UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended June 30, 2025

OR

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

For the transition period from ________ to ________

Commission File Number: 000-30542

DATA443 RISK MITIGATION, INC.
(Exact name of registrant as specified in its charter)

Nevada	**86-0914051**
(State of incorporation)	(I.R.S. Employer Identification No.)
4000 Sancar Way, Suite 420 **Research Triangle Park, North Carolina**	**27709**
(Address of principal executive offices)	(Zip Code)

(919) 858-6542
(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and, (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	Emerging growth company ☒

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ☐ No ☒

The outstanding number of shares of common stock as of August 14, 2025 was 323,928,739.

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PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DATA443 RISK MITIGATION, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2025 (Unaudited)	December 31, 2024 (Audited)
Assets		
Current assets		
Cash	$ 59,671	$ 168,208
Accounts receivable, net	102,340	31,776
Total current assets	162,011	199,984
Property and equipment, net	194,378	252,903
Advance payment for acquisition	2,726,188	2,726,188
Intellectual property, net of accumulated amortization	2,439,952	2,798,816
Deposits	4,862	36,062
Total Assets	$ 5,527,391	$ 6,013,953
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued liabilities	6,284,524	5,919,988
Deferred revenue	1,118,221	1,591,326
Interest payable	2,141,956	2,097,216
Notes payable, net of unamortized discount	3,296,969	3,340,492
Convertible notes payable, net of unamortized discount	4,142,240	3,877,944
Due to a related party	150,303	144,303
Finance lease liability	10,341	10,341
Total Current Liabilities	17,144,554	16,981,610
Series B Preferred Stock, 80,000 shares designated; $0.001 par value; Stated value $10.00, 0 and 0 shares issued and outstanding, net of discount, respectively		-
Notes payable, net of unamortized discount - non-current	1,064,446	1,406,849
Deferred revenues - non-current	487,043	714,127
Total Liabilities	18,696,043	19,102,586
Commitments and Contingencies		-
Stockholders' Deficit		
Preferred stock: 337,500 authorized; $0.001 par value Series A Preferred Stock, 150,000 shares designated; $0.001 par value; 148,445 and 149,492 shares issued and outstanding, respectively	148	149
Common stock: 500,000,000 authorized; $0.001 par value 227,757,139 and 1,150,223 shares issued and outstanding as of June 30, 2025 and December 31, 2024, respectively	289,093	62,472
Additional paid in capital	49,280,760	48,592,764
Accumulated deficit	(62,738,653)	(61,744,018)
Total Stockholders' Deficit	(13,168,652)	(13,088,633)
Total Liabilities and Stockholders' Deficit	$ 5,527,391	$ 6,013,953

See the accompanying notes, which are an integral part of these unaudited condensed consolidated financial statements.

DATA443 RISK MITIGATION, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	**2024**	**2025**	**2024**
Revenue	$ 1,432,027	$ 1,149,085	$ 2,598,616	$ 2,660,143
Cost of revenue	229,330	807,071	602,480	1,420,029
Gross profit	1,202,697	342,014	1,996,136	1,240,114
Operating expenses				
General and administrative	1,177,987	1,004,497	2,294,780	2,177,801
Sales and marketing	53,314	91,302	72,238	376,411
Total operating expenses	1,231,301	1,095,799	2,367,018	2,554,212
Loss from operations	(28,604)	(753,785)	(370,882)	(1,314,098)
Other income (expense)				
Interest expense	(291,121)	(755,446)	(622,414)	(1,821,338)
Gain (loss) on foreign currency exchange	1,754	(1,566)	(1,339)	(4,520)
Total other expense	(289,367)	(757,012)	(623,753)	(1,825,858)
Income/(loss) before income taxes	(317,971)	(1,510,797)	(994,635)	(3,139,956)
Provision for income taxes	-	-	-	-
Net income/(loss)	$ (317,971)	**$ (1,510,797)**	$ (994,635)	**$ (3,139,956)**
Dividend on Series B Preferred Stock	-		-	
Net income/(loss) attributable to common stockholders	$ (317,971)	**$ (1,510,797)**	$ (994,635)	**$ (3,139,956)**
Basic and diluted income/(loss) per Common Share	$ (0.99)	$ (5.01)	$ (0.00)	$ (10.00)
Basic and diluted weighted average number of common shares outstanding	322,500	301,721	227,757,139	313,966

See the accompanying notes, which are an integral part of these unaudited condensed consolidated financial statements.

DATA443 RISK MITIGATION, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(Unaudited)

Six Months Ended June 30, 2025

	Series A Preferred Stock		Common stock		Additional Paid in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance - December 31, 2024	149,492	$ 149	1,150,223	$ 62,472	$48,592,764	$ (61,744,018)	$ (13,088,633)
Common stock issued for conversion of preferred stock	(13,000)	(13)	13,000,000	13,000	(12,987)	-	-
Common stock issued for conversion of debt	-	-	212,714,056	212,714	60,461	-	273,175
Common stock issued for service	-	-	892,860	893	49,107	-	50,000
Stock-based compensation	11,953	12	-	14	591,415	-	591,441
Net loss	**-**	**-**	-	-	-	(994,635)	(994,635)
Balance – June 30, 2025	**148,445**	**$ 148**	**227,757,139**	**289,093**	**49,280,760**	**(62,738,653)**	**(13,168,652)**

Three Months Ended June 30, 2025

	Series A Preferred Stock		Common stock		Additional Paid in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance – March 31, 2025	148,445	$ 148	102,163,687	163,493	49,136,842	(62,420,682)	(13,120,199)
Common stock issued for conversion of debt	-	-	125,593,452	125,593	(90,802)	-	34,791
Stock-based compensation	-	-	-	7	234,720	-	234,727
Net loss	**-**	**-**	-	-	-	(317,971)	(317,971)
Balance – June 30, 2025	**148,445**	**$ 148**	**227,757,139**	**289,093**	**49,280,760**	**(62,738,653)**	**(13,168,652)**

Six Months Ended June 30, 2024

	Series A Preferred Stock		Common stock		Additional Paid in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance - December 31, 2023	149,892	$ 150	272,874	$ 61,564	$47,598,254	$ (55,656,836)	$ (7,996,868)
Common stock issued for conversion of debt	-	-	41,092	41	52,964		53,005
Stock-based compensation	-	-		13	403,486		403,499
Net loss	**-**	**-**				(3,139,956)	(3,139,956)
Balance – June 30, 2024	**149,892**	**$ 150**	**313,966**	**61,618**	**48,054,704**	**(58,796,792)**	**(10,680,320)**

Three Months Ended June 30, 2024

	Series A Preferred Stock		Common stock		Additional Paid in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit

Balance – March 31, 2024	149,892	$ 150	286,343	61,584	47,810,380	(57,285,995)	(9,413,881)
Common stock issued for conversion of debt	-	-	27,623	27	29,973	-	30,000
Stock-based compensation	-	-	-	7	214,351	-	214,358
Net loss	**-**	**-**	-	-	-	(1,510,797)	(1,510,797)
Balance – June 30, 2024	**149,892**	**$ 150**	**313,966**	**61,618**	**48,054,704**	**(58,796,792)**	**(10,680,320)**

See the accompanying notes, which are an integral part of these unaudited condensed consolidated financial statements.

DATA443 RISK MITIGATION, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30, 2025	Six Months Ended June 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (994,635)	$ (3,139,956)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	641,441	403,499
Depreciation and amortization	417,389	451,790
Amortization of debt discount	95,130	1,005,296
Right of use asset amortization	-	140,753
Changes in operating assets and liabilities:		
Accounts receivable	(70,564)	273,258
Prepaid expenses and other assets	-	(18,868)
Accounts payable and accrued liabilities	364,539	1,150,999
Deferred revenue	(700,189)	(117,235)
Lease liability	-	(175,793)
Interest payable	183,642	594,331
Deposits	31,200	(803)
Net Cash (used in)/provided by Operating Activities	(32,047)	567,271
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of convertible notes payable	132,500	310,910
Repayment of convertible notes payable	(50,000)	(300,652)
Repayment of notes payable	(164,987)	(570,084)
Proceeds from related parties	25,583	155,862
Repayment to related parties	(19,583)	(200,297)
Net Cash used in Financing Activities	(76,487)	(604,261)
Net change in cash	(108,534)	(36,990)
Cash, beginning of period	168,208	84,570
Cash, end of period	$ 59,674	$ 47,580
Supplemental cash flow information		
Cash paid for interest	$ 126,414	$ 701,427
Non-cash Investing and Financing transactions:		
Settlement of convertible notes payable through issuance of common stock	$ 273,175	$ 53,005

See the accompanying notes, which are an integral part of these unaudited condensed consolidated financial statements.

DATA443 RISK MITIGATION, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: DESCRIPTION OF BUSINESS

Data443 Risk Mitigation, Inc. (the "Company") was incorporated as a Nevada corporation on May 4, 1998. On October 15, 2019, the Company changed its name from LandStar, Inc. to Data443 Risk Mitigation, Inc. within the state of Nevada.

The Company delivers solutions and capabilities that businesses can use in conjunction with their use of established cloud vendors such as Microsoft® Azure, Google® Cloud Platform (GCP) and Amazon® Web Services (AWS), as well as with on-premises databases and database applications with virtualization platforms, such as those hosted or configured using VMWare®, Citrix® and Oracle® clouds/products).

