets write off - -

Other assets write off - -

Notes Receivable - -

Other current assets - -

Security Deposits - -

Accounts payable and accrued expenses 69,979 70,812

Adjustment - -

Commitments - -

Payroll liability (14,209,590) 1,027,112

Accrued employees' benefits (198,870) 106,109

Other assets - 1,337,009

Other payables - -

Deferred revenue - -

**Net cash provided by operating activities** (15,551,263) (55,109)

**CASH FLOWS FROM INVESTING ACTIVITIES:**

Cash paid for assets acquisition - -

**Net cash used in investing activities** - -

**CASH FLOWS FROM FINANCING ACTIVITIES**

Shares issued due to conversion - -

Shares issued for services - -

Related parties short-term loans (21,680) 5,150

Relates parties long-term loans 15,461,914 49,959

Proceeds from common stock issuance - -

Proceeds from preferred stock issuance - -

Financial Loans Payable	111,028	-
<b>Net Cash provided by financing activities</b>	<u>15,551,263</u>	<u>55,109</u>
<b>NET CHANGE IN CASH</b>	(0)	-
CASH, beginning of period	-	-
CASH, end of period	<u>\$ (0)</u>	<u>\$ -</u>
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Issuance of shares of common stock for convertible debt	\$ -	\$ -
Issuance of shares of common stock for conversion of preferred stock	\$ -	\$ -
Issuance of shares for services	\$ -	\$ -
Loans issued to acquire fixed assets	\$ -	\$ -
Loan payable paid by related party	\$ -	\$ -
	-	
<b>SUPPLEMENTAL DISCLOSURES:</b>		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -

*See accompanying notes to the condensed unaudited financial statements.*

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**Univec, Inc**  
**Notes to the Condensed Financial Statements**  
**for the Year Ended on December 31, 2025 - (Unaudited)**

**NOTE 1: NATURE OF ORGANIZATION**

The Company is a Delaware corporation, incorporated on October 7, 1996, and the successor by merger to Univec, Inc., a New York corporation, incorporated on August 18, 1992.

On March 1, 2014 the Company changed name to Univec Conglomerate, Inc.

On June 19, 2021 the Company changed name from Univec Conglomerate, Inc., to Univec, Inc., filed with the State of Delaware, Division of Corporations on June 21, 2021 file number 2670427

**NOTE 2: GOING CONCERN**

The entity prepared these condensed financial statements on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future. Financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future. As of December 31, 2024, and December 31, 2025, the Company has an accumulated deficit of \$ 33,643,523 and \$ 35,028,100 since inception, respectively. This raises substantial doubt about the Company's ability to continue as a going concern.

Management's plans include raising capital through the equity markets to fund operations and eventually generate revenue through its business; however, there can be no assurance that the Company will be successful in such activities. These condensed financial statements do not include any adjustments relating to the recovery of the recorded assets or the classifications of the liabilities that might be necessary should the Company be unable to continue as a going concern.

**NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNT POLICIES**

**Principles of Consolidation**

The accompanying condensed financial statements of Univec, Inc., include its own operation, the Company has no subsidiaries.

**Basis of Presentation**

The preparers of the accompanying unaudited condensed financial statements followed accounting principles accepted in the United States of America for financial statements and adhered to the instructions to Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Therefore, they lack the complete information and footnotes mandated by U.S. GAAP for annual financial statements.

In the opinion of the Company's management, the accompanying unaudited condensed financial statements contain all the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of the Company as of December 31, 2024, and December 31, 2025, and the results of operations and cash flows for the periods presented. The results of operations for the twelve months ended December 31, 2025, are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited condensed financial statements should be read in conjunction with the condensed financial statements and related notes thereto included in the Company's Quarterly Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines for the period ended December 31, 2024, filed hereto. The Company filed its Annual Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines and in compliance to the Amended SEC Rule 15c2-11.

**Use of Estimates**

The preparation of condensed financial statements in conformity with GAAP requires management to adopt

accounting policies and make estimates and assumptions that affect amounts reported in the condensed financial statements.

### **Carrying Value, Recoverability and Impairment of Long-Lived Assets**

The Company's long-lived assets, which include property and equipment and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

### **Cash and Cash Equivalents**

The Company considers all investments with an original maturity date of three months or less to be cash equivalents. The Company had cash in the amount of \$ 0 and \$ 0 as of December 31, 2024, and December 31, 2025, respectively.

