

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Cyberlux Corporation
800 Park Offices Drive, Suite 3209
Research Triangle, NC 27709
984-363-6894
www.cyberlux.com
info@cyberlux.com
NIC code: 3674

Annual Report as Amended
For the Period Ending:
December 31, 2022
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:
5,587,666,363 as of December 31, 2022
5,751,417,345 as of December 31, 2021

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "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 any names used by predecessor entities, along with the dates of the name changes.

The name of the issuer is Cyberlux Corporation. ("Cyberlux," "Company," "we" or "us"). The Company has no predecessor.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

The issuer was incorporated in the State of Nevada and its current standing is active

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

None

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

None

The address(es) of the issuer's principal executive office:

800 Park Offices Drive, Suite 3209 Research Triangle, NC 27709

The address(es) 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: Standard Registrar and Transfer Company, Inc.
Phone: 801-571-8844
Email: amy@standardregistrar.com
Address: 440 E 400 S Suite 200, Salt Lake City, UT 84111

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:	CYBL		
Exact title and class of securities outstanding:	Common		
CUSIP:	23247M205		
Par or stated value:	\$0.001		
Total shares authorized:	7,000,000,000	as of:	December 31, 2022
Total shares outstanding:	5,587,666,363	as of:	December 31, 2022
Number of shares in the Public Float ²	4,097,569,970	as of:	December 31, 2022
Total number of shareholders of record:	299	as of:	December 31, 2022

All additional class(es) of publicly quoted or traded securities (if any):

None

Other classes of authorized or outstanding equity securities:

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). 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:	Preferred Series A		
CUSIP:	None		
Par or stated value:	\$0.001		
Total shares authorized:	2000	as of:	December 31, 2022
Total shares outstanding:	26.9806	as of:	December 31, 2022
Total number of shareholders of record:	8	as of:	December 31, 2022

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Exact title and class of securities outstanding:		Preferred Series B	
CUSIP:		None	
Par or stated value:		\$0.001	
Total shares authorized:	100,000,000	as of:	December 31, 2022
Total shares outstanding:	70,500,000	as of:	December 31, 2022
Total number of shareholders of record:	3	as of:	December 31, 2022

Exact title and class of securities outstanding:		Preferred Series C	
CUSIP:		None	
Par or stated value:		\$0.001	
Total shares authorized:	150,000	as of:	December 31, 2022
Total shares outstanding:	150,000	as of:	December 31, 2022
Total number of shareholders of record:	2	as of:	December 31, 2022

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.

No special rights attach to the Common Stock.

2. For Preferred Stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Series A Preferred Stock: Dividends on issued and outstanding shares of the Series A Preferred shall be payable quarterly in arrears if declared by the Board of Directors on a semi-annual basis. Dividends will be paid in Common Stock.

The holders of the Series A Preferred shall have the right to vote on any of the following matters: (i) the creation, authorization, or issuance of any class or series of shares ranking on a parity with or senior to the Series A Preferred with respect to dividends or upon the liquidation, dissolution, or winding up of the Corporation, and (ii) any agreement or other corporate action which would adversely affect the powers, rights, or preferences of the holders of the Series A Preferred.

Series A Preferred conversion rights exchanges 1 share of Series A Preferred for 250 shares of the Company's common stock. The stated conversion price of \$.10 per shares is subject to certain anti-dilution provisions in the event the Company issues shares of its common stock or common stock equivalents below the stated conversion price.

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after payment of any senior liquidation preferences of any series of Preferred Stock and before any distribution or payment is made with respect to any Common Stock, holders of each share of the Series A Preferred shall be entitled to be paid an amount equal in the greater of (a) the face value denominated thereon subject to adjustment for stock splits, stock dividends, reorganizations, reclassification or other similar events (the "Adjusted Face Value") plus, in the case of each share, an amount equal to all dividends accrued or declared but unpaid thereon, computed to the date

payment thereof is made available, or (b) such amount per share of the Series A Preferred immediately prior to such liquidation, dissolution or winding up, or (c) the liquidation preference of \$5,000.00 per share, and the holders of the Series A Preferred shall not be entitled to any further payment, such amount payable with respect to the Series A Preferred being sometimes referred to as the "Liquidation Payments.

Series B Convertible Preferred Stock. The Series B convertible preferred has voting rights of 200 votes per Series B Preferred share. The Series B Convertible Preferred Stock has the same Dividend and Liquidation rights as the Series A Preferred Stock. Designed as a "poison-pill" mechanism, 1 share of Series B Preferred is convertible into 200 shares of the Company's common stock.

Series C Convertible Preferred Stock. The shares of the Series C Preferred are non-voting and convertible, at the option of the holder, into common shares one year from issuance. The number of common shares to be issued per Series C share is calculated by dividing \$25.20 by the 10 DMA (daily moving average), adjusted for the 200:1 reverse split effected in 2010. That formula computes as: $(\$25.20/10DMA)/200$.

The holders of record of the Series C Preferred shall be entitled to receive cumulative dividends at the rate of five percent per annum (5%), compounded quarterly, on the face value (\$25.00 per share) when, if and as declared by the Board of Directors, if ever. All dividends, when paid, shall be payable in cash, or at the option of the Company, in shares of the Company's common stock.

Liquidation rights for Series C is the same as Series A and B.

3. Describe any other material rights of Common or Preferred stockholders.

None

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.

None

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

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)

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2020</u> Common: 4,481,275,578 Preferred: A: 26.9806 B: 100,000,000 C: 150,000							*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.
12/27/2022	New	10,000,000	Common	0.001	Yes	Cameron Holt	Advisory Board Agreement Terms	Restricted	4(a)(2)
12/27/2022	New	20,000,000	Common	0.001	Yes	Michael N. Porter	Employment Agreement Terms	Restricted	4(a)(2)
12/27/2022	New	10,000,000	Common	0.001	Yes	Martin Moore	Advisory Board Agreement Terms	Restricted	4(a)(2)
12/27/2022	New	10,000,000	Common	0.001	Yes	Robert Bret Velicovich	Advisory Board Agreement Terms	Restricted	4(a)(2)
12/22/2022	New	20,000,000	Common	0.0025	Yes	Aaron Goodman	Stock Purchase Agreement	Restricted	4(a)(2)
12/06/2022	New	62,500,000	Common	0.0016	Yes	Roman Investments PR, LLC / Roman Vinfield	Debt Purchase Agreement	Unrestricted	4(a)(2)
11/22/2022	New	41,700,000	Common	0.012	Yes	Roman Investments PR, LLC / Roman Vinfield	Stock Purchase Agreement	Restricted	4(a)(2)
11/08/2022	New	15,000,000	Common	0.0025	Yes	Roman Investments PR, LLC / Roman Vinfield	Stock Purchase Agreement	Restricted	4(a)(2)
11/08/2022	New	15,000,000	Common	0.0025	Yes	Rosewood Theater, LLC / Michael Sinensky	Stock Purchase Agreement	Restricted	4(a)(2)
08/15/2022	New	200,000,000	Common	0.00125	No	RB Capital Partners, Inc. / Brett Rosen/ Deborah Braun	Debt Purchase Agreement	Unrestricted	4(a)(2)