Advance Payment for Acquisition

On January 19, 2022, we entered into an Asset Purchase Agreement with Centurion Holdings I, LLC ("Centurion") to acquire the intellectual property rights and certain assets collectively known as Centurion SmartShield Home and SmartShield Enterprise, patented technology that protects and recovers devices in the event of ransomware attacks. The total purchase price of $3,400,000 consists of: (i) a $250,000 cash payment at closing; (ii) a $2,900,000 promissory note issued by Data443 in favor of Centurion ("Centurion Note"); and (iii) $250,000 in the form of a contingent payment. The Centurion Note matures January 19, 2027 but provides that Data443's repayment obligation would accelerate on the occurrence of certain events. One of those events was a financing event that did not occur within the originally anticipated timeframe. If that event had occurred, then Data443's repayment obligation would have been to repay the balance of the outstanding principal and interest as follows: (i) $500,000 of the then-outstanding amount due in cash; and (ii) the remaining balance, at Data443's option, in Common stock or a combination of Common stock and cash, with the number of shares of Common stock to be determined according to a specified formula. In April 2022, Data443 and Centurion agreed that, even though the trigger for this acceleration event did not occur, Data443 would issue shares of Common stock to Centurion in an amount then-equivalent to $2,400,000, as partial repayment of the obligation due under the Centurion Note. The number of shares of Common stock Data443 issued to Centurion on April 20, 2022, was 380,952. Because Data443 still has some repayment obligations to fulfill under the Centurion Note, as of the filing date of these financial statements, the acquisition that is the subject of the Centurion Asset Purchase Agreement is still not completed, and is expected to be completed in 2025.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These unaudited condensed consolidated financial statements have been prepared in accordance with rules and regulations of the Securities and Exchange Commission ("SEC") and generally accepted accounting principles in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Regulation S-X. Accordingly, the unaudited condensed consolidated financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, we have included all adjustments considered necessary for a fair presentation and such adjustments are of a normal recurring nature. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2024 and notes thereto and other pertinent information contained in our Form 10-K as filed with the SEC on June 16, 2025. The results of operations for the six months ended June 30, 2025, are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2025.

Basis of Consolidation

The accompanying unaudited consolidated financial statements as of June 30, 2025 include our accounts and those of our wholly-owned subsidiary, Data 443 Risk Mitigation, Inc., a North Carolina operating company. These unaudited consolidated financial statements have been prepared on the accrual basis of accounting in accordance with US GAAP. All inter company balances and transactions have been eliminated in consolidation.

Accounts Receivable

Trade receivables are generally recorded at the invoice amount mostly for a one-year period, net of an allowance for credit loss. For the six months ended June 30, 2025, and June 30, 2024, we recorded bad debt expense of $1,107 and $0, respectively

Stock-Based Compensation

Employees - We account for stock-based compensation under the fair value method which requires all such compensation to employees, including the grant of employee stock options, to be calculated based on its fair value at the measurement date (generally the grant date), and recognized in the consolidated statement of operations over the requisite service period.

Nonemployees - Under the requirements of the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-07, Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Stock-Based Payment Accounting ("ASU 2018-07"), we account for stock-based compensation to non-employees under the fair value method which requires all such compensation to be calculated based on the fair value at the measurement date (generally the grant date), and recognized in the statement of operations over the requisite service period.

We recorded approximately $641,441 in stock-based compensation expense for the six months ended June 30, 2025, compared to $356,715 in stock-based compensation expense for the six months ended June 30, 2024. Determining the appropriate fair value model and the related assumptions requires judgment. During the six months ended June 30, 2025, the fair value of each option grant was estimated using a Black-Scholes option-pricing model. The expected volatility represents the historical volatility of our publicly traded common stock. Due to limited historical data, we calculate the expected life based on the mid-point between the vesting date and the contractual term which is in accordance with the simplified method. The expected term for options granted to nonemployees is the contractual life. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected life of stock options. We have not paid and do not anticipate paying cash dividends on our shares of Common stock; therefore, the expected dividend yield is assumed to be zero.

Contingencies

We account for contingent liabilities in accordance with Accounting Standards Codification ("ASC") Topic 450, *Contingencies*. This standard requires management to assess potential contingent liabilities that may exist as of the date of the financial statements to determine the probability and amount of loss that may have occurred, which inherently involves an exercise of judgment. If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in our financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed in our financial statements. For loss contingencies considered remote, we generally would neither accrue any estimated liability nor disclose the nature of the contingent liability in our financial statements. Management has assessed potential contingent liabilities as of June 30, 2025, and based on that assessment, there are no probable or possible loss contingencies requiring accrual or establishment of a reserve.

Basic and Diluted Net Loss Per Common Share

Basic earnings per share ("EPS") is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted EPS is computed based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method and as if converted method. Dilutive potential common shares include outstanding stock options, warrant and convertible notes.

For the six months ended June 30, 2025 and 2024, respectively, the following common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive:

	Six Months Ended June 30,	
	2025	2024
	(Shares)	(Shares)
Series A Preferred Stock	148,445,000	149,892,000
Stock options	864,887	864,887
Warrants	754,200	754,200
Total	150,064,087	151,610,027

Recently Adopted Accounting Guidance

In March 2022, the FASB issued ASU 2022-02, ASC Subtopic 326 “Credit Losses”: Troubled Debt Restructurings and Vintage Disclosures. Since the issuance of Accounting Standards Update No. 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, the Board has provided resources to monitor and assist stakeholders with the implementation of Topic 326. Post-Implementation Review (PIR) activities have included forming a Credit Losses Transition Resource Group, conducting outreach with stakeholders of all types, developing educational materials and staff question-and-answer guidance, conducting educational workshops, and performing an archival review of financial reports. ASU No. 2022-02 is effective for annual and interim periods beginning after December 15, 2022. The adoption of this standard did not have a significant impact on the Company’s consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”), intended to improve reportable segments disclosure requirements primarily through enhanced disclosures about significant segment expenses.

ASU 2023-07 includes a requirement to disclose significant segment expenses that are regularly provided to the CODM and included within each reported measure of segment profit or loss, the title and position of the CODM, an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources, and all segments’ profit or loss and assets disclosures. ASU 2023-07 is effective for all public companies for fiscal years beginning after December 15, 2023, and interim periods for the interim period beginning on January 1, 2025. Adoption of ASU 2023-07 did not have a material impact on the Company’s financial statement.

On December 14, 2023, the FASB issued a final standard on improvements to income tax disclosures. The standard requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as information on income taxes paid. The standard is intended to benefit investors by providing more detailed income tax disclosures that would be useful in making capital allocation decisions. ASU 2023-09, *Improvements to Income Tax Disclosures,* applies to all entities subject to income taxes. For public business entities (PBEs), the new requirements will be effective for annual periods beginning after December 15, 2024. For entities other than public business entities (non-PBEs), the requirements will be effective for annual periods beginning after December 15, 2025. The adoption of Topic 280 did not result in a change to the Company’s segment structure or to the method used to allocate resources among segments.

Recently Issued Accounting Pronouncements

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its consolidated financial statements.

NOTE 3: LIQUIDITY AND GOING CONCERN

The accompanying financial statements have been prepared assuming that we will continue as a going concern. As reflected in the financial statements, we have incurred significant current period losses and we have negative working capital and an accumulated deficit. We have relied upon loans and issuances of our equity to fund our operations. These conditions, among others, raise substantial doubt about our ability to continue as a going concern. Management’s plans regarding these matters, include raising additional debt or equity financing, the terms of which might not be acceptable. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 4. SEGEMENT INFORMATION

The Company is engaged in a single line of business to deliver solutions and capabilities that businesses can use in conjunction with their use of established cloud vendors. The Company has identified the Chief Executive Officer of the Company as the CODM, who uses revenues and expenses to evaluate the business, predominantly in the cash forecasting process, to make resource allocation decisions at the entity level.. The Company’s operations constitute a single operating segment and therefore, a single reportable segment, because the CODM manages the business activities using information of the Company as a whole. As a result, no disaggregated segment information is presented. The accounting policies used to measure the profit and loss of the segment are the same as those described in the summary of significant accounting policies.

NOTE 5: PROPERTY AND EQUIPMENT

The following table summarizes the components of our property and equipment as of the dates presented:

	June 30, 2025	December 31, 2024
Furniture and Fixtures	$ 6,103	$ 6,103
Computer Equipment	1,053,193	1,053,193
	1,059,296	1,059,296
Accumulated depreciation	(864,918)	(806,393)
Property and equipment, net of accumulated depreciation	$ 194,378	$ 252,903

Depreciation expense for the six months ended June 30, 2025 and 2024, was $58,525 and $88,290, respectively.

During the six months ended June 30, 2025 and 2024, we purchased property and equipment of $-0- and $-0-, respectively.

NOTE 6: INTELLECTUAL PROPERTY

The following table summarizes the components of our intellectual property as of the dates presented:

	June 30, 2025	December 31, 2024
Intellectual property:		
WordPress® GDPR rights	$ 46,800	$ 46,800
ARALOC™	1,850,000	1,850,000
ArcMail License	1,445,000	1,445,000
DataExpress™	1,388,051	1,388,051
FileFacets™	135,000	135,000
IntellyWP™	60,000	60,000
Resilient Network Systems	305,000	305,000
Cyren Engines	3,500,000	3,500,000
Breezemail	5,153	-
	8,735,004	8,729,851
Accumulated amortization	(6,295,052)	(5,931,035)
Impairment	-	-
Intellectual property, net of accumulated amortization	$ 2,439,952	$ 2,798,816

We recognized amortization expense of $358,864 and $365,500 for the three months ended June 30, 2025, and 2024, respectively.