### **Accounts Receivable and Allowance for Doubtful Accounts**

Account receivables are recorded at the invoiced amount, net of an allowance for doubtful accounts. The Company performs on-going credit evaluations of its customers and adjusts credit limits based upon payment history and the customer's current credit worthiness, as determined by the review of their current credit information; and determines the allowance for doubtful accounts based on historical write-off experience, customer specific facts and general economic conditions that may affect a client's ability to pay.

The Company charges off account balances against the allowance after exhausting all means of collection and considering the potential for recovery remote. The Company considers receivables past due based on how recently payments have been made.

The Company has net \$ 17,795 and \$ 21,135 in accounts receivable, and another receivable, on December 31, 2024, and December 31, 2025, respectively.

### **Property and Equipment**

Property and equipment will be recorded at cost when the case may be. Expenditures for major additions and betterments will be capitalized when it applies.

Maintenance and repairs will be charged to operations as incurred. Depreciation of property and equipment will be computed by the straight-line method (after considering their respective estimated residual values) over the estimated useful lives of the respective assets as follows:

<b>Fixed Asset</b>	<b>Estimated Useful Life (Years)</b>
Building	39
Improvements	5
Furniture and office equipment	7
Computer Equipment	7
Vehicles	5

Upon the sale or retirement of property and equipment, the related cost and accumulated depreciation will be removed from the accounts and any gain or loss will be reflected in statements of operations. During the twelve months ended December 31, 2024, and December 31, 2025, respectively, the Company equipment, resulting in net (net of \$20,524 and \$26,456 depreciation as December 31, 2024, and December 31, 2025, respectively) fixed assets of \$ 16,608 and \$ 10,676 respectively.

Description	Total Acquisition Cost	Span of Life (years)	Depreciation					Accumulated as of December 31, 2025	Net Value December 31, 2025
			Accumulated as of December 31, 2024	2025-Q1	2025-Q2	2025-Q3	2025-Q4		
				March 31, 2025	June 30, 2025	September 30, 2025	December 31, 2025		
Office Equipment	\$ 20,000	7	\$ 10,012	\$ 705	\$ 712	\$ 720	\$ 720	\$ 12,869	\$ 7,131
Computers	6,132	7	3,069	216	\$ 218	\$ 221	\$ 221	3,945	2,187
Vehicle	11,000	5	7,443	542	\$ 548	\$ 555	\$ 555	9,643	1,357
<b>Total</b>	<b>\$37,132</b>		<b>\$ 20,524</b>	<b>\$ 1,463</b>	<b>\$ 1,479</b>	<b>\$ 1,495</b>	<b>\$ 1,495</b>	<b>\$ 26,457</b>	<b>\$ 10,676</b>

### Beneficial Conversion Feature

If the conversion features of conventional convertible debt provide for a rate of conversion that is below market value at issuance, this feature will be characterized as a beneficial conversion feature (“BCF”). A BCF will be recorded by the Company as a debt discount pursuant to ASC 470-20 *Debt with Conversion and Other Options*. In those circumstances, the convertible debt will be recorded net of the discount related to the BCF, and the Company will amortize the discount to interest expense over the life of the debt using the effective interest method.

### Embedded Conversion Features

The Company evaluates embedded conversion features within convertible debt under ASC 815 Derivatives and Hedging to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument will be evaluated under ASC 470-20 Debt with Conversion and Other Options for consideration of any beneficial conversion features.

### Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company will use the Black-Scholes option-pricing model, when applicable. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and, further, if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities will be adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives. In addition, the fair value of freestanding derivative instruments such as warrants, will be also valued using the Black Scholes option-pricing model.

### Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on our principal or, in the absence of a principal, most advantageous market for the specific asset or liability.

US GAAP provides for a three-level hierarchy of inputs to valuation techniques used to measure fair value, defined as follows:

Level 1: Inputs that are quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity can access.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability, including:

- quoted prices for similar assets or liabilities in active markets.
- quoted prices for identical or similar assets or liabilities in markets that are not active.
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs that are unobservable and reflect management’s own assumptions about the inputs market participants would use in pricing the asset or liability based on the best information available in the circumstances (e.g., internally derived assumptions surrounding the timing and amount of expected cash flows).