07/15/2022	New	10,000,000	Common	0.05	No	Catalyst Machineworks / Phillip Tucker	Acquisition Agreement	Restricted	4(a)(2)
07/15/2022	New	10,000,000	Common	0.05	No	Catalyst Machineworks / Neill Whiteley	Acquisition Agreement	Restricted	4(a)(2)
05/05/2022 (06/14/2021 basis)	New	20,833,333	Common	0.0012	Yes	Matt Rivett	Stock Purchase Agreement	Restricted	4(a)(2)
5/04/2022	Cancellation	-700,000,000	Common	0.001	Yes	4 Certificates Cancelled For: (700,000,000) Critical Flow Capital, LLC / Brian Kraman	Shares Issued in Error from an unfulfilled financial transaction from 2014. The 700M restricted common stock shares required Management to complete complex process of legally fulfilling the consent and compliance process required by its transfer agent and the representatives of the prior shareholder to remove these shares from the Outstanding Share level.	Restricted	4(a)(2)
3/18/2022	New	2,000,000	Common	\$0.001	Yes	Anthony Gonzalez	Sales Representation Agreement Terms	Restricted	4(a)(2)
3/16/2022	New	5,882,353	Common	\$0.01	Yes	North Equities USA LTD Ernest Chuang	Public Relations Services Terms	Restricted	4(a)(2)
01/07/2022	New	20,833,333	Common	0.0012	Yes	Priyanka Saxena	Stock Purchase Agreement	Restricted	4(a)(2)
01/07/2022	New	20,833,333	Common	0.0012	Yes	William Ferrell	Stock Purchase Agreement	Restricted	4(a)(2)
01/07/2022	New	20,833,333	Common	0.0012	Yes	Salahuddin Siddiq	Stock Purchase Agreement	Restricted	4(a)(2)
01/07/2022	New	20,833,333	Common	0.0012	Yes	Clay DeNicola	Stock Purchase Agreement	Restricted	4(a)(2)
12/28/2021	New	50,000,000	Common	0.001	Yes	Aaron Goodman	Board of Directors Agreement Terms	Restricted	4(a)(2)

12/27/2021	New	2,000,000	Common	0.01	Yes	Brennan Smith	Public Relations Services Terms	Restricted	4(a)(2)
11/10/2021	New	125,000,000	Common	0.001	No	RB Capital Partners, Inc. / Brett Rosen/ Deborah Braun	Debt Purchase Agreement	Unrestricted	4(a)(2)
11/09/2021	New	27,637,500	Common	\$0.022	No	Rock Bay Partners Debt Settlement for Fulcrum Advisors, LLC / Alston Gardner	Debt Purchase Agreement	Unrestricted	4(a)(2)
11/03/2021	New	200,000,000	Common	0.001	Yes	Montague Capital Partners, LLC / Denis Kalenja	Debt Settlement	Unrestricted	4(a)(2)
10/25/2021	Cancellation	-210,000,000	Common	0.001	No	Returned Executive Mgmt Stock / Mark Schmidt	Outstanding Share Reduction	Restricted	4(a)(2)
10/25/2021	Cancellation	-210,000,000	Common	0.001	No	Returned Executive Mgmt Stock / David Downing	Outstanding Share Reduction	Restricted	4(a)(2)
10/21/2021	New	125,000,000	Common	0.001	No	RB Capital Partners, Inc. / Brett Rosen/ Deborah Braun	Debt Purchase Agreement	Unrestricted	4(a)(2)
10/15/2021	New	1,000,000	Common	0.01	Yes	Strike Group, LLC / Lane Coleman	Sales Representation Agreement Terms	Restricted	4(a)(2)
10/13/2021	New	1,851,852	Common	0.0012	Yes	Alvin Campbell	Stock Purchase Agreement	Restricted	4(a)(2)
10/08/2021	New	20,833,333	Common	0.0012	Yes	Priyanka Saxena	Stock Purchase Agreement	Restricted	4(a)(2)
10/08/2021	New	20,833,333	Common	0.0012	Yes	William Ferrell	Stock Purchase Agreement	Restricted	4(a)(2)
10/08/2021	New	20,833,333	Common	0.0012	Yes	Salahuddin Siddiq	Stock Purchase Agreement	Restricted	4(a)(2)
10/08/2021	New	20,833,333	Common	0.0012	Yes	Clay DeNicola	Stock Purchase Agreement	Restricted	4(a)(2)
10/08/2021	New	50,000,000	Common	0.01	Yes	Charles D Watts	Debt Settlement	Restricted	4(a)(2)
10/08/2021	New	1,000,000	Common	0.0012	Yes	Ronald Corlew	Stock Purchase Agreement	Restricted	4(a)(2)
09/16/2021	New	70,000,000	Common	0.002	Yes	William L. Welter III Trust /	Debt Settlement Legal Fees	Restricted	4(a)(2)

						William Welter			
09/02/2021	New	3,703,704	Common	0.0012	Yes	Ronald Childs	Stock Purchase Agreement	Restricted	4(a)(2)
08/23/2021	New	10,000,000	Common	0.001	Yes	Tyrone Everett	Debt Settlement	Restricted	4(a)(2)
08/23/2021	New	20,833,333	Common	0.0012	Yes	Priyanka Saxena	Stock Purchase Agreement	Restricted	4(a)(2)
08/23/2021	New	20,833,333	Common	0.0012	Yes	Priyanka Saxena	Stock Purchase Agreement	Restricted	4(a)(2)
08/23/2021	New	20,833,333	Common	0.0012	Yes	Sameer Jain & Deepika Sameer Jain JTWORKS	Stock Purchase Agreement	Restricted	4(a)(2)
08/23/2021	New	20,833,333	Common	0.0012	Yes	Matt Rivett	Stock Purchase Agreement	Restricted	4(a)(2)
08/23/2021	New	20,833,333	Common	0.0012	Yes	Matt Rivett	Stock Purchase Agreement	Restricted	4(a)(2)
08/04/2021	New	10,000,000	Common	\$0.001	Yes	Alvaro Zuluaga	Executive Management Incentive	Restricted	4(a)(2)
07/27/2021	New	10,000,000	Common	0.0012	Yes	Priyanka Saxena	Stock Purchase Agreement	Restricted	4(a)(2)
07/21/2021	New	20,833,333	Common	0.0012	Yes	Salahuddin Siddiq	Stock Purchase Agreement	Restricted	4(a)(2)
07/21/2021	New	20,833,333	Common	0.0012	Yes	Clay DeNicola	Stock Purchase Agreement	Restricted	4(a)(2)
07/21/2021	New	20,833,333	Common	0.0012	Yes	David McClintock	Stock Purchase Agreement	Restricted	4(a)(2)
07/21/2021	New	20,833,333	Common	0.0012	Yes	William Ferrell	Stock Purchase Agreement	Restricted	4(a)(2)
07/21/2021	New	20,833,333	Common	0.0012	Yes	William Ferrell	Stock Purchase Agreement	Restricted	4(a)(2)
07/21/2021	New	20,833,333	Common	0.0012	Yes	Colin Udvig	Stock Purchase Agreement	Restricted	4(a)(2)
07/21/2021	New	20,833,333	Common	0.0012	Yes	Christopher Fulkerson	Stock Purchase Agreement	Restricted	4(a)(2)
7/21/2021	New	5,384,615	Common	0.01	Yes	Charles D. Watts	Debt Settlement Legal Fees	Restricted	4(a)(2)
7/21/2021	New	2,307,692	Common	0.0012	Yes	Robert E. Dawson Jr.	Stock Purchase Agreement	Restricted	4(a)(2)
7/21/2021	New	6,153,846	Common	0.0012	Yes	Charles Coote Jr.	Stock Purchase Agreement	Restricted	4(a)(2)
7/21/2021 (06/14/2021 basis)	New	5,384,615	Common	0.0012	Yes	Ronald Corlew	Stock Purchase Agreement	Restricted	4(a)(2)
7/21/2021 (06/14/2021 basis)	New	5,384,615	Common	0.0012	Yes	Wynn-Jones Revocable Trust / Robert Wynn	Stock Purchase Agreement	Restricted	4(a)(2)