As the Company has an accumulated deficit and net loss, we have performed an impairment analysis on each of our intellectual properties, and did not identify any impairment triggers.

Based on the carrying value of definite-lived intangible assets as of June 30, 2025, we estimate our amortization expense for the next five years will be as follows:

Year Ended December 31,	Amortization Expense
2025 (excluding the three months ended June 30, 2025)	352,766
2026	700,000
2027	700,000
2028	687,186
	2,439,952

NOTE 7: ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The following table summarizes the components of our accounts payable and accrued liabilities as of the dates presented:

	June 30, 2025	December 31, 2024
Accounts payable	$ 3,677,349	$ 3,608,845
Credit cards	66,428	70,666
Accrued liabilities	2,540,747	2,240,477
	$ 6,284,524	$ 5,919,988

NOTE 8: DEFERRED REVENUE

For the six months ended June 30, 2025 and as of December 31, 2024, changes in deferred revenue were as follows:

	June 30, 2025	December 31, 2024
Balance, beginning of period	$ 2,305,453	$ 1,823,569
Deferral of revenue	493,377	3,053,183
Recognition of deferred revenue	(1,193,566)	(2,571,299)

Balance, end of period	$ 1,605,264	$ 2,305,453

As of June 30, 2025 and December 31, 2024, deferred revenue is classified as follows:

	June 30, 2025	December 31, 2024
Current	$ 1,118,221	$ 1,591,326
Non-current	487,043	714,127
	$ 1,605,264	$ 2,305,453

NOTE 9: LEASES

Operating lease

We have relocated our office furniture and equipment to a smaller location in the same office building on December 31, 2024 with a nonrenewable 7 month lease that expires on July 31, 2025.

We recognized total lease expense of approximately $18,824 and $164,432 for the six months ended June 30, 2025 and 2024, respectively, primarily related to operating lease costs paid to lessors from operating cash flows. As of June 30, 2025 and December 31, 2024, we recorded a security deposit of $2,713 and $29,467, respectively.

At June 30, 2025, future minimum lease payments under operating leases that have initial noncancelable lease terms in excess of one year was $-0-.

Financing leases

We lease computer and hardware under non-cancellable finance leases. The term of those finance leases is 3 years and annual interest rate is 12%. At June 30, 2025 and December 31, 2024, the finance lease obligations included in current liabilities were $10,341 and $10,341, respectively, and finance lease obligations included in long-term liabilities were $0 and $0, respectively. The lease is not in default and there are no penalties and the company does not have to return the equipment in use.

At June 30, 2025, future minimum lease payments under the finance lease obligations, are as follows:

	Total
2025	10,341
Thereafter	-
	10,341
Less: Imputed interest	-
Finance lease liabilities	10,341
Finance lease liability	10,341
Finance lease liability - non-current	$ -

As of June 30, 2025 and December 31 2024, finance lease assets are included in property and equipment as follows:

	June 30, 2025	December 31, 2024
Finance lease assets	$ 267,284	$ 267,284
Accumulated depreciation	(267,284)	(267,284)
Finance lease assets, net of accumulated depreciation	$ -	$ -

NOTE 10: CONVERTIBLE NOTES PAYABLE

Convertible notes payable consists of the following:

	June 30, 2025	December 31, 2024
Convertible Notes - Issued in fiscal year 2020	97,946	97,946
Convertible Notes - Issued in fiscal year 2021	773,695	508,440
Convertible Notes - Issued in fiscal year 2022	1,154,513	1,234,251
Convertible Notes - Issued in fiscal year 2023	1,854,584	1,854,584
Convertible Notes - Issued in fiscal year 2024	183,982	183,982
Convertible Notes - Issued in fiscal year 2025	82,500	-
	4,147,220	3,879,203
Less debt discount and debt issuance cost	(4,980)	(1,259)
	4,142,240	3,877,944
Less current portion of convertible notes payable	4,142,240	3,877,944
Long-term convertible notes payable	$ —	$ -

During the six months ended June 30, 2025 and 2024, we recognized interest expense of $257,831 and $307,047, respectively, and amortization of debt discount expense of $3,780 and $730,882, respectively.

Conversion

During the six months ended June 30, 2025, we converted notes with principal amounts and accrued interest of $238,780 into 212,714,056 shares of common stock.

During the six months ended June 30, 2024, we converted notes with principal amounts, accrued interest and fees of $53,005 into 41,092 shares of common stock.

Convertible Debt Status.

Convertible note payable with outstanding balance of $508,440 matured on October 2023. The default annual interest rate of 16% becomes the effective interest rate on the past due principal. We are in communication with the lender.

Convertible note payable with outstanding balance of $52,405 matured on February 11, 2023. The default annual interest rate of 24% becomes the effective interest rate on the past due principal. We are in communication with the lender.

Convertible note payable with outstanding balance of $59,200 matured on February 11, 2023. The default annual interest rate of 24% becomes the effective interest rate on the past due principal. We are in communication with the lender.

Convertible note payable with outstanding balance of $69,383 matured on February 14, 2023. The default annual interest rate of 24% becomes the effective interest rate on the past due principal. We are in communication with the lender.

Convertible note payable with outstanding balance of $89,866 matured on March 1, 2023. The default annual interest rate of 24% becomes the effective interest rate on the past due principal. We are in communication with the lender.

Convertible note payable with outstanding balance of $83,659 matured on February 9, 2023. The default annual interest rate of 24% becomes the effective interest rate on the past due principal. We are in communication with the lender.

Convertible note with outstanding balance $50,000 is in default as of September 30, 2022 with a default interest rate of 18%. We are in communication with the lender.

Convertible note with outstanding balance $750,000 is in default as of December 07, 2024 with no default interest rate. We are in communication with the lender.

Convertible note with outstanding balance $300,000 is in default as of January 24, 2025 with no default interest rate. We are in communication with the lender.

Convertible note with outstanding balance $718,750 is in default as of June 30, 2024 with a default interest rate of 12%. We are in communication with the lender.

Convertible note with outstanding balance $812,500 is in default as of June 30, 2024 with a default interest rate of 12%. We are in communication with the lender.

Convertible note with outstanding balance $16,773 is in default as of October 15, 2024 with a default interest rate of 22%. We are in communication with the lender.

Convertible note with outstanding balance $94,920 is in default as of January 30, 2025 with a default interest rate of 22%. We are in communication with the lender.

Convertible note with outstanding balance $72,289 is in default as of February 15, 2025 with a default interest rate of 22%. We are in communication with the lender.

Convertible notes payable consists of the following:

Promissory Notes - Issued in fiscal year 2020

In 2020, we issued convertible promissory notes with principal amounts totaling $100,000. The 2020 Promissory Notes have the following key provisions:

- Terms 60 months.
- Annual interest rates of 5%.
- Conversion price fixed at $0.01.

Promissory Notes - Issued in fiscal year 2021

In 2021, we issued convertible promissory notes with principal amounts totaling $1,696,999, which resulted in cash proceeds of $1,482,000 after financing fees of $214,999 were deducted. The 2021 Convertible Notes have the following key provisions:

- Terms ranging from 90 days to 12 months.
- Annual interest rates of 5% to 12%.
- Convertible at the option of the holders after varying dates.
- Conversion price based on a formula corresponding to a discount (39% discount) off the average closing price or lowest trading price of our Common stock for the 20 prior trading days including the day on which a notice of conversion is received.
- The Mast Hill Fund, LLC convertible promissory note matured on October 19, 2023. The default annual interest rate of 16% becomes the effective interest rate on the past due principal and interest. As of June 30, 2024 the note had a principle balance of $508,440 and accrued interest of $159,557. The note is currently in default.

The 2021 Convertible Notes also were associated with the following:

- The issuance of 2 shares of Common stock valued at $133,663.
- The issuance of 197 warrants to purchase shares of Common stock with an exercise price a range from $4,464 to 21,600. The term in which the warrants can be exercised is 5 years from issue date.

During the six months ended June 30, 2025, in connection with the 2021 Convertible Notes, we repaid principal in the amount of $-0- and interest expense of $-0-.

Promissory Notes - Issued in fiscal year 2022

During the year ended December 31, 2022, we issued convertible promissory notes with principal amounts totaling $2,120,575, which resulted in cash proceeds of $1,857,800 after deducting a financing fee of $262,775. The 2022 Convertible Notes have the following key provisions:

- Terms ranging from 3 to 12 months.
- Annual interest rates of 9% to 20%.
- Convertible at the option of the holders after varying dates.
- Conversion price based on a formula corresponding to a discount (20% or 39% discount) off the lowest trading price of our Common stock for the 20 prior trading days including the day on which a notice of conversion is received, although one of the 2022 Convertible Notes establishes a fixed conversion price of $2,700 per share.
- 924 shares of common stock valued at $473,691 issued in conjunction with convertible notes.

In connection with the adoption of ASU 2020-06 on January 1, 2022, we reclassified $517,500, previously allocated to the conversion feature, from additional paid-in capital to convertible notes on our balance sheet. The reclassification was recorded to combine the two legacy units of account into a single instrument classified as a liability. As of January 1, 2022, we also recognized a cumulative effect adjustment of $439,857 to accumulated deficit on our balance sheet, that was primarily driven by the derecognition of interest expense related to the accretion of the debt discount as required under the legacy accounting guidance. Under ASU 2020-06, we will no longer incur non-cash interest expense related to the accretion of the debt discount associated with the embedded conversion option.

