

Technical Communications Corporation

100 Domino Drive, Concord, MA 01742

978-287-5100

www.tccsecure.com

Annual Report

For the period ending September 30, 2023] (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,854,403 as of 12/28/2023 (Current Reporting Period Date or More Recent Date)

1,854,403 as of 9/30/23 (Most Recent Completed Fiscal Year End)

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ “Change in Control” shall mean any events resulting in:

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

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

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

Technical Communications Corporation
100 Domino Drive
Concord, MA 01742

Current State and Date of Incorporation or Registration: MA-1961
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

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

NA

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

NA

Address of the issuer's principal executive office:

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Equiniti Trust Company, LLC
Phone: 888-999-0032
Email: Trustonline@XPSgroup.com
Address: 6201 15th Avenue, Brooklyn, NY 11219_____

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>TCCO</u>
Exact title and class of securities outstanding:	<u>COMMON</u>
CUSIP:	878409 10 1
Par or stated value:	\$.10
Total shares authorized:	1,854,403 <u>as of date: 12/28/23</u>
Total shares outstanding:	1,854,403 <u>as of date: 12/28/23</u>
Total number of shareholders of record:	1,854,403 <u>as of date: 12/28/23</u>

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

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

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

Exact title and class of the security:	NA_____
Par or stated value:	_____
Total shares authorized:	_____ <u>as of date:</u> _____
Total shares outstanding:	_____ <u>as of date:</u> _____
Total number of shareholders of record:	_____ <u>as of date:</u> _____

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

Security Description:

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

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

On August 7, 2014, the Board of Directors of the Company adopted a Stockholder Rights Plan to replace the Company's former plan, which had expired on August 5, 2014. The new plan is substantially similar to the former plan, and was not adopted in response to any specific takeover threat. In adopting the plan, the Board declared a dividend distribution of one common stock purchase right for each outstanding share of common stock of the

Company, payable to stockholders of record at the close of business on August 18, 2014. Until the rights become exercisable, which occurs with certain exceptions when a person or affiliated group acquires 15% or more of TCC's common stock, they will trade automatically with the common stock and separate rights certificates will not be issued. Each right, once exercisable, will entitle the holder (other than rights owned by the acquiring person or group) to buy one share of the common stock at a price of \$25 per share, subject to certain adjustments. The rights can generally be redeemed by the Company at \$.001 per right at any time prior to the close of business on the tenth business day after there has been a public announcement of the acquisition of beneficial ownership by any person or group of 15% or more of the Company's outstanding common stock, subject to certain exceptions. The rights will expire on August 6, 2024 unless earlier redeemed

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

_____ NA _____

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

_____ NA _____

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

_____ NA _____

3) **Issuance History**

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

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

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

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

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

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date _____	Common: _____	Preferred: _____							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> :									
Date _____	Common: _____	Preferred: _____							

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

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

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

4) Issuer's Business, Products and Services

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

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

Manufacture of secure communication and data equipment

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

NA

C. Describe the issuers' principal products or services.

CipherX and KEYNET network security products, CSD voice and fax systems, and CSD and DSD military ciphering products.

5) Issuer's Facilities

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

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

Leasing property at 100 Domino Drive, Concord, MA 01742, valid lease through 3/31/24

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

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

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

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

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Carl Guild</u>	<u>CEO&Acting CFO</u>	<u>Andover, MA</u>	<u>322,459</u>	<u>Common</u>	<u>17.2</u>	_____
<u>Thomas Peoples</u>	<u>Director</u>	<u>Lessburg, VA</u>	<u>26,490</u>	<u>Common</u>	<u>1.4</u>	_____
<u>Francisoc Blanco</u>	<u>Director</u>	<u>Annapolis, MD</u>	<u>23,800</u>	<u>Common</u>	<u>1.3</u>	_____
<u>Ralph Norwood</u>	<u>Director</u>	<u>Kennebunk, ME</u>	<u>5,400</u>	<u>Common</u>	<u>.3</u>	_____
_____	_____	_____	_____	_____	_____	_____

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

NA

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or

otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

NA

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

NA

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

NA

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

NA

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

NA

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

NA

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	<u>Brenda Hamilton</u>
Address 1:	<u>Hamilton & Associates Law Group</u>
Address 2:	<u>200 East Palmetto Park Road Suite 103, Boca Rato, FL 33432</u>
Phone:	<u>561-416-8956</u>
Email:	<u>bhamilton@securitieslawyer101.com</u>

Accountant or Auditor

Name: Cecilia Frerotte
Firm: Wolf & Company, P.C.
Address 1: 255 State Street, Boston, MA 02109
Address 2: _____
Phone: 617-439-9700
Email: cfreerotte@wolfandco.com

Investor Relations

Name: Jordan Hirsch
Firm: Equiniti Trust Company, LLC
Address 1: 6201 15th Avenue, Brooklyn, NY 11219
Address 2: _____
Phone: 888-999-0032
Email: Trustonline@XPSgroup.com

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: Neal Grinnell
Title: Accounting&Admin Manager
Relationship to Issuer: employee

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

IFRS
 U.S. GAAP

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

Name: Cecilia Frerotte

Title: CPA consultant

Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵ CPA

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Carl Guild certify that:

1. I have reviewed this Disclosure Statement for Technical Communications C;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under

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

which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/28/2023 [Date]

/s/Carl Guild

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

Principal Financial Officer:

I, Carl Guild certify that:

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

12/28/2023 [Date]