Items recorded or measured at fair value on a recurring basis in the accompanying condensed financial statements consisted of the following items as of December 31, 2024, and December 31, 2025:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Derivative Liability				
December 31, 2025	\$ -	\$ -	\$ -	\$ -
December 31, 2024	-	-	\$ -	\$ -

### Revenue Recognition

Effective January 1, 2018, the Company adopted the Financial Accounting Standards Board (“FASB”) standard update ASU 2014-09, “Revenue from Contracts with Customers,” (“Topic 606”) which provides a principles-based, five-step approach to measure and recognize revenue from contracts with customers. Revenue is recognized when the following criteria are met:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, we satisfy performance obligation.

The adoption of this guidance did not have a material impact on the Company’s condensed statements of operations, cash flows, shareholders’ equity (deficit), or balance sheets as of the adoption date.

The Company does not generate profits during the twelve-months ended December 31, 2025. The company’s revenues for the twelve months ended December 31, 2025, totaled \$85,014, and revenues for the twelve months ended December 31, 2024, were \$22,648. The accompanying statements of operations include these revenues in the net loss from continued operations.

We periodically review for any expected period of substantial involvement under the agreements that provide for non-refundable up-front payments and fees. If applicable, we will adjust the amortization periods when appropriate to reflect changes in assumptions relating to the duration of our expected involvement.

### Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Additionally, the recognition of future tax benefits, such as net operating loss carryforwards, is required to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are determined using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date.

In the event the future tax consequences of differences between the financial reporting bases and the tax bases of the Company's assets and liabilities result in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such asset is required. A valuation allowance is provided for the portion of the deferred tax asset when it is more likely than not that some or all of the deferred tax asset will not be realized. In assessing the realizability of the deferred tax assets, management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies.

The Company files income tax returns in Delaware, which are subject to examination by the tax authorities in these jurisdictions. Generally, the statute of limitations related to the Company's federal and state income tax return is three years. The state impact of any federal changes for prior years remains subject to examination for a period up to five years after formal notification to the states.

Management has evaluated tax positions in accordance with ASC 740, *Income Taxes*, and has not identified any significant tax positions, other than those disclosed. All the Company's tax years since inception remain subject to examination by Federal and State jurisdictions.

### Earnings Per Share

Basic net income per common share ("*Basic EPS*") excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per common share ("*Diluted EPS*") reflects the potential dilution that could occur if stock options or other contracts to issue shares of common stock were exercised or converted into common stock. The computation of Diluted EPS does not assume exercise or conversion of securities that would have an anti-dilutive effect on net income per common share.

	<b>For the Twelve-Months ended on December 31</b>	
	<b>2025 (Unaudited)</b>	<b>2024 (Unaudited)</b>
<b>Numerator</b>		
Net income (loss) applicable to common shareholders	\$ (1,215,374)	\$ (830,839)
<b>Denominator</b>		
Weighted average common shares outstanding, basic	2,523,096,680	2,523,096,680
Convertible preferred stock	-	-
Convertible promissory notes	-	-
Weighted average common shares outstanding, diluted	<u>2,523,096,680</u>	<u>2,523,096,680</u>
Net Income per share - Basic	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Income per shares - Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>

Recent amendments to U.S. Securities and Exchange Commission (SEC) disclosure rules and other developments that may affect the period ended on December 31, 2025, filings.

### **Cybersecurity Risk Management, Strategy, and Governance Disclosures:**

In July 2023, the SEC adopted final rules adding two new types of annual disclosure requirements relating to cybersecurity risk management, strategy, and governance under new Item 106 of Regulation S-K.

*Cybersecurity risk management and strategy.* As per required by Regulation S-K in Item 106(b)(1), the didn't record any cybersecurity incidents for the entire year 2024. Moreover, the only technology the Company using is QuickBooks provided by Intuit, under QuickBooks Online, therefore all information is stored by Intuit, which assured us they have implemented certain measures to protect data integrity and avoid undesired third party's invasion. Due to the foregoing

the Company consider the digital environment is safe and protected from any risks from cybersecurity threats, and based on the limited effect of any threat, whichever may happen will not have materially affected or are reasonably likely to materially affect the Company, including its business strategy, results of operations, or financial condition.

*Board and management governance.* The Company is considered a small enterprise, then the Board and management decided to use QuickBooks by Intuit to avoid cybersecurity risk, therefore and regarding to Regulation S-K Item 106(c)(2), the Company rely on the expertise and professionalism of QuickBooks by Intuit in this regard.