Promissory Notes - Issued in fiscal year 2023

During the year ended December 31, 2023, we issued convertible promissory notes with principal amounts totaling $2,211,083, which resulted in cash proceeds of $2,015,000 after deducting a financing fee of $462,112. The 2023 Convertible Notes have the following key provisions:

- Terms ranging from 9 to 12 months.
- Annual interest rates of 9% to 20%.
- Convertible at the option of the holders after varying dates.
- Conversion price based on a formula corresponding to a discount (20% or 30% discount) off the lowest trading price of our Common Stock for the 20 prior trading days including the day on which a notice of conversion is received, although one of the 2023 Convertible Notes establishes a fixed conversion price of $.50 per share and two of the 2023 Convertible Notes have a fixed conversion price of $.005 per share.
- As of the six months ended June 30, 2025, there were no derivative liabilities.

Promissory Notes - Issued in fiscal year 2024

For the year ended December 31, 2024, we issued convertible promissory notes with principal amounts totaling $86,250, which resulted in cash proceeds of $70,000 after deducting a financing fee of $16,250. The 2024 Convertible Notes have the following key provisions:

- Terms of 9 months.
- Annual interest rates of 15%.
- Convertible at the option of the holders after varying dates.
- Conversion price based on a formula corresponding to a discount (20% or 30% discount) off the lowest trading price of our Common Stock for the 20 prior trading days including the day on which a notice of conversion is received.
- As of the six months ended June 30, 2025, there were no derivative liabilities.

Promissory Notes - Issued in fiscal year 2025

For the three months ended June 30, 2025, we issued convertible promissory notes with principal amounts totaling $82,250, which resulted in cash proceeds of $75,000 after deducting a financing fee of $7,250. The 2025 Convertible Notes have the following key provisions:

- Terms of 12 months.
- Annual interest rates of 12%.
- Convertible at the option of the holders after varying dates.
- Conversion price based on a formula corresponding to a discount (20% or 30% discount) off the lowest trading price of our Common Stock for the 20 prior trading days including the day on which a notice of conversion is received.
- As of the six months ended June 30, 2025, there were no derivative liabilities.

NOTE 11: NOTES PAYABLE

Notes payable consists of the following:

	June 30, 2025	December 31, 2024	Maturity	Interest Rate
Economic Injury Disaster Loan - originated in May 2020	$ 500,000	$ 500,000	30 years	3.75%
Promissory note - originated in February 2021	1,305,373	1,305,373	5 years	4.0%
Promissory note - originated in April 2021 (1)	676,693	676,693	1 year	12%
Promissory note - originated in July 2021 (1)	282,000	282,000	1 year	12%
Promissory note - originated in September 2021	13,893	18,855	$1,383.56 monthly payment for 60 months	28%
Promissory note - originated in April 2022	36,269	44,792	$1,695.41 monthly payment for 36 months	16.0%
Promissory note - originated in July 2022	28,609	34,597	$1,485.38 monthly payment for 60 months	18%
Promissory note - originated in July 2022	20,287	42,848	$3,546.87 monthly payment for 36 months	10%
Promissory note - originated in August 2022	12,663	15,534	$589.92 monthly payment for 60 months	8%
Promissory note - originated in October 2022	681,397	786,397	$1,749.00 daily payment for 30 days	66%
Promissory note - originated in January 2023	1,332	2,664	$237.03 monthly payment for 36 months	25%
Promissory note - originated in March 2023	29,732	35,678	$1,521.73 monthly payment for 60 months	18%
Promissory note - originated in March 2023	5,224	7,836	$559.25 monthly payment for 36 months	17%
Promissory note - originated in April 2023	21,115	21,115	$3,999.00 monthly payment for 12 months	12%
Promissory note - originated in April 2023	23,054	23,054	$3,918.03 monthly payment for 12 months	6%
Promissory note - originated in August 2023	8,356	11,371	36 months	14%
Promissory note - originated in December 2023	1,100,000	1,175,000	12 months	10%
	4,745,997	5,275,473		
Less debt discount and debt issuance cost	(384,582)	(528,132)		

	4,361,415	4,747,341
Less current portion of promissory notes payable	3,296,969	3,340,492
Long-term promissory notes payable	$ 1,064,446	$ 1,406,849

During the six months ended June 30, 2025 and 2024, we recognized interest expense of $214,971 and $668,372, and amortization of debt discount, included in interest expense of $91,350 and $479,946, respectively.

Slate Advance Agreement

In March 2023 we entered into an agreement (the "Slate Agreement") with Slate Advance ("Slate") pursuant to which we sold $1,482,000 in future receivables (the "Slated Receivables Purchased Amount") to Slate in exchange for payment to the Company of $975,000 in cash less fees of $40,325. The Company agreed to pay Slate at maximum of $14,999 each day until the Slate Receivables Purchased Amount is paid in full. The term of the Slate Agreement is indefinite. There is no stated interest rate. We recorded the difference between the purchase price and the receivable purchase as a debt discount. The debt discount balance is amortized as payments are made and recorded as interest expense.

In order to secure payment and performance of the Company's obligations to Slate under the Slate Agreement, the Company granted to Slate a security interest in the following collateral: all accounts receivable and all proceeds as such term is defined by Article 9 of the UCC. We also agreed not to create, incur, assume, or permit to exist, directly or indirectly, any lien on or with respect to any of such collateral.

We analyzed the transaction under the guidance of ASC 470-60 Troubled Debt Restructuring to determine if the transaction qualified as a troubled debt restructuring. For a debt restructuring to be considered troubled, the debtor must be experiencing financial difficulty, and the creditor must have granted a concession. We analyzed the Slate Transaction under ASC 470-60 and determined that we met one of the definitions of a company experiencing financial difficulty, such as currently in default of any of our debts. As we are not in default, the fair value of the debt has not changed, we did not recognize gain or loss as the fair value has not changed, and the future undiscounted cash flows are not greater or smaller than the carrying value, the creditor has not granted any concessions. We believe that the debt does not fall into the troubled debt restructuring guidance since no concessions were granted by the creditor.

Effective June 1, 2023, the Company exchanged its convertible promissory note originally issued on December 21, 2021 in the amount of $555,555 in favor of Westland Properties, LLC for the issuance of a new promissory note issued in favor of Westland Properties, LLC in the amount of $665,000 (the "Exchange Note"). The original convertible Note was cancelled as a result of the exchange and the issuance of the Exchange Note. Terms of the Exchange Note include, without limitation, the following:

a. Principal balance of $665,000, interest rate of 3%, default interest rate of 18%;

b. $115,000 on or prior to July 25, 2023;

c. A series of nine (9) monthly payments to the Holder in the amount of $38,889 with the first payment beginning September 1, 2023 with the final payment to be adjusted for any interest; and

d. $200,000 on the earlier of (i) three (3) business days following the Company's successful listing ("Uplisting") on any of the NYSE American, the Nasdaq Capital Market, the Nasdaq Global Market, the Nasdaq Global Select Market or the New York Stock Exchange or (ii) the receipt of not less than $4,000,000 in funding from a single transaction (in either event an "Uplist Payment")

e. Maturity date of September 30, 2021. Notes were fully converted in February 2021

In addition to exchanging the original Note, Westland Properties, LLC forgave $4,724,299 in default accrued interest and interest of $179,782.

NOTE 12: COMMITMENTS AND CONTINGENCIES

Employment Related Claims

We view most legal proceedings involving claims of former employees as routine litigation incidental to the business, and therefore not material.

Litigation

In the ordinary course of business, we are involved in a number of lawsuits incidental to our business, including litigation related to intellectual property, employees, and commercial matters. Although it is difficult to predict the ultimate outcome of these cases, management believes that any ultimate liability would not have a material adverse effect on our consolidated financial condition or results of operations. However, an unforeseen unfavorable development in any of these cases could have a material adverse effect on our consolidated financial condition, results of operations, or cash flows in the period in which it is recorded.

NOTE 13: CAPITAL STOCK AND REVERSE STOCK SPLIT

Changes in Authorized Shares

On September 20, 2023, we filed an amendment to its Articles of Incorporation to effect a 1-for-600 reverse stock split of its issued and outstanding shares of common stock, each with $0.001 par value (‘Common Stock’). All per share amounts and number of shares, in the consolidated financial statements and related notes have been retroactively adjusted to reflect the reverse stock split.

Preferred Stock

As of June 30, 2025, we are authorized to issue 150,000 of Series A Preferred Stock with par value of $0.001.

Each share of Series A is the equivalent of 15,000 shares of Common Stock. Our Chief Executive Officer, Jason Remillard, holds 149,892 shares of our Series A Preferred Stock. Through his ownership of Series A Preferred Shares, Mr. Remillard has voting control over all matters to be submitted to a vote of our shareholders.

During the six months ended June 30, 2025 Chief Executive Officer, Jason Remillard converted 13 Series A Preferred Stock into 13,000,000 common stock.

As of June 30, 2025 and December 31, 2024, 148,445 and 149,492 shares of Series A were issued and outstanding, respectively.

As of June 30, 2025, we are authorized to issue 80,000 of Series B Preferred Stock with a par value of $10.00

Each share of Series B Preferred Stock (i) is convertible into Common Stock at a price per share equal to sixty one percent (61%) of the lowest price for our Common Stock during the twenty (20) days of trading preceding the date of the conversion; (ii) earns dividends at the rate of nine percent (9%) per annum; and, (iii) has no voting rights.

As of June 30, 2025 and December 31, 2024, -0- and -0- shares of Series B were issued and outstanding, respectively.

Common stock

As of June 30, 2025, we are authorized to issue 500,000,000 shares of Common stock with a par value of $0.001. All shares have equal voting rights, are non-assessable, and have one vote per share.