7/14/2021	New	5,000,000	Common	0.01	Yes	Charles D. Watts, JR	Debt Settlement Legal Fees	Restricted	4(a)(2)
7/14/2021	New	10,000,000	Common	0.001	Yes	Executive Incentive Stock/ David D. Downing	Executive Management Incentive	Restricted	4(a)(2)
7/14/2021	New	10,000,000	Common	\$0.001	Yes	Executive Incentive Stock/ Mark D. Schmidt	Executive Management Incentive	Restricted	4(a)(2)
7/12/2021	New	20,000,000	Common	\$0.01	Yes	Ben Eberdt	Debt Settlement	Restricted	4(a)(2)
5/27/2021	New	200,000,000	Common	\$0.001	Yes	Debt Settlement David D. Downing Transfer to Secure Community, LLC / William Welter/ Cheri Nolan	Debt Settlement Secure for Technology Secure Community, LLC William Welter	Restricted	4(a)(2)
5/11/2021	New	400,000,000	Common	\$0.001	Yes	Executive Incentive Stock/ David D. Downing	Executive Management Incentive 200,000,000 Shares transferred to Mark Schmidt	Restricted	4(a)(2)

Shares Outstanding on Date of This Report:		
	<u>Ending Balance:</u>	
Date <u>12/31/22</u>	Common: <u>5,587,666,363</u>	
	Preferred: A: <u>26.9806</u>	
	B: <u>100,000,000</u>	
	C: <u>150,000</u>	

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, 2021 through December 31, 2022 pursuant to the tabular format above.

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 (\$) (including interest) at 12/31/2022	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.)
10/22/2021	1,588,767	1,500,000	88,767	10/22/2023	\$0.25 Conversion per share	RB Capital Partners Brett Rosen Deborah Braun	Loan
11/08/2022	1,586,096	1,500,000	86,096	11/08/2023	\$0.25 Conversion per share	RB Capital Partners Brett Rosen Deborah Braun	Loan
11/22/2021	1,583,219	1,500,00	83,219	11/22/2023	\$0.25 Conversion per share	RB Capital Partners Brett Rosen Deborah Braun	Loan
05/03/2022	515,274	500,000	15,274	05/23/2024	\$0.25 Conversion per share	RB Capital Partners Brett Rosen Deborah Braun	Loan
07/12/2022	255,925	250,000	5,925	07/12/2024	\$0.25 Conversion per share	RB Capital Partners Brett Rosen Deborah Braun	Loan

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

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.

(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

Founded as an Advanced Lighting company in 2000, Cyberlux Corporation became a supplier to the Department of Defense (DoD) after being asked by the United States Air Force to leverage our unique Cyberlux LED lighting technologies to solve tough problems for elite Special Forces Teams - problems multiple aerospace and defense contractors had tried but failed to solve.

In 2021 and 2022, Cyberlux Management set out to re-engineer the Corporation using a proven approach to achieve both rapid revenue expansion and industry diversification simultaneously. Leveraging a market capitalization of well over \$100M, Management implemented an acquisition strategy to fuel financial growth, optimize internal investment returns, and scale the business by addressing diversified markets – a strategy that has already shown dramatic results.

The Company generates revenues from its sale of products and services through the performance of its business units and the Company has incurred expenses, and sustained losses. Consequently, its operations are subject to all risks inherent in the establishment of an ongoing business enterprise.

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

Catalyst Machineworks, LLC

Digital Automation Solution, LLC

Kreatx SHPK

HAVAS Group S.A.S.

FBD Group SHPK

CMTC Drone Solutions, LLC

C. Describe the issuers' principal products or services.

The Company introduced products and solutions across multiple industries in 2021 and 2022 beyond the hardened multispectral illuminators Cyberlux had become known for.

The Company launched four business units including:

Unmanned Aircraft Solutions (UAS): Military-Grade Hardware and Software Guidance System Platform with Enhanced Infrared Night Vision; Thermal Sensor technology; Eye-in-the-Sky Monitoring; LiDAR Mapping and Perception; and ongoing Strategic Intellectual Property (IP) development with Strategic Partner technology.

Digital Platform Solutions (DPS): Government and Industry Business Digital Transformation Solutions; Digital Services Management; UAS Guidance System Software; UAS Service Support Software; and Telecommunications, Data Center and Data Analytics Application Solutions with ongoing technology and Strategic IP development.

Infrastructure Technology Solutions (ITS): Infrastructure Hardware capabilities, including Renewable Energy products and projects; Telecommunications Technology; Infrastructure Project Implementation and ongoing related technology IP development.

Advanced Lighting Solutions (ALS): Cyberlux Advanced Infrared and White LED Lighting System Platform used as solutions across U.S. agencies, and ongoing Strategic IP development with legacy and future Strategic Partner technologies.

For Unmanned Aircraft Solutions and Advanced Lighting Solutions, we both sell directly to government customers as well as manufacturing and shipping Tactical Lighting Systems through distribution partners. We fulfill ongoing contract requirements for various U.S. Government agencies including the U.S. Air Force, Air/Army National Guard, U.S. Special Operations Command (USSOCOM), U.S. Army and the Defense Logistics Agency as previously disclosed. For some of our products, we sell and service directly to customers and also through related distributors. For Digital Platform Solutions, we sell directly to government and commercial customers.

5) Issuer's Facilities

The goal of this section is to provide a potential investor 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; give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

We maintain our principal office at 800 Park Offices Drive, Suite 3209, Research Triangle Park, NC 27709. Our Digital Platform Solutions team has an office location at 6 Davis Drive, Suite 532, Research Triangle Park, NC 27709. We have an office in Miami where our Infrastructure Technology Solutions group is located at 370 NE 75th Street 126, Miami, FL 33138. Our Catalyst Machineworks, LLC subsidiary has an office and manufacturing facility located at 21631 Rhodes Road, Building A, Suite 105, Spring, TX 77388. Our South American headquarters in Bogota, Colombia is located at Carrara 7 #74B 56 Edificio Corficaldas, Office 703, with our HAVAS Group S.A.S. subsidiary located with its principal office adjacent at Carrara 7 #74B 56 Edificio Corficaldas, Office 702. Our FBD Group SHPK subsidiary has a principal office location of Pallati Mehillaj, Kthesa e Kamzes, Mezes, Kashar, Tirana, Albania. Our Kreatx SHPK subsidiary has a principal office located at Tish Daija, Kompleksi Kika 2, Godina 1, Shkalla 1, Zyra Nr. 2, Tirana, Albania.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