/s/Carl Guild

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

TECHNICAL COMMUNICATIONS CORPORATION AND SUBSIDIARY
Consolidated Balance Sheets (Unaudited)
September 30, 2023 and September 24, 2022

	<u>2023</u>	<u>2022</u>
<u>Assets</u>		
Current Assets:		
Cash and cash equivalents	\$ 34,247	\$ 6,727
Accounts receivable - trade	1,217,068	15,174
Government grant receivable - Employee retention credit	-	515,966
Inventories, net	920,770	966,185
Other current assets	75,886	186,963
Total current assets	<u>2,247,971</u>	<u>1,691,015</u>
Equipment and leasehold improvements	4,556,144	4,556,144
Less: accumulated depreciation and amortization	<u>(4,549,664)</u>	<u>(4,544,778)</u>
Equipment and leasehold improvements, net	<u>6,480</u>	<u>11,366</u>
Operating lease right-of-use asset	<u>84,377</u>	<u>248,462</u>
Total Assets	<u>\$ 2,338,828</u>	<u>\$ 1,950,843</u>
<u>Liabilities and Stockholders' Deficit</u>		
Current Liabilities:		
Current maturities of notes payable – long-term	\$ 3,023	\$ 1,996
Current maturities of related party notes payable	1,129,429	3,000,000
Current operating lease liabilities	81,887	164,086
Accounts payable	1,002,983	160,807
Customer deposits	23,933	3,933
Accrued liabilities:		
Accrued compensation and related expenses	287,859	204,412
Accrued interest	<u>371,439</u>	<u>118,208</u>
Total current liabilities	2,900,553	3,653,442
Long-term operating lease liability	2,490	84,376
Related party note payable – long-term, net of current maturities	2,870,571	-
Note payable – long-term, net of current maturities	<u>146,977</u>	<u>148,004</u>
Total Liabilities	<u>5,920,591</u>	<u>3,885,822</u>
Commitments and contingencies		
Stockholders' Deficit:		
Common stock, par value \$0.10 per share; 7,000,000 shares authorized; 1,854,403 shares issued and outstanding at September 30, 2023 and September 24, 2022	185,440	185,440
Additional paid-in capital	4,402,720	4,364,687
Accumulated deficit	<u>(8,169,923)</u>	<u>(6,485,106)</u>
Total stockholders' deficit	<u>(3,581,763)</u>	<u>(1,934,979)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 2,338,828</u>	<u>\$ 1,950,843</u>

TECHNICAL COMMUNICATIONS CORPORATION AND SUBSIDIARY
Consolidated Statements of Operations (Unaudited)
Years ended September 30, 2023 and September 24, 2022

	2023	2022
Net revenue	\$ 1,722,687	\$ 1,303,935
Cost of revenue	1,168,235	1,289,920
Gross profit	554,452	14,015
Operating expenses:		
Selling, general and administrative	1,321,638	1,914,336
Product development	664,546	816,633
Total operating expenses	1,986,184	2,730,969
Operating loss	(1,431,732)	(2,716,954)
Other income (expense):		
Interest income	14,238	515,966
Interest expense	(267,323)	(130,151)
Total other income (expense)	(253,085)	385,815
Net loss	\$ (1,684,817)	\$ (2,331,139)
Net loss per common share:		
Basic	\$ (0.91)	\$ (1.26)
Diluted	\$ (0.91)	\$ (1.26)
Weighted average shares:		
Basic	1,854,403	1,854,403
Diluted	1,854,403	1,854,403

TECHNICAL COMMUNICATIONS CORPORATION AND SUBSIDIARY
Consolidated Statements of Cash Flows (Unaudited)
Years ended September 30, 2023 and September 24, 2022

	<u>2023</u>	<u>2022</u>
Net loss	\$ (1,684,817)	\$ (2,331,139)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	4,886	5,996
Stock-based compensation	38,033	51,718
Changes in certain operating assets and liabilities:		
Accounts receivable	(1,201,894)	265,633
Government grant receivable	515,966	(515,966)
Inventories	45,415	191,197
Other current assets	111,077	(17,484)
Customer deposits	20,000	(41,191)
Accounts payable and other accrued liabilities	1,178,854	112,902
Net cash used in operating activities	(972,480)	(2,278,334)
Investing Activities:		
Additions to equipment and leasehold improvements	-	(12,961)
Net cash used in operating activities	-	(12,961)
Financing Activities:		
Proceeds from related party notes payable	1,000,000	2,000,000
Net cash provided by financing activities	1,000,000	2,000,000
Net change in cash and cash equivalents	27,520	(291,295)
Cash and cash equivalents at beginning of the period	6,727	298,022
Cash and cash equivalents at end of the period	<u>\$ 34,247</u>	<u>\$ 6,727</u>
<i>Supplemental Disclosures:</i>		
Income taxes paid	\$ -	\$ 912
Interest paid	<u>\$ 14,092</u>	<u>\$ 30,433</u>

TECHNICAL COMMUNICATIONS CORPORATION AND SUBSIDIARY
Consolidated Statements of Changes in Stockholders' Equity (Unaudited)
Years ended September 30, 2023 and September 24, 2022

	2023		2022
<i>Shares of common stock:</i>			
Beginning balance	1,854,403		1,854,403
Ending balance	1,854,403		1,854,403
 <i>Common stock at par value:</i>			
Beginning balance	\$ 185,440	\$	185,440
Ending balance	\$ 185,440	\$	185,440
 <i>Additional paid-in capital:</i>			
Beginning balance	\$ 4,