During the six months ended June 30, 2025, we issued Common stock as follows:

- 212,714,056 shares issued for conversion of debt;
- 13,000,000 shares issued for conversion of Series A preferred stock
- 892,860 shares issued for services

As of June 30, 2025 and December 31, 2024, 227,757,139 and 1,150,223 shares of Common stock were issued and outstanding, respectively.

Warrants

A summary of activity during the six months ended June 30, 2025 follows:

	Warrants Outstanding	
	Shares	Weighted Average Exercise Price
Outstanding, December 31, 2024	616,934	$ 8.03
Granted	-	-
Exercised	-	-
Forfeited/canceled	-	-
Outstanding, June 30, 2025	616,934	$ 8.03

During the six months ended June 30, 2025, 0 warrants were exercised cashless and we issued 0 shares of Common stock as a result.

The following table summarizes information relating to outstanding and exercisable warrants as of June 30, 2025:

Exercisable Warrants Outstanding		
Number of Warrants	Weighted Average Remaining Contractual life (in years)	Weighted Average Exercise Price
10	.45	$ 96,000.00
12	.81	$ 72,000.00
26	1.01	$ 21,600.00
5	1.25	$ 21,600.00
55	1.30	$ 5,929.10
124	1.48	$ 4,464.00
32	1.86	$ 3,600.00
3	1.86	$ 3,600.00
270,833	-	$ 0.60
250,000	-	$ 0.60
54,167	-	$ 0.60
41,667	-	$ 0.60
616,934	1.37	$ 8.03

NOTE 14: STOCK-BASED COMPENSATION

Stock Options

During the six months ended June 30, 2025, we granted options for the purchase of our Common stock to certain employees as consideration for services rendered. The terms of the stock option grants are determined by our Board of Directors. Our stock options generally vest upon the one-year anniversary date of the grant and have a maximum term of ten years.

The following summarizes the stock option activity for the six months ended June 30, 2025:

	Options Outstanding	Weighted-Average Exercise Price
Balance as of December 31, 2024	864,887	$ 1.25
Grants	-	-
Exercised	-	-
Cancelled	-	-
Balance as of June 30, 2025	864,887	$ 1.25

The following summarizes certain information about stock options vested and expected to vest as of June 30, 2025:

	Number of Options	Weighted-Average Remaining Contractual Life (In Years)		Weighted-Average Exercise Price
Outstanding	864,887	9.14	$	6.15
Exercisable	22,509	8.17	$	32.89
Expected to vest	842,378	9.14	$	1.54

As of June 30, 2025 and December 31, 2024, there was $156,715 and $644,886, respectively, of total compensation costs related to non-vested stock-based compensation arrangements which we expect to recognized within the next 12 months.

Restricted Stock Awards

The following summarizes the restricted stock activity for the six months ended June 30, 2025:

	Shares		Weighted-Average Fair Value
Balance as of December 31, 2024	5,288	$	314,361
Shares of restricted stock granted	-		-
Exercised	-		-
Cancelled	-		-
Balance as of June 30, 2025	5,288	$	314,361

Number of Restricted Stock Awards	June 30, 2025	December 31, 2024
Vested	413,862	413,862
Non-vested	-	-

NOTE 15: INTEREST EXPENSE

For the six months ended June 30, 2025 and 2024, the Company recorded interest expense as follows:

		Six months June 30, 2025		Six months June 30, 2024
Interest expense - convertible notes	$	257,831	$	307,047
Interest expense - notes payable		123,621		300,918
Other		145,832		119,557
Amortization of debt discount		95,130		1,098,336
	$	622,414	$	1,825,858

NOTE 16: RELATED PARTY TRANSACTIONS

Jason Remillard is our president and Chief Executive Officer and the sole director. Through his ownership of Series A Preferred Shares, Mr. Remillard has voting control over all matters to be submitted to a vote of our shareholders.

During the six months ended June 30, 2025, the Company borrowed $-0- from our CEO, our CEO paid operating expenses of $25,583 on behalf of the Company and the Company repaid $19,583 to our CEO.

As of June 30, 2025 and December 31, 2024, we had due to related party transactions in the amounts of $150,303 and $144,303, respectively.

NOTE 17: SUBSEQUENT EVENTS

The Company does not have any events subsequent to June 30, 2025, through August 14, 2025, the date the financial statements were issued for disclosure consideration, except for the following:

- On July 1, 2025, we issued 18,000,000 shares of Common Stock to Quick Capital LLC pursuant to an agreement with Quick Capital LLC, in exchange for $5,199 in note payable principal and $81 of accrued interest.
- On July 3, 2025, we issued 10,899,600 shares of Common Stock to Auctus Fund, LLC pursuant to an cashless warrant agreement with Auctus Fund, LLC.
- On July 11, 2025, we issued 12,500,000 shares of Common Stock to Jefferson Street Capital LLC pursuant to an agreement with Jefferson Street Capital LLC, in exchange for $2,500 in note payable principal.
- On July 24, 2025, we issued 14,069,900 shares of Common Stock to Auctus Fund, LLC pursuant to an cashless warrant agreement with Auctus Fund, LLC.
- On July 30, 2025, we issued 12,500,000 shares of Common Stock to Jefferson Street Capital LLC pursuant to an agreement with Jefferson Street Capital LLC, in exchange for $2,500 in note payable principal.
- On August 7, 2025, we issued 15,395,000 shares of Common Stock to Auctus Fund, LLC pursuant to an cashless warrant agreement with Auctus Fund, LLC.

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

The following discussion and analysis of the results of operations and financial condition for the three months ended June 30, 2025 and for the year ended December 31, 2024 should be read in conjunction with our consolidated financial statements, and the notes to those financial statements that are included elsewhere in this quarterly report on Form 10-Q for the quarter ended June 30, 2025 (the "Quarterly Report").

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions, or projections regarding future events or future results and therefore are, or may be deemed to be, "forward-looking statements." All statements other than statements of historical facts contained in this Quarterly Report may be forward-looking statements. These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "continues," "anticipates," "expects," "seeks," "projects," "intends," "plans," "may," "will," "would" or "should" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout this Quarterly Report, and include statements regarding our intentions, beliefs, or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies, future acquisitions, and the industry in which we operate.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We believe that these risks and uncertainties include, but are not limited to, those described in the "Risk Factors" section of the Annual Report, which include, but are not limited to, the following:

- *we will need additional capital to fund our operations;*
- *there is substantial doubt about our ability to continue as a going concern;*
- *we will face intense competition in our market, and we may lack sufficient financial and other resources to maintain and improve our competitive position;*
- *we are dependent on the continued services and performance of our founder and Chief Executive Officer, Jason Remillard;*
- *our common stock is currently quoted on the OTC Pink and is thinly traded, reducing your ability to liquidate your investment in us;*
- *we have had a history of losses and may incur future losses, which may prevent us from attaining profitability;*
- *the market price of our common stock may be volatile and may fluctuate in a way that is disproportionate to our operating performance;*
- *we have shares of preferred stock that have special rights that could limit our ability to undertake corporate transactions, inhibit potential changes of control, and reduce the proceeds available to our common stockholders in the event of a change in control;*
- *we have never paid and do not intend to pay cash dividends;*
- *our Chief Executive Officer has the ability to control all matters submitted to stockholders for approval, which limits our stockholders' ability to influence corporate affairs; and*
- *the other factors described in "Risk Factors."*

Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this quarterly report.

Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and industry developments may differ materially from statements made in or suggested by the forward-looking statements contained in this quarterly report. The matters summarized under "Overview", "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business" and elsewhere in this quarterly report could cause our actual results to differ significantly from those contained in our forward-looking statements. In addition, even if our results of operations, financial condition and liquidity, and industry developments are consistent with the forward-looking statements contained in this quarterly report, those results or developments may not be indicative of results or developments in subsequent periods.

In light of these risks and uncertainties, we caution you not to place undue reliance on these forward-looking statements. Any forward-looking statement that we make in this quarterly report speaks only as of the date of such statement, and we undertake no obligation to update any forward-looking statement or to publicly announce the results of any revision to any of those statements to reflect future events or developments, except as required by applicable law. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

Overview

We provide data security and privacy management solutions across the enterprise and in the cloud. With over 10,000 customers, we provide the visibility and control needed to protect data at scale, regardless of format, location, or consumer, and to facilitate compliance with fast-changing global data privacy requirements. Our customers include established leaders and up-and-coming businesses spanning the private and public/government sectors across diverse industries and fields, including financial services, healthcare, manufacturing, retail, technology, and telecommunications.

The mounting ransomware landscape and other threats to data have accelerated the rate at which businesses are adopting data security solutions and we believe that our portfolio of data security and privacy products provides a comprehensive solution set that we believe positions us to capitalize on that increased adoption rate and to establish our products as new data privacy and security standards. Our offerings are anchored in reliable and comprehensive privacy management and equip organizations with a seamless approach to safeguard data, protect against attacks, and otherwise mitigate the most critical risks.

Sector-specific US laws, state-level legislation, and outside-the-United States (OUS) regulations are confounding enterprises of all sizes for whom safeguarding and stewarding data is key, but for whom becoming specialists in privacy and security is not an element of their strategic roadmap. For many of these enterprises, we can bridge the gap between their need to protect data and their need to use their resources to grow their core business by offering turnkey solutions and related counseling and technical support to offset risks from data breaches and security incidents of various types. We provide products and services for the marketplace that are designed to protect data that is stored in the cloud, on-premises, and in hybrid cloud/on-premises environments, and data that is transmitted throughout the enterprise, including but not limited to by remote employees. Our suite of security products focuses on protecting sensitive files and email, confidential customer, patient and employee data, financial records, strategic and product plans, intellectual property and other proprietary information, allowing our customers to create, share, and protect their sensitive data wherever it is stored and however it is used.