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	Note
Mark D. Schmidt	Officer President Chief Executive Officer Director Chairman	Durham, NC	230,642	Common	Less than 1%	Restricted Common
			38,000,000	Series B	53.9%	Poison-Pill Voting Control Protection
David D. Downing	Officer CFO Director	Marietta, OH	42,500	Common	Less than 1%	Restricted Common
			12,500,000	Series B	17.7%	Poison-Pill Voting Control Protection
John W. Ringo	Corporate Counsel Secretary Director	Atlanta Georgia	123,783	Common	Less than 1%	Restricted Common
Aaron Goodman	Director	Waccabuc, NY	70,000,000	Common	1.253%	Restricted Common
Richard P. Brown	None. Former Executive who returned Series B shares in 2011 but Cert were lost at Transfer Agent.	Boston, MA	20,000,000	Series B	28.4%	Poison-Pill Voting Control Protection

	Now resolved and in process to return to Treasury.					
Lon E. Bell	None	Altadena, CA	10.0000	Series A	37%	2004 H.C. Wainwright Capital Raise Each Share of Series A = 250 Shares of Common
Christina Crossman	None	Westmoreland, NY	4.0000	Series A	15%	2004 H.C. Wainwright Capital Raise Each Share of Series A = 250 Shares of Common
David W. Eckert	None	Rocky Mount, NC	1.0000	Series A	4%	2004 H.C. Wainwright Capital Raise Each Share of Series A = 250 Shares of Common
Neal M. Goldstein	None	Los Angeles, CA	5.0000	Series A	19%	2004 H.C. Wainwright Capital Raise Each Share of Series A = 250 Shares of Common
John G. Hule	None	West Berlin, NJ	2.5806	Series A	10%	2004 H.C. Wainwright Capital Raise Each Share of Series A = 250 Shares of Common
Charles O'Brien	None	Boston, MA	1.4000	Series A	5%	2004 H.C. Wainwright Capital Raise Each Share of Series A = 250 Shares of Common

Ward L. Snyder	None	Tucson, AZ	3.0000	Series A	11%	2004 H.C. Wainwright Capital Raise Each Share of Series A = 250 Shares of Common
UTEK Corporation	Clifford M. Gross Chief Executive Officer and Chairman	2109 E Palm Ave Tampa, FL	148,000	Series C	98.667%	2006 Technology Transfer Agreement Each Share of Series C = \$25.20 divided by the 10 day moving average closing price, then divided by 200 for 2010 200 to 1 reverse split
Rensselaer Polytechnic Institute	Tasha Sanford Office of Intellectual Property Optimization	Troy, NY	2,000	Series C	1.333%	2006 Technology Transfer Agreement Each Share of Series C = \$25.20 divided by the 10 day moving average closing price, then divided by 200 for 2010 200 to 1 reverse split
N/A	N/A	N/A	N/A	Options	N/A	No Options plans are in effect or outstanding
N/A	N/A	N/A	N/A	Warrants	N/A	No Warrant plans are in effect or outstanding

Name of Officer and Director	Position	Age
Mark D. Schmidt	President Chief Executive Officer Director Chairman	58
David D. Downing	Chief Financial Officer, Treasurer Director	73

John W. Ringo	Secretary Director Corporate Counsel	78
Aaron Goodman	Director	61

Directors are elected to serve until the next annual meeting of stockholders and until their successors are elected and qualified. Currently there are four seats on our board of directors. Currently, our Directors are not compensated for their services, and officers are elected by the Board of Directors and serve until their successors are appointed by the Board of Directors.

MARK D. SCHMIDT, President, Chief Executive Officer, Director

Mr. Schmidt became our Chief Executive Officer on July 1, 2008. Mr. Schmidt has been our President, Chief Operating Officer and Director since May 2003. From December 1999 until December 2002, Mr. Schmidt was a founder and executive of Home Director, Inc., the IBM Home Networking Division spin-off company which also became a public company. Mr. Schmidt is a former IBM executive with over 25 years of marketing, business management and venture startup experience. Mr. Schmidt graduated Summa Cum Laude with a Bachelor of Science Degree in Engineering from North Carolina State University and earned an MBA Degree from the Fuqua School of Business at Duke University.

JOHN W. RINGO, Secretary, Director and Corporate Counsel

Mr. Ringo has been our Secretary, Corporate Counsel, and a Director since May 2000. Since 1990, Mr. Ringo has been in private practice in Marietta, GA specializing in corporate and securities law. He is a former Staff Attorney with the U. S. Securities and Exchange Commission, a member of the Bar of the Supreme Court of the United States, the Kentucky Bar Association, and the Georgia Bar Association. Mr. Ringo graduated from the University of Kentucky in Lexington, KY with a BA Degree in Journalism. Subsequently, he received a Juris Doctor Degree from the University of Kentucky College of Law.

DAVID D. DOWNING, Chief Financial Officer, Treasurer and Director

Mr. Downing has been our Chief Financial Officer and Treasurer since May 2000. He became a director in December 2008. Mr. Downing joined Marietta Industrial Enterprises, Inc., Marietta, Ohio in November 1991 as its Chief Financial Officer. He was elected to the Board of Directors of that Company in January 1994. He has been a Director of American Business Parks, Inc., Belpre, Ohio since January 1998 and served as a director of Agri-Cycle Products, Inc. from May 1998 until April 2001. Mr. Downing graduated from Grove City College, Grove City, PA with a BA Degree in Accounting.

AARON GOODMAN, Director

Mr. Goodman has had a distinguished career in the Investment Banking, Hedge Fund and Private Equity industries, focusing on business growth through technology, M&A, and corporate strategy. He has held various C-level Executive positions as Chief Technology Officer, Chief Operating Officer, and Chief Administrative Officer for several of the largest international investment banks and institutional securities firms. As Senior Managing Director of Institutional Securities for Morgan Stanley, Mr. Goodman collaborated in the M&A due diligence process for acquisition and divestiture recommendations, including the

integration of global technology for the acquisition of Saxon Mortgage, incorporating \$700 million in assets and 1,600 employees. Additionally, as head of technology for FirstKey, a startup funded by Cerberus Capital, Mr. Goodman was responsible for the technology and integration plans for company's acquisitions.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); or

None

2. 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, or banking activities; or

None

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

None

4. The entry 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

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 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.

A complaint has been filed on 08/22/2022 in the Circuit Court for the city of Richmond, VA. The case is Atlantic Wave Holdings, LLC and Secure Community LLC v. Cyberlux Corporation and Mark D. Schmidt. The Company is involved in a contractual dispute regarding licensed BrightEye lighting product intellectual property and the failure of the Plaintiff to perform under a consulting agreement with the Company. The Company refused to remit under the agreement and the lawsuit was filed. The Parties are engaged in settlement negotiations.

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.

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Carl P. Ranno
Firm: Law Office of Carl P. Ranno
Address: 2733 East Vista Drive
Phoenix, AZ 85032
Phone: 602.493.0369
Email: carlranno@cox.net

Accountant or Auditor

Name: David D. Downing
Firm: Cyberlux Corporation
Address: 800 Park Offices Drive, Suite 3209
Research Triangle Park, NC 27709
Phone: 984-363-6894
Email: delta3@suddenlink.net

Investor Relations

Name: Brennan Smith
Firm: Flying V Group, Inc.
Address: 34 Executive Park, #260
Irvine, CA 92614
Phone: 949-940-8884
Email: bsmith@flyingvgroup.com

All other means of Investor Communication:

None

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.