### **Compensation Clawback Disclosures**

In October 2022, the SEC adopted final rules on disclosures related to the clawback of erroneously awarded incentive-based executive compensation. The rules directed the national securities exchanges to establish listing standards that require companies to adopt, disclose, and comply with a written compensation clawback policy as a condition to listing their securities. The Company has no incentive compensation plans enforced and is not expected to be implemented in the near future.

### **Rule 10b5-1 Plan and Insider Trading Policy Disclosures**

The Company has no Trading Plans including for pre-planned stock trades by insiders, therefore there is no special policies related to Inside Trading, other than the applicable law, regulations and instructions issued by the regulatory bodies for publicly traded companies.

### **NOTE 5: RELATED PARTY LOANS**

As of December 31, 2024, and 2025, the Company had short-term debt of \$22,205 and \$525, respectively, payable to Dr. David Dalton, a related party.

As of December 31, 2024, and 2025, the Company had long-term related party loans outstanding in the amounts of \$1,151,406 and \$1,262,434, respectively. The variance from amounts previously disclosed is attributable to the reclassification of two long-term related party loans into a single consolidated account for presentation purposes.

### **NOTE 6: OTHER LIABILITIES**

Management is seeking legal advice to assess past payroll tax accruals and will make adjustments as needed.

Management identified an omission in the Company's previously recorded liabilities related to a loan agreement with M&T Bank. Documentation received from M&T Bank indicates an outstanding balance of \$169,203 as of December 31, 2025. As this obligation relates to prior fiscal years, the Company recorded a cumulative adjustment to Retained Earnings as of December 31, 2025, which is reflected in the Statement of Shareholders' Equity.

The outstanding balance of \$169,203 has been classified as \$5,000 in short-term debt, representing management's estimate of the 2025 accrued portion based on information provided by the bank, with the remaining \$165,203 classified as a long-term liability as of December 31, 2025. The Company is in the process of obtaining additional documentation from M&T Bank to support the transaction and related balances.

### **Accounts Payable**

The Company enjoys terms for payments to its vendors, on traditional purchases the accounts payable balance, is \$ 380,744 and \$ 450,723 as of December 31, 2024, and December 31, 2025, respectively.

### **NOTE 7: EQUITY**

On June 11, 2021, the Company issued one billion one hundred million (1,100,000,000) of restricted shares of common stock to Dr. David Dalton as his conversion of \$11,000 on the Company's debt of Accrued employees benefits deducted on January 3, 2016, dated on which was that conversion submitted to the transfer agent.

On August 30, 2021 the Company issued an Irrevocable Stock Power to Bridgeview Capital Group, for 60,900,000 shares of common stock. On December 17, 2021, Bridgeview Capital Group, received the 60,900,000 shares Batch

#: 1132053, and accordingly to ASC 718-10-50-1 the following information is disclosed: (a) The method of estimating the fair value of the equity: the Company valued these shares at the adjusted closing market price for such date, which was \$0.04790, (b) The nature and terms: the related agreement established payment of \$820,000 in monthly installments of \$35,000 the Company has no resources to satisfy this needed services, therefore the entire amount was settled on common stock shares of par value \$0,001 but at \$0.01379, notwithstanding the foregoing the Company understand that fair market value was as disclosed item (a) above in this paragraph, (c) The effect of compensation cost arising from share-based payment: the most significant effect was getting the services without any cash disbursement, (d) The cash flow effects resulting from share-based payment, was essentially positive in an amount of \$35,000 monthly basis.

On March 1, 2022, Dr. David Dalton converted \$41,451.30 of the Company debt due to Accrued employees' benefits from prior periods into 1,256,100 preferred shares par value \$0.001 at \$0.033 per shares.

On August 30, 2022, Dr. David Dalton converted \$1,740,145 total employment contract benefits for prior periods. The 183,173,158 fully paid and nonassessable shares for this conversion were valued at 110% of the stock price ending 08/30/2022 \$0.0095.

**NOTE 8: COMMITMENTS AND CONTINGENCIES.**

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of December 31, 2024, and December 31, 2025, the Company is not aware of contingent liabilities or outstanding lawsuits against the Company.

**NOTE 9: SUBSEQUENT EVENTS AFTER DECEMBER 31, 2025**

The Company has evaluated subsequent events that occurred through the date these financial statements were issued, there is no subsequent events.

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