We deliver solutions and capabilities that businesses can use in conjunction with their use of established cloud vendors such as Microsoft® Azure, Google® Cloud Platform (GCP), and Amazon® Web Services (AWS), as well as with on-premises databases and database applications and with virtualization platforms, such as those hosted or configured using VMWare®, Citrix®, and Oracle® products.

We sell or plan to sell substantially all of our products and services through a sales model that combines the leverage of a channel sales model or direct account management, thereby providing us with opportunities to grow our current customer base and deliver our value proposition for data privacy and security. We endeavor to use subscription models to license products and services, commonly for a paid in-advance, multiyear term that is auto-renewing. We also make use of channel partners, distributors, and resellers which sell to end-users of the products and services. This approach allows us to maintain close relationships with our customers and benefit from the global reach of our partners. Additionally, we are enhancing our product offerings and go-to-market strategy by establishing technology alliances within the IT infrastructure and security vendor ecosystem. Our sales and marketing focus for new organic growth is on organizations with 500 or more users who are adopting cloud services and can make larger purchases with us over time and have a greater potential lifetime value.

We continue to onboard to cloud-native technology adoption portals such as the Microsoft® Azure Marketplace and the Amazon® AWS Marketplace. Vendors may offer incentives to us as a software and services provider to onboard and market via their marketplace portals.

We strive to create new and innovative products and to improve existing products, proactively identifying and solving the data security needs of our customers.

As cloud adoption continues to accelerate, data privacy requirements get more complex, and data security becomes more challenging, we believe we are well positioned to capture more market share, continue to lead in strategic data security technology development, and prepare organizations for the next epoch in IT data privacy services.

Our Products

Each of our major product lines provides features and functionality that we believe enable our customers to optimally secure their data. Our products are modular, giving our customers the flexibility to select what they require for their business needs and to expand their usage by simply adding a license. We currently offer the following products and services:

- **Cyren® Threat Intelligence Service (TIS)**, a well-established offering in emerging and active threats occurring around the world. With large, velocity-based data sets, TIS provides unique data products for some of the world's leading security, response, software and service providers. Capabilities delivered within the Threat Intelligence suite include:

    - **Email Security Engine,** protects against phishing, malware, and inbound and outbound spam. Our industry-leading detection provides real-time blocking of email threats and abuse in any language or format with virtually no false positives.

    - **Threat InDepth,** receives early threat information with real-time technical threat intelligence feeds of emerging malware and phishing threats.

    - **Web Security Engine,** an AI-driven tool that makes decisions aided by advanced heuristics and 24×7 analysts; covers 82 threat categories, including web threats such as phishing, fraud. Malware integration options include an SDK, cloud API, daemon, and container.

    - **Malware Detection,** a feature with approximately 100 mini engines that scan unique objects within a file, unpack files and defeat obfuscation used by malware authors. This tool spots threats with heuristic analysis, advanced emulation, and intelligent signatures.

    - **Hybrid Analyzer,** a feature that combines static malware analysis and advanced emulation technology that quickly uncovers behaviors without executing files. File properties and behaviors are scored to indicate likelihood of maliciousness. Equally effective in connected and air-gapped environments.

- **Data443® Ransomware Recovery Manager** (also known as SmartShield™), a unique offering designed to recover a workstation immediately upon infection to the last known business-operable state, without requiring any end user or IT administrator intervention.

- **Data443® Data Identification Manager** (also known as ClassiDocs® and FileFacets®), our data classification and governance technology, which supports the California Consumer Privacy Act ("CCPA"), the General Personal Data Protection Law ("LGPD") (Brazil) and the General Data Protection Regulation ("GDPR") (Europe) compliance in a Software-as-a-Service (SaaS) platform that performs sophisticated data discovery and content searching of structured and unstructured data within corporate networks, servers, content management systems, email, desktops, and laptops.

- **Data443® Data Archive Manager** (also known as ArcMail®), a simple, secure, and cost-effective enterprise data retention management and archiving.

- **Data443® Sensitive Content Manager** (also known as ARALOC®), a secure, cloud-based platform for managing, protecting and distributing digital content to desktop and mobile devices, which protects an organization's confidential content and intellectual property assets from accidental leakage or intentional misappropriation - without impeding all other authorized users of the content and stakeholders from collaborating.

- **Data443® Data Placement Manager** (also known as DATAEXPRESS®), a data transport, transformation, and delivery product trusted by leading financial organizations worldwide.

- **Data443® Access Control Manager** (also known as "Resilient Access"), enables fine-grained access controls across a wide variety of platforms at scale for internal client systems and commercial public cloud platforms like Salesforce®, Box.Net, Google® G Suite, Microsoft® OneDrive, and others.

- **Data443® Blockchain Protection Manager** (also known as ClassiDocs® for Blockchain), provides an active implementation for the Ripple XRP that protects blockchain transactions from inadvertent disclosure and data leaks.

- **Data443® Global Privacy Manager**, the privacy compliance and consumer loss mitigation platform which is integrated with Data443® Data Identification Manager to do the delivery portions of GDPR and CCPA as well as process privacy-related requests under such laws, and therefore enables customers to manage the full range of privacy-law driven requirements, such as responding to permitted consumer demands for access or removal, as well as to remediate issues and monitor and report on status and compliance.

- **Data443® IntellyWP**, products for enhancing the user experience for the world's largest content management platform, WordPress.

- **Data443® Chat History Scanner**, which scans chat messages for compliance, security, personally identifiable information (PII), personal information (PI), payment card industry (PCI) information as well as any custom keywords selected by the customer, and which can be used with third party platforms such as the Zoom Video Communications, Inc. video conferencing platform.

- **Data443® - GDPR Framework, CCPA Framework, and LGPD Framework WordPress® Plugins**, which help organizations of all sizes comply with privacy rules and regulations from Europe, California, and Brazil, and are currently used by over 30,000 active site owners. We offer the plugins with a "freemium" business model, i.e., basic features at no cost and additional or more advanced features at a premium.

Outlook

Our objective is to further integrate our suite of data security, ransomware protection, and privacy products and offer the products alone or in combination to enterprise customers directly and via our partner channels. We aim to position our products to meet the challenges our customers face - data privacy concerns grow in lockstep with security breaches, the need to continually expand data storage, and to meet telework, telehealth, and remote learning requirements.

We have relied on and expect to continue to benefit from strategic acquisitions of products, talent, and an established customer base to contribute to our long-term growth objectives.

Key elements of our growth strategy may be summarized as follows:

Acquisitions. We intend to aggressively pursue acquisitions of other cybersecurity software and service providers focused on the data security sector. We target companies with a developed and/or steady client base, as well as companies with offerings that complement our existing suite of products.

Research & Development; Innovation. We intend to increase our spending on research and development to create new and innovative products and to improve existing products, proactively identifying and solving the data security needs of our clients.

Grow Our Customer Base. We believe the continued challenges businesses face in managing their enterprise data and the ever-evolving landscape of cybersecurity threats will keep the demand high for the type of products and services we offer. We intend to capitalize on this demand by continually developing and curating a collection of products and services that are attractive and relevant to both our established revenue base and to new customers.

Expand Our Sales Capacity. We believe that continuing to expand our sales force will be essential to achieving our expansion and growth. We intend to expand our sales capacity by adding sales and marketing employees, with heavy focus on customer success and leveraging our existing customer relationships.

Management's Plans

Our plan is to continue to grow our business through strategic acquisitions, and then expand selling across our subsidiaries and affiliated companies. During the next twelve months, we anticipate incurring costs related to (i) filing of Exchange Act reports; and (ii) operating our businesses. We will require additional operating capital to maintain and continue operations. We will need to raise additional capital through debt or equity financing, and there is no assurance we will be able to raise the necessary capital.

While we primarily report income based on recognized and deferred revenue, another measurement internally for the business is booked revenues. Management uses this measure to track numerous indicators such as: contract value growth; initial contract value per customer; and certain other values that change quarter-over-quarter. These results may also be subject to, and impacted by, sales compensation plans, internal performance objectives, and other activities. We continue to increase revenue from our existing operations. We generally recognize revenue from customers ratably over the terms of their subscription, which is generally one year at a time. As a result, a substantial portion of the revenue we report in each period is attributable to the recognition of deferred revenue relating to agreements that we executed during previous periods. Consequently, any increase or decline in new sales or renewals in any one period will not be immediately reflected in our revenue for that period. Any such change, however, would affect our revenue in future periods. Accordingly, the effect of downturns or upturns in new sales and potential changes in our rate of renewals may not be fully reflected in our results of operations until future periods.

Recent Developments

Acquisition of Certain Assets of Cyren Ltd.

On May 15, 2023 we entered into an agreement to purchase certain assets (the "Cyren Assets") of Cyren Ltd. ("Cyren") a company that provided emerging and high-volume risk mitigation services for some of the world's largest name brand organizations prior to its bankruptcy filing in February 2023. Pursuant to a purchase agreement, the appointed receiver for the Cyren Assets (the "Receiver") agreed to sell, transfer, assign, convey and deliver to us, and we agreed to purchase from the Receiver, all right, title, and interest in and to the Cyren Assets, as further described in the purchase agreement, as amended on December 12, 2023 (as so amended, the "Purchase Agreement"). On December 15, 2023 we closed the transaction.