None

9) Financial Statements

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

☐ IFRS

☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)³:

Name: David D. Downing

Title: Chief Financial Officer

Relationship to Issuer: Principal Financial and Accounting Officer

Describe the qualifications of the person or persons who prepared the financial statements: **CPA**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time), please provide reports for the two previous fiscal years and any subsequent interim periods.

(a) Audit letter, if audited;

(b) Balance Sheet;

(c) Statement of Income;

(d) Statement of Cash Flows;

(e) Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);

(f) Financial Notes

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³ 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.

Condensed Consolidated Balance Sheet
December 31, 2022 and Fiscal Year Ended December 31, 2021
(Unaudited)

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Assets		
Current assets:		
Cash & cash equivalents	\$ 953,105	\$ 3,530,317
Accounts Receivable, Allowance for Doubtful Accounts is \$ 0	4,937,108	2,677,300
Inventory	519,341	271,200
Other current assets	1,849,229	1,569,560
Total Current Assets	<u>8,258,783</u>	<u>8,048,377</u>
Property, plant and equipment, net of accumulated depreciation of \$ 92,631 and \$ 92,631 respectively	863,668	828,666
Other Assets:		
Patents, net of accumulated amortization of \$ 3,981,064 and \$3,974,974 respectively	8,265	-
Investment in Subsidiaries	3,156,293	450,000
Total Assets	<u><u>\$ 12,287,009</u></u>	<u><u>\$ 9,327,043</u></u>
Liabilities and Deficiency in Stockholders' Equity		
Current liabilities:		
Accounts payable	2,024,460	2,656,385
Accrued interest	1,974,478	1,376,471
Accrued liabilities	1,637,751	1,706,946
Total current liabilities	<u>5,636,689</u>	<u>5,739,802</u>
Long-term liabilities:		
Notes payable, related parties	3,384,267	3,044,102
Notes payable, non-related parties	7,098,993	6,199,953
Deferred Revenues	79,342	62,183
Total long-term liabilities	<u>10,562,602</u>	<u>9,306,238</u>
Deficiency Stockholders' equity:		
Class A Preferred, 26.9806 and 26.9806 shares issued and outstanding as of December 31, 2022 and December 31, 2021 respectively	134,900	134,900
Class B Preferred, 100,000,000 and 100,000,000 shares issued 70,500,000 and 100,000,000 outstanding as of		

December 31, 2022 and December 31, 2021 respectively	100,000	100,000
Class C Preferred, 150,000 and 150,000 shares issued and outstanding as of December 31, 2022 and December 31, 2021 respectively	150	150
Common stock, \$0.001 par value, 7,000,000,000 shares authorized, 5,587,666,363 and 5,751,417,345 shares issued and outstanding as of December 31, 2022 and December 31, 2021 respectively.	6,707,666	6,171,417
Treasury Stock	(1,149,500)	(420,000)
Additional paid-in capital	18,596,383	16,974,089
Accumulated deficit	(28,301,881)	(28,679,553)
	<hr/>	<hr/>
Deficiency in stockholders' equity	(4,047,182)	(5,853,897)
	<hr/>	<hr/>
Total liabilities and (deficiency) in stockholders' equity	<u>\$ 12,287,009</u>	<u>\$ 9,327,043</u>

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

Condensed Statements of Consolidated Operations
December 31, 2022 and December 31, 2021
(Unaudited)

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
Revenue	\$ 27,671,415	\$ 8,107,594
Cost of goods sold	(11,207,551)	(2,775,206)
	<hr/>	<hr/>
Gross margin (loss)	16,463,864	5,332,388
Operating Expenses:		
Marketing and advertising	199,105	129,328
Depreciation and amortization	-	-
Research and development	5,041,295	177,728
General and administrative expenses	10,531,883	2,515,173
	<hr/>	<hr/>
Total operating expenses	15,772,283	2,822,229
Income from operations	691,581	2,510,159
Other income/(expense)		
Gain/(Loss) on sale of fixed assets	-	-
Interest income	-	-
Interest expense	(661,700)	(391,816)
Gain on Stock Returned to Treasury	700,000	
Other Income	1,679	740
Net income/(loss) before provision for income taxes and preferred dividend	731,560	2,119,083
Income taxes (benefit)	353,886	218,317
Net income/(loss) available to common stockholders	\$ 377,674	\$ 1,900,766
Weighted average number of common shares outstanding, basic	<u>5,474,182,741</u>	<u>4,900,422,361</u>
Loss per share - basic and fully diluted	<u>0.00</u>	<u>0.00</u>

Condensed Consolidated Statement of Cash Flow
December 31, 2022 and December 31, 2021

Year Ended December 31

	2,022	2,021
	<hr/>	<hr/>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss) available to common stockholders	\$ 377,674	\$ 1,900,766
Adjustments to reconcile net income (loss)		
Depreciation	-	-
Common stock issued in settlement of debt	-	62,637
Accounts receivable	(2,259,808)	(2,677,300)
Inventories	(248,141)	(192,362)
Prepaid expenses and other assets	(279,669)	(1,569,561)
Accounts payable	(631,925)	1,574,423
Accrued liabilities	528,812	(556,332)
Other liabilities	<u>17,159</u>	<u>62,183</u>
Net cash (used in) operating activities	(2,495,898)	(1,395,546)
Investment in property, plant & equipment	(35,002)	(828,866)
Investment in subsidiaries	(2,706,293)	(450,000)
Investment in new patents	<u>(8,265)</u>	<u>-</u>
CASH FLOWS FROM INVESTING ACTIVITIES	(2,749,560)	(1,278,866)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the sale of common stock in exchange for services	278,772	96,000
Proceeds from the sale of common stock for working capital	534,000	514,880
Proceeds from the sale of common stock for investment in subsidiaries	1,020,000	200,000
Proceeds from the sale of common stock for Incentive Targets	325,770	219,220
Net proceeds (payments) from borrowing on a long-term basis	899,039	4,021,599
Net proceeds (payments) from notes payable, related parties	340,165	(196,042)
Gain on Acquisitions		1,735,872
Net proceeds (payments) from preferred B conversion		33,000
Common Stock returned to the treasury	<u>(729,500)</u>	<u>(420,000)</u>
Net cash provided by financing activities	2,668,246	6,204,529
Net increase/(decrease) in cash and cash equivalents	(2,577,212)	3,530,317
Cash and cash equivalents at beginning of period	<u>3,530,317</u>	<u>-</u>
Cash and cash equivalents at end of period	\$ 953,105	\$ 3,530,317
Supplemental disclosures		
Interest Paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		