Under the terms of the Purchase Agreement, we acquired goodwill, clients, proprietary technology and intellectual property related to three services: threat intelligence, URL categorization and email security. We believe the transaction enhances our existing product portfolio and accelerates the development of next-generation solutions. Cyren's technology is based on a combination of artificial intelligence, machine learning and big-data analytics, which we believe enables Cyren to identify and mitigate threats in real time, sooner than many competitors.

Cyren's clients include some of the world's largest name brand organizations and provides fast-breaking threat detection services and threat intelligence to major firewall vendors, email providers, leading cybersecurity vendors, and other industries such as gaming and e-commerce.

We believe that the Cyren technology, services and customers strengthen our competitive position by broadening our product offerings and enhancing our technological capabilities.

Results of Operations for the Three and Six Months Ended June 30, 2025 Compared to the Three and Six Months Ended June 30, 2024

Our operations for the three months ended June 30, 2025 and 2024 are outlined below:

	Three Months Ended June 30			
	2025	**2024**	**$ Change**	**% Change**
Revenue	$ 1,432,027	$ 1,149,085	$ 282,942	25%
Cost of revenue	229,330	807,271	(577,741)	(72)%
Gross Profit	1,202,697	342,014	860,683	252%
Gross Profit Percentage	84%	30%		
Operating expense	1,231,301	1,095,799	135,502	12%
Other income (expense)	(289,367)	(757,012)	467,645	62%
Net loss	$ (317,971)	$ (1,510,797)	$ 1,192,826	79%

Revenue

The increase in revenue is due to an increase in revenue from Cyren Engine cyber security products and multi-year renewals of our legacy data security products. We continue to see organic growth in increased consumption of our services that contain storage or volume components, matching our expectations and as is reflected in our continuing Annual Recurring Revenue ("ARR') growth.

Cost of Revenue

Cost of revenue consists of direct expenses, such as labor, shipping, and supplies. The decrease in cost of revenue is a result of our significant efforts to reduce/minimize the operating footprint of the Cyren Assets and our significant cost saving efforts.

Operating Expenses

For the three months ended June 30, 2025 and 2024 our operating expenses were as follows:

	Three Months Ended June 30,			
	2025	2024	$ Change	% Change
General and administrative	$ 1,177,987	$ 1,004,497	$ 173,490	17%
Sales and marketing	53,314	91,302	(37,988)	(42)%
Total operating expenses	$ 1,231,301	$ 1,095,799	$ 135,502	12%

General and Administrative Expenses

The general and administrative expenses primarily consisted of management costs, costs to integrate assets we acquired and to expand sales, product enhancements, audit and review fees, filing fees, professional fees, and other expenses related to SEC reporting, in connection with the projected growth of our business. Additionally, we continue to incur specific one-time costs in relation to our planned national exchange-based uplisting, additional financing activities and related functions. The increase in general and administrative expense was primarily due to overall increase in price of services and goods.

Sales and Marketing Expenses

The sales and marketing expenses primarily consisted of additional focus on cross-sell, upsell and growth in existing contracts from customers. As our retention activities of the assets of Cyren customer base has largely transitioned to increased consumption and quality of service delivery efforts. The decrease in sales and marketing expense is primarily due to changes in staffing related to the sales and marketing function.

Other income (expense)

Other income (expenses) for the three months ended June 30, 2025 consisted primarily of interest expense. Other expenses for the three months ended June 30, 2024 consisted of interest expense.

Net Loss

Net loss decreased 79% from $1,510,797 for the three months ended June 30, 2024 to $317,971 for the three months ended June 30, 2025. The net loss was mainly derived from an operating loss of $28,604, and interest expense of $291,121. The net loss for the three months ended June 30, 2024 was mainly derived from an operating loss of $753,785, and interest expense of $755,446. The decrease in Net Loss was primarily due to the decrease in cost of revenue as we focused on reducing our spend on data center cost related to the Cyren asset acquisition and a decrease in interest expense.

Our operations for the six months ended June 30, 2025 and 2024 are outlined below:

	Six Months Ended June 30,		Change	
	2025	2024	$	%
Revenue	$ 2,598,616	$ 2,660,143	$ (61,527)	(2)%
Cost of revenue	602,480	1,420,229	(817,549)	(58)%
Gross Profit	1,996,136	1,240,114	(756,022)	61%
Gross Profit Percentage	77%	47%		
Operating expense	2,367,018	2,554,212	(187,194)	(7)%
Other income (expense)	(623,753)	(1,825,858)	1,202,105	66%
Net loss	$ (994,635)	$ (3,139,956)	$ 2,145,321	68%

Revenue

Revenues decreased slightly by 2% from $2,660,143 for the six months ended June 30, 2024 to $2,598,616 for the six months ended June 30, 2025. We continue to see organic growth in increased consumption of our services that contain storage or volume components, matching our expectations and as is reflected in our continuing Annual Recurring Revenue ("ARR") growth. We are offering and closing deals based on professional services consulting to further enable our technological capabilities within our existing customer base.

Cost of Revenue

Cost of revenue consists of direct expenses, such as labor, shipping, and supplies. The decrease in cost of revenue is a result of our significant efforts to reduce/minimize the operating footprint of the Cyren Assets and our significant cost saving efforts.

Operating Expenses

For the six months ended June 30, 2025 and 2024 our operating expenses were as follows:

	Six Months Ended June 30,		**Change**	
	2025	**2024**	**$**	**%**
General and administrative	$ 2,294,780	$ 2,177,801	$ 116,979)	5%
Sales and marketing	72,238	376,411	(304,173)	(81)%
Total operating expenses	$ 2,367,018	$ 2,554,212	$ (187,197)	(7)%

General and Administrative Expenses

The general and administrative expenses primarily consisted of management costs, costs to integrate assets we acquired and to expand sales, product enhancements, audit and review fees, filing fees, professional fees, and other expenses related to SEC reporting, including the re-classification of sales-related management expenses, in connection with the projected growth of our business. Additionally, we continue to incur specific costs in relation to our planned uplist to the Nasdaq Capital Markets, additional financing activities and related functions. The increase in general and administrative expense was primarily due to overall increase in price of services and goods.

Sales and Marketing Expenses

The sales and marketing expenses primarily consisted of additional focus on cross-sell, upsell and growth in existing contracts from customers. As our retention activities of the assets of Cyren customer base has largely transitioned to increased consumption and quality of service delivery efforts. The decrease in sales and marketing expense is primarily due to changes in staffing related to the sales and marketing function.

Other income (expense)

Other income (expenses) for the six months ended June 30, 2025 consisted primarily of interest expense. Other expenses for the three months ended June 30, 2024 consisted of interest expense.

Net Loss

Net loss decreased 68% from $3,139,956 for the six months ended June 30, 2025 to $994,635 for the six months ended June 30, 2025. The net loss was mainly derived from an operating loss of $370,882, and interest expense of $622,414. The net loss for the six months ended June 30, 2024 was mainly derived from an operating loss of $1,314,098, and interest expense of $1,821,338.

Accumulated Losses

We had a net operating loss carryfowards of approximately $6 million from prior operations in 2017, before our current President and Chief Executive Officer acquired a controlling interest in the company. Subsequent to this and through June 30, 2025, we have relied on convertible notes and other debt instruments that may contain unfavorable discounts, origination fees, and have embedded conversion features that are subject to derivative treatment for accounting purposes. Due primarily to this treatment of convertible notes, debt and related derivative accounting, since 2017, we have accumulated deficits of approximately $14.1 million due to derivative valuations and $16.9 million expensed for interest and amortization of debt discounts for financing and other origination fees.

Liquidity and Capital Resources

Working Capital

The following table provides selected financial data about our company as of June 30, 2025 and December 31, 2024, respectively.

	June 30, 2025	December 31, 2024	Change	%
Current assets	$ 162,011	$ 199,984	$ (37,973)	(19)%
Current liabilities	$ 17,144,554	$ 16,981,610	$ 162,944	1%
Working capital deficiency	$ (16,982,543)	$ (16,781,626)	$ (200,917)	(8)%

We require cash to fund our operating expenses and working capital requirements, including outlays for capital expenditures. As of June 30, 2025, we had cash balance of $59,671 and our principal sources of liquidity were trade accounts receivable of $102,340, as compared to cash of $168,208 and trade accounts receivable of $31,776 as of December 31, 2024.

During the last two years, and through the date of this Report, we have faced an increasingly challenging liquidity situation that has limited our ability to execute our operating plan. We will need to obtain capital to continue operations. There is no assurance that we will be able to secure such funding on acceptable terms. During the three months ended June 30, 2025, we reported a loss from operations of $28,604.

As of June 30, 2025, we had assets of cash in the amount of $59,671 and other current assets in the amount of $102,340. As of June 30, 2025, we had current liabilities of $17,144,554. Our accumulated deficit as of June 30, 2025 was $62,738,653.

As of December 31, 2024, we had assets of cash in the amount of $168,208 and other current assets in the amount of $31,776. As of December 31, 2024, we had current liabilities of $16,981,610. We accumulated deficit as of December 31, 2024 was $61,744,018.

The revenues generated from our current operations will not be sufficient to fund our planned growth. We will require additional capital to continue to operate our business, and to further expand our business. Sources of additional capital through various financing transactions or arrangements with third parties may include equity or debt financing, bank loans or revolving credit facilities. We may not be successful in locating suitable financing transactions in the time period required or at all, and we may not obtain the capital we require by other means. Unless we can attract additional investment, our operating as a going concern is in doubt.