Statement of Changes In Stockholders Equity

For The Period Ended December 31, 2022

	Class B Preferred Shares	Stock Amount	Class C Preferred Shares	Stock Amount	Issued Common Shares	Issued Shares Amount	Outstanding Common Shares	Outstanding Class B Preferred Shares	Treasury Stock	Treasury Amount	Additional Paid-In Capital	Accumulated Deficit	Total
Balance December 31, 2021	100,000,000	100,000	150,000	150	6,171,417,344	6,171,417	5,751,417,344	100,000,000	(420,000,000)	(420,000)	16,974,089	(28,679,553)	(5,853,897)
Stock issued for acquisitions					20,000,000	20,000	20,000,000						20,000
Stock Issued on Incentive Based Programs					63,333,333	63,333	63,333,333				242,437		305,770
Stock Issued for Services					7,882,353	7,883	7,882,353						7,883
Net Income/ (Loss)												1,243,246	1,243,246
Balance March 31, 2022	100,000,000	100,000	150,000	150	6,262,633,030	6,262,633	5,842,633,030	100,000,000	(420,000,000)	(420,000)	17,216,526	(27,436,307)	(4,276,998)
Stock Issued for Services					20,833,333	20,833	20,833,333				57		20,890
Stock returned to Treasury							(700,000,000)		(700,000,000)	(700,000)			(700,000)
Net Income/ (Loss)												2,987,270	2,987,270
Balance June 30, 2022	100,000,000	100,000	150,000	150	6,283,466,363	6,283,466	5,163,466,363	100,000,000	(1,120,000,000)	(1,120,000)	17,216,583	(24,449,037)	(1,968,838)
Stock issued for acquisitions					20,000,000	20,000	20,000,000				980,000		1,000,000
Stock Issued for Services					200,000,000	200,000	200,000,000						200,000
Net Income/ (Loss)												(2,378,636)	(2,378,636)
Balance September 30, 2022	100,000,000	100,000	150,000	150	6,503,466,363	6,503,466	5,383,466,363	100,000,000	(1,120,000,000)	(1,120,000)	18,196,583	(26,827,673)	(3,147,474)
Stock Issued for Working Capital					134,200,000	134,200	134,200,000				399,800		534,000
Stock Issued for Services					50,000,000	50,000	50,000,000						50,000
Stock Issued on Incentive Based Programs					20,000,000	20,000	20,000,000						20,000
Stock returned to Treasury								(29,500,000)	(29,500,000)	(29,500)			(29,500)
Net Income/ (Loss)												(1,474,207)	(1,474,207)
Balance December 31, 2022	100,000,000	100,000	150,000	150	6,707,666,363	6,707,666	5,587,666,363	70,500,000	(1,149,500,000)	(1,149,500)	18,596,383	(28,301,880)	(4,047,181)

NOTE A-SUMMARY OF ACCOUNTING POLICIES

General

A summary of the significant accounting policies applied in the preparation of the accompanying consolidated financial statements follows:

Business and Basis of Presentation

Cyberlux Corporation (the "Company") is incorporated on May 17, 2000 under the laws of the State of Nevada. The Company develops, manufactures and markets long-term portable lighting products for commercial and industrial users. While the Company has generated revenues from its sale of products, the Company has incurred expenses and sustained losses. Consequently, its operations are subject to all risks inherent in the establishment of a new business enterprise. As of December 31, 2022, the Company has accumulated losses of \$28,301,880. Going forward, we intend to fully leverage this net loss carry-forward and use this tax advantage to maximize our level of cash flow from operations as a competitive advantage.

Revenue Recognition

Revenues are recognized in the period that products are provided. For revenue from product sales, the Company recognizes revenue in accordance with FASB Accounting Standards Codification 605, "REVENUE RECOGNITION SEC STAFF ACCOUNTING BULLETIN TOPIC 13". ASC 605 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required. On December 31, 2021 and December 31, 2020, the Company did not have any deferred revenue.

ASC 605 incorporates Accounting Standards Codification 605-25, REVENUE REGOGNITION MULTIPLE-ELEMENT ARRANGEMENTS. ASC 605-25 addresses accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. The effect of implementing EITF 00-21 on the Company's financial position and results of operations was not significant.

Cash and cash equivalents

For purposes of the Statements of Cash Flows, the Company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Foreign Currency Translation

The Company translates the foreign currency financial statements in accordance with the requirements of Accounting Standards Codification 830, "Foreign Currency Matters." Assets and liabilities are translated at current exchange rates, and related revenue and expenses are translated at average exchange rates in effect during the period. Resulting translation adjustments are recorded as a separate component in stockholders' equity. Foreign currency translation gains and losses are included in the statement of operations.

Accounts Receivables

Accounts Receivable are shown at December 31, 2022 and December 31, 2021 net of Allowance for Doubtful Accounts in the amounts of \$-0- and \$-0-. Our policy is to provide an allowance when an Account becomes greater than 90 days past due. An account is charged off when it is determined by management to be uncollectible.

Inventories

Inventories are stated at the lower of cost or market determined by the average cost method. The Company provides inventory allowances based on estimates of obsolete inventories. Inventories consist of products available for sale to distributors and customers as well as raw material.

Components of inventories as of December 31, 2022 and December 31, 2021 are as follows:

	2022	2021
Component parts	\$ 62,093	\$ 27,038
Finished goods	457,248	244,162
Less: allowance for obsolete inventory	0	0
	\$ 519,341	\$ 271,200

Property and Equipment

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives as follows:

Furniture and fixtures	7 years
Office equipment	3 to 5 years
Leasehold improvements	5 years
Manufacturing equipment	3 years

Depreciation expense totaled \$ -0- and \$-0- for the period ended December 31, 2022 and 2021, respectively.

Advertising costs

The Company expenses all costs of marketing and advertising as incurred. Marketing and advertising costs totaled \$199,105 and \$129,328 for the period ended December 31, 2022 and 2021, respectively.

Research and Development

The Company accounts for research and development costs in accordance with the Financial Accounting Standards Board's Accounting Standards Codification 730 "Research and Development". Under ASC 730, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company expenditures were \$5,041,295 and \$177,726 on research and product development for the period ended December 31, 2022 and 2021, respectively.

Reclassification

Certain reclassifications have been made in prior year's financial statements to conform to classifications used in the current year.

Fair Values

On January 1, 2008, the Company adopted Accounting Standards Codification 820, "Fair Value Measurements and Disclosures". ASC 820 defines fair value, establishes a framework for measuring fair value, and enhances fair value measurement disclosure. The effective date for ASC 820 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), was the first quarter of 2009. The adoption of ASC 820 did not have a material impact on the Company's financial position or operations.

Concentrations of Credit Risk

Financial instruments and related items which potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with credit quality institutions. At times, such investments may be more than the FDIC insurance limit. The Company periodically reviews its trade receivables in determining its allowance for doubtful accounts. At December 31, 2022 and 2021, allowance for doubtful receivable was \$-0- and \$-0-, respectively.

Segment reporting

The Company follows Accounting Standards Codification 280 "Segment Reporting". The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

Income taxes

The Company follows Accounting Standards Codification 740 "Income Taxes" for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability during each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change. Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse.

As of December 31, 2022, the Company has available for federal income tax purposes a net operating loss carry forward of approximately \$28,301,880, expiring at different stages through the year 2040, that may be used to offset future taxable income. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, since in the opinion of management based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized. Due to significant changes in the Company's ownership, the future use of its existing net operating losses may be limited.

Non-current:		
Net operating loss carry forward		\$ \$28,301,880
Valuation allowance		\$ (\$28,301,880)
Net deferred tax asset		\$ —

Patents

The Company acquired in December 2006, for \$2,294,000, and January 2007, for \$1,387,000, patents in conjunction with the acquisitions of SPE Technologies, Inc. and Hybrid Lighting Technologies, Inc., respectively. The patents have an estimated useful life of 7 years. Accordingly, the Company recorded an amortization charge to current period earnings of \$-0- and \$-0- for the years ended December 31, 2022 and 2021, respectively.