We are now obligated to file annual, quarterly and current reports with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") and the rules subsequently implemented by the SEC and the Public Company Accounting Oversight Board ("PCAOB") have imposed various requirements on public companies, including requiring changes in corporate governance practices. We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities of ours more time-consuming and costly. In order to meet the needs to comply with the requirements of the Exchange Act, we will need investment of capital.

Management has determined that additional capital will be required in the form of equity or debt securities. There is no assurance that management will be able to raise capital on terms acceptable to us, or at all.

If we are unable to obtain sufficient amounts of additional capital, we may have to cease filing the required reports and cease operations completely. If we obtain additional funds by selling any of our equity securities or by issuing common stock to pay current or future obligations, the percentage ownership of our stockholders will be reduced, stockholders may experience additional dilution, or the equity securities may have rights preferences or privileges senior to the common stock.

Cash Flow

	Six Months Ended June 30,		
	2025	**2024**	**Change**
Cash (used in) provided by operating activities	$ (32,047)	$ 567,271	$ (599,318)
Cash used in investing activities	$ -	$ -	$ -
Cash used in by financing activities	$ (76,487)	$ (604,261)	$ (527,774)
Cash on hand	$ 59,671	$ 47,580	$ 42,020

Operating Activities

During the three months ended June 30, 2025, we used $32,047 from operating activities, compared to $567,271 provided by during the three months ended June 30, 2024.

Investing Activities

During the three months ended June 30, 2025, we used $-0- funds in investing activities. During the three months ended June 30, 2024, we used funds in investing activities of $-0- to acquire property and equipment.

Financing Activities

During the three months ended June 30, 2025, we raised $132,500 from issuance of convertible debt; proceeds from related party of $25,583 and repaid $19,583 to related party; repayment of convertible note payable of $50,000, and repayment of $164,987 on notes payable. For June 30, 2025 we had net cash outflows for financing activities of $76,487. By comparison, during the June 30, 2024, we raised $310,910 from issuance of convertible debt; proceeds from related party of $155,862; repayment of convertible note payable of $300,652 repayment of $570,084 on notes payable; and repayment to related party of $200,297. For June 30, 2024 we had net cash outflows for financing activities of $604,261.

We are dependent upon the receipt of capital investment or other financing to fund our ongoing operations and to execute our business plan. If continued funding and capital resources are unavailable at reasonable terms, we may not be able to implement our plan of operations.

Off-Balance Sheet Arrangements

As of June 30, 2025, we did not have any off-balance sheet arrangements.

Critical Accounting Policies

Critical Accounting Policies and Significant Judgments and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of income and expense during the reporting periods presented.

Our critical estimates include revenue recognition and intangible assets. Although we believe that these estimates are reasonable, actual results could differ from those estimates given a change in conditions or assumptions that have been consistently applied. We also have other policies that we consider key accounting policies, such as our policy for revenue recognition, however, the application of these policies does not require us to make significant estimates or judgments that are difficult or subjective.

The critical accounting policies used by management and the methodology for its estimates and assumptions are as follows:

Convertible Financial Instruments

We bifurcate conversion options from their host instruments and accounts for them as free standing derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. An exception to this rule is when the host instrument is deemed to be conventional, as that term is described under applicable GAAP.

When we have determined that the embedded conversion options should not be bifurcated from their host instruments, discounts are recorded for the intrinsic value of conversion options embedded in the instruments based upon the differences between the fair value of the underlying Common Stock at the commitment date of the transaction and the effective conversion price embedded in the instrument.

Stock-Based Compensation

We measure the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors, the fair value of the award is measured on the grant date. For non-employees, as per ASU No. 2018-7, *Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Stock-Based Payment Accounting,* remeasurement is not required. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Stock-based compensation expense is recorded by us in the same expense classifications in the consolidated statements of operations, as if such amounts were paid in cash. Also, refer to Note 2 – Summary of Significant Accounting Policies, in the consolidated financial statements that are included in this Annual Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, we are not required to provide information regarding this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate, to allow timely decisions regarding required disclosures. However, our chief executive officer and our chief financial officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under Exchange Act) as of the end of the period reported on this Quarterly Report on Form 10-Q and have concluded that we have material weaknesses and significant deficiencies in our internal control over financial reporting as described below. Accordingly, our disclosure controls and procedures were not sufficient to accomplish their objectives at the reasonable assurance level as of June 30, 2024.

Management's Report of Internal Control over Financial Reporting

Our chief executive officer and our chief financial officer are responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) under the Exchange Act. An evaluation was performed of the effectiveness of our internal control over financial reporting. The evaluation was based on the framework in 2013 Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

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

Based on our evaluation under the criteria set forth in 2013 Internal Control — Integrated Framework, our management concluded that, as of June 30, 2025 our internal control over financial reporting was not effective because of the identification of material weaknesses described as follows:

- We did not have controls designed to validate the completeness and accuracy of underlying data used in the determination of accounting transactions. Accordingly, we believe we have a material weakness because there is a reasonable possibility that a material misstatement to the interim or annual consolidated financial statements would not be prevented or detected on a timely basis.

- We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

- We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.

- We do not have a functioning audit committee or outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

Remediation Plan for Material Weaknesses in Internal Control over Financial Reporting

Our management is committed to improving its internal controls when we have adequate resources to do so, we appointed a full-time Chief Financial Officer in September but do not currently have independent directors or an audit committee. Until there are independent directors and an audit committee, we will mitigate the lack of segregation of duties by (i) continuing to use third party specialists to assist us with accounting and finance; and (ii) commissioning frequent reconciliations of significant accounts using independent auditors.

Our Management has discussed the material weaknesses noted above with our independent registered public accounting firm. Due to the nature of these material weaknesses, it is reasonably possible that misstatements which could be material to the annual or interim consolidated financial statements could occur that would not be prevented or detected during our financial close and reporting process.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the three months ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material litigation.

ITEM 1A. RISK FACTORS

Investing in our Common Stock involves a high degree of risk. You should carefully consider the risk factors in our Annual Report, as well as other information in this Quarterly Report, before deciding whether to invest in the shares of our Common Stock. The occurrence of any of the events described in our Annual Report could have a material adverse effect on our business, financial condition or results of operations. In the case of such an event, the trading price of our Common Stock may decline and you may lose all or part of your investment.

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

During the three months ended June 30, 2025, we issued shares of our common stock as follows, pursuant to exemption from registration pursuant to Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder:

- On April 1, 2025, we issued 4,850,000 shares of Common Stock to Mast Hill Fund, LP pursuant to an agreement with Mast Hill Fund, LP, in exchange for $1,261 of accrued interest.
- On April 9, 2025, we issued 5,789,877 shares of Common Stock to One44 Capital LLC pursuant to an agreement with One44 Capital LLC, in exchange for $1,100 in note payable principal and $313 of accrued interest.
- On April 9, 2025, we issued 5,830,988 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $1,399 in note payable principal.
- On April 11, 2025, we issued 5,830,988 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $1,399 in note payable principal.
- On April 16, 2025, we issued 5,830,988 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $1,399 in note payable principal.
- On April 22, 2025, we issued 6,730,769 shares of Common Stock to Jefferson Street Capital LLC pursuant to an agreement with Jefferson Street Capital LLC, in exchange for $1,000 in note payable principal.
- On April 22, 2025, we issued 5,830,988 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $1,399 in note payable principal.
- On April 28, 2025, we issued 5,830,988 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $1,399 in note payable principal.
- On May 5, 2025, we issued 5,830,988 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $749 in note payable principal.
- On May 9, 2025, we issued 7,910,600 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $1,373 in note payable principal.
- On May 13, 2025, we issued 8,461,538 shares of Common Stock to Jefferson Street Capital LLC pursuant to an agreement with Jefferson Street Capital LLC, in exchange for $1,450 in note payable principal.
- On May 28, 2025, we issued 9,018,536 shares of Common Stock to Fast Capital LLC pursuant to an agreement with Fast Capital LLC, in exchange for $1,705 in note payable principal.
- On June 6, 2025, we issued 8,846,153 shares of Common Stock to Jefferson Street Capital LLC pursuant to an agreement with Jefferson Street Capital LLC, in exchange for $1,550 in note payable principal.
- On June 24, 2025, we issued 19,833,333 shares of Common Stock to Quick Capital LLC pursuant to an agreement with Quick Capital LLC, in exchange for $4,672 in note payable principal and $1,268 of accrued interest.
- On June 25, 2025, we issued 9,326,923 shares of Common Stock to Jefferson Street Capital LLC pursuant to an agreement with Jefferson Street Capital LLC, in exchange for $1,675 in note payable principal.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

		Incorporated by Reference		
Exhibit Number	Exhibit Description	Form	Exhibit	Filing Date/ Period End Date
4.1				
31.1	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.			
31.2	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer.			
32.1	Section 1350 Certification of Chief Executive Officer.			
32.2	Section 1350 Certification of Chief Financial Officer.			
101	Inline XBRL Document Set for the condensed consolidated financial statements and accompanying notes in Part I, Item 1, "Financial Statements" of this Quarterly Report on Form 10-Q.			
104	Inline XBRL for the cover page of this Quarterly Report on Form 10-Q, included in the Exhibit 101 Inline XBRL Document Set.			

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, our Company caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 14, 2025	DATA443 RISK MITIGATION, INC.	
	By:	*/s/ Jason Remillard*
	Name:	JASON REMILLARD
	Title:	Chief Executive Officer, (Principal Executive Officer)