Description	Cost		Accumulated amortization and impairments		Net carrying value at December 31, 2022	
Development costs	\$	293,750	\$	293,750	\$	-0-
Patents		2,294,224		2,294,224		-0-
Patents		1,387,000		1,387,000		-0-
Total	\$	3,974,974	\$	3,974,974	\$	-0-

Comprehensive Income (Loss)

The Company adopted Accounting Standards Codification 220 "Comprehensive Income". ASC 220 establishes standards for the reporting and displaying of comprehensive income and its components. Comprehensive income is defined as the change in equity of a business during a period from transactions and other events and circumstances from non-owners' sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. ASC 220 requires other comprehensive income (loss) to include foreign currency translation adjustments and unrealized gains and losses on available for sale securities.

Liquidity

As shown in the accompanying consolidated financial statements, the Company realized net income from operations of \$691,580 for the year ended December 31, 2022. The Company's current assets exceeded its current liabilities by \$2,622,095 as of December 31, 2022.

NOTE B - PROPERTY, PLANT, AND EQUIPMENT

Property, plant and equipment as of December 31, 2022 and December 31, 2021 are as follows:

	2022		2021	
Furniture and fixtures	\$	81,809	\$	46,807
Office and computer equipment		82,416		82,416
Leasehold improvements		21,558		21,558
Manufacturing equipment		43,100		43,100
Land and Buildings		727,416		727,416
Less: accumulated depreciation		(92,631)		(92,631)
	\$	863,668	\$	828,666

During the period ended December 31, 2022 and 2021, depreciation expense charged to operations was \$-0- and \$-0-, respectively.

NOTE C- ACCOUNTS PAYABLE AND LIABILITIES

Accounts payable and accrued liabilities as of December 31, 2022 and December 31, 2021 are as follows:

	2022		2021	
Accounts payable	\$	2,024,460	\$	2,656,385
Accrued interest		1,974,478		1,376,471
Accrued payroll and payroll taxes		1,637,751		1,706,946
Other accrued liabilities		0		0
Total	\$	5,636,688	\$	5,739,802

NOTE D - STOCKHOLDER'S EQUITY

Series A - Convertible Preferred stock

The Company has also authorized 100,000,000 shares of Preferred Stock, with a par value of \$.001 per share.

On December 31, 2003, the Company filed a Certificate of Designation creating a Series A Convertible Preferred Stock classification for 200 shares.

The Series A Preferred stated conversion price of \$.10 per shares is subject to certain anti-dilution provisions in the event the Company issues shares of its common stock or common stock equivalents below the stated conversion price. Changes to the conversion price are charged to operations and included in unrealized gain (loss) relating to adjustment of derivative and warrant liability to fair value of underlying securities.

In the year ended December 31, 2008, 1 of the Series A Preferred shareholders exercised the conversion right and exchanged 2 shares of Series A Preferred for 100,000 shares of the Company's common stock

The holders of the Series A Preferred shall have the right to vote, separately as a single class, at a meeting of the holders of the Series A Preferred or by such holders' written consent or at any annual or special meeting of the stockholders of the Corporation on any of the following matters: (i) the creation,

authorization, or issuance of any class or series of shares ranking on a parity with or senior to the Series A Preferred with respect to dividends or upon the liquidation, dissolution, or winding up of the Corporation, and (ii) any agreement or other corporate action which would adversely affect the powers, rights, or preferences of the holders of the Series A Preferred.

The holders of record of the Series A Preferred shall be entitled to receive cumulative dividends at the rate of twelve percent per annum (12%) on the face value (\$5,000 per share) when, if and as declared by the Board of Directors, if ever. All dividends, when paid, shall be payable in cash, or at the option of the Company, in shares of the Company's common stock. Dividends on shares of the Series A Preferred that have not been redeemed shall be payable quarterly in arrears, when, if and as declared by the Board of Directors, if ever, on a semi-annual basis. No dividend or distribution other than a dividend or distribution paid in Common Stock or in any other junior stock shall be declared or paid or set aside for payment on the Common Stock or on any other junior stock unless full cumulative dividends on all outstanding shares of the Series A Preferred shall have been declared and paid. These dividends are not recorded until declared by the Company. As of the year ended December 31, 2022, \$0 in dividends was accumulated.

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after payment of any senior liquidation preferences of any series of Preferred Stock, and before any distribution or payment is made with respect to any Common Stock, holders of each share of the Series A Preferred shall be entitled to be paid an amount equal to the greater of (a) the face value denominated thereon subject to adjustment for stock splits, stock dividends, reorganizations, reclassification or other similar events (the "Adjusted Face Value") plus, in the case of each share, an amount equal to all dividends accrued or declared but unpaid thereon, computed to the date payment thereof is made available, or (b) such amount per share of the Series A Preferred immediately prior to such liquidation, dissolution or winding up, or (c) the liquidation preference of \$5,000.00 per share, and the holders of the Series A Preferred shall not be entitled to any further payment, such amount payable with respect to the Series A Preferred being sometimes referred to as the "Liquidation Payments."

Because the Series A Shares include a redemption feature that is outside of the control of the Company, and the stated conversion price is subject to reset, the Company has classified the Series A Shares outside of stockholders' equity. The fair value at date of issuance was recorded outside of stockholders' equity in the accompanying balance sheet. Dividends on the Series A Shares are reflected as a reduction of net income (loss) attributable to common stockholders. In connection with the issuance of the Series A Preferred and related warrants, the holders were granted certain registration rights in which the Company agreed to timely file a registration statement to register the common shares and the shares underlying the warrants, obtain effectiveness of the registration statement by the SEC within ninety-five (95) days of December 31, 2003, and maintain the effectiveness of this registration statement for a preset time thereafter. In the event the Company fails to timely perform under the registration rights agreement, the Company agrees to pay the holders of the Series A Preferred liquidated damage in an amount equal to 1.5% of the aggregate amount invested by the holders for each 30-day period or pro rata for any portion thereof following the date by which the registration statement should have been effective. The initial registration statement was filed and declared effective by the SEC within the allowed time; however, the Company has not maintained the effectiveness of the registration statement to date. Accordingly, the Company issued 203,867 shares of common stock as liquidated damages on December 10, 2004. The Company has not been required to pay any further liquidated damages in connection with the filing or on-going effectiveness of the registration statement.

Series B - Convertible Preferred stock

On February 19, 2004, the Company filed a Certificate of Designation creating a Series B Convertible Preferred Stock classification for 800,000 shares and 2,850,000 in 2007.

In January 2009, April 2009, and December 2009, the Company issued 1,000,000, 3,850,000 and 16,500,000 shares, respectively of its Series B Preferred as a decision by the Board of Directors in order to retain superior voting rights. In connection with the transaction, the Company recorded a beneficial conversion discount of \$800,000 - preferred dividend relating to the issuance of the convertible preferred stock in 2004. In April 2010 and October 2010, the Company issued 25,000,000 and 50,000,000 shares respectively of its Series B Preferred. In May 2021, Director Downing converted 3,000,000 shares of Series B Preferred to Common Stock to fund acquisitions and management incentive plans. Subsequently, common stock converted from 2,000,000 shares of Series B were returned to the Treasury. In December 2021, by approved motion of the Board of Directors, 3,000,000 shares of Series B were issued to Director Downing. There are 100,000,000 shares of Series B Preferred authorized, and 70,500,000 shares of Series B Preferred shares issued and outstanding as of December 31, 2022, with the balance of 29,500,000 Series B Preferred shares in the Treasury from shares returned by Director Ringo and Director Downing for future development as a Defense Technology company.

The holders of the Series B Preferred shall have the right to vote, separately as a single class, at a meeting of the holders of the Series B Preferred or by such holders' written consent or at any annual or special meeting of the stockholders of the Corporation on any of the following matters: (i) the creation, authorization, or issuance of any class or series of shares ranking on a parity with or senior to the Series B Preferred with respect to dividends or upon the liquidation, dissolution, or winding up of the Corporation, and (ii) any agreement or other corporate action which would adversely affect the powers, rights, or preferences of the holders of the Series B Preferred.

The holders of record of the Series B Preferred shall be entitled to receive cumulative dividends at the rate of twelve percent per annum (12%) on the face value (\$1.00 per share) when, if and as declared by the Board of Directors, if ever. All dividends, when paid, shall be payable in cash, or at the option of the Company, in shares of the company's common stock. Dividends on shares of Series B Preferred that have not been redeemed shall be payable quarterly in arrears, when, if and as declared by the Board of Directors, if ever, on a semi-annual basis. No dividend or distribution other than a dividend or distribution paid in Common Stock or in any other junior stock shall be declared or paid or set aside for payment on the Common Stock or on any other junior stock unless full cumulative dividends on all outstanding shares of the Series B Preferred shall have been declared and paid. These dividends are not recorded until declared by the Company. As of December 31, 2022, \$1,580,000 in dividends were accumulated.

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after payment of any senior liquidation preferences of any series of Preferred Stock, and before any distribution or payment is made with respect to any Common Stock, holders of each share of the Series B Preferred shall be entitled to be paid an amount equal in the greater of (a) the face value denominated thereon subject to adjustment for stock splits, stock dividends, reorganizations, reclassification or other similar events (the "Adjusted Face Value") plus, in the case of each share, an amount equal to all dividends accrued or declared but unpaid thereon, computed to the date payment thereof is made available, or (b) such amount per share of the Series B Preferred immediately prior to such liquidation, dissolution or winding up, or (c) the liquidation preference of \$1.00 per share, and the holders of the Series B Preferred shall not be entitled to any further payment, such amount payable with respect to the Series B Preferred being sometimes referred to as the "Liquidation Payments."

Series C - Convertible Preferred stock

On November 13, 2006, the Company filed a Certificate of Designation creating a Series C Convertible Preferred Stock classification for 100,000 shares. This was subsequently amended on January 11, 2007 to 150,000 shares.

In December 2006, the Company issued 100,000 shares of its Series C Preferred stock in conjunction with the acquisition of SPE Technologies, Inc. The shares of the Series C Preferred are non-voting and convertible, at the option of the holder, into common shares one year from issuance. The number of common shares to be issued per Series C share is calculated by dividing \$25.20 by the 10 DMA (daily moving average), adjusted for the 200:1 reverse split effected in 2010. That formula computes as: $(\$25.20/10\text{DMA})/200$. None of the Series C Preferred shareholders have exercised their conversion right and there are 150,000 shares of Series C Preferred shares issued and outstanding on September 30, 2008.

The holders of record of the Series C Preferred shall be entitled to receive cumulative dividends at the rate of five percent per annum (5%), compounded quarterly, on the face value (\$25.00 per share) when, if and as declared by the Board of Directors, if ever. All dividends, when paid, shall be payable in cash, or at the option of the Company, in shares of the Company's common stock. Dividends on shares of the Series C Preferred that have not been redeemed shall be payable quarterly in arrears, when, if and as declared by the Board of Directors, if ever, at the time of conversion. These dividends are not recorded until declared by the Company. As of December 31, 2022, \$- in dividends were accumulated.

Common stock

The Company has authorized 7,000,000,000 shares of common stock, with a par value of \$.001 per share. On July 28, 2010 the Board of Directors approved a motion to authorize a reverse split of the outstanding stock of 200:1. As of December 31, 2022 and December 31, 2021, the Company has 5,587,666,363 and 5,751,417,345 shares outstanding, respectively.

NOTE E - RELATED PARTY TRANSACTIONS

From time to time, the Company's principal officers have advanced funds to the Company for working capital purposes in the form of unsecured promissory notes, accruing interest at 8% to 12% per annum.

Loans from Officers			
Officer	Principal Due	Interest Rate	Accrued Interest at 12/31/22
David Downing	\$1,243,156	10%	\$286,403
Mark Schmidt	\$820,288	10%	\$248,288
John Ringo	\$405,361	10%	\$276,841
	\$2,468,805		\$811,532

All Others			
	Principal Due	Interest Rate	Accrued Interest at 12/31/22
All Others	\$915,462	10%	\$497,133

NOTE F - COMMITMENTS AND CONTINGENCIES

Consulting Agreements

The Company has consulting agreements with outside contractors, certain of whom are also Company stockholders. The Agreements are generally for a term of 12 months from inception and renewable automatically from year to year unless either the Company or Consultant terminates such engagement by written notice.

Litigation

A complaint has been filed on 08/22/2022 in the Circuit Court for the city of Richmond, VA. The case is Atlantic Wave Holdings, LLC and Secure Community LLC v. Cyberlux Corporation and Mark D. Schmidt. The Company is involved in a contractual dispute regarding licensed BrightEye lighting product intellectual property and the failure of the Plaintiff to perform under a consulting agreement with the Company. The Company refused to remit under the agreement and the lawsuit was filed. The Parties are engaged in settlement negotiations.

The Company is subject to other legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its consolidated financial position, results of operations or liquidity.

NOTE G - GOING CONCERN MATTERS

The accompanying 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. As shown in the accompanying consolidated financial statements, as of December 31, 2022, the Company incurred accumulated losses of \$28,301,880. The Company's current assets exceeded its current liabilities by \$2,622,095 as of December 31, 2022. While this factors among others may indicate that the Company will be unable to continue as a going concern, Management is confident that business performance in 2023 will ensure the Company is an ongoing growth business for the foreseeable future.

The Company is actively pursuing additional business growth across four distinct business units through acquisitions, organic growth and new customers and products that will increase the associated cash flow from operations. However, no assurance can be given that Management's actions will result in profitable operations or the resolution of its liquidity problems.

NOTE H - SUBSEQUENT EVENTS

Given the defense technology markets we are now serving, management had determined that it is prudent, and in some cases required, to limit the details of "subsequent events". In compliance with this standard, the Company can confirm there are three teaming agreements, one definitive Letter of Intent, and other significant contracting events that have occurred.

10) Issuer Certification

Principal Executive Officer:

I, Mark D. Schmidt, certify that:

1. I have reviewed this Disclosure Statement, for Cyberlux 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.

5/01/2023

/s/ Mark D. Schmidt

Principal Financial Officer:

I, David D. Downing certify that:

1. I have reviewed this Disclosure Statement for Cyberlux 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.

5/01/2023

/s/ David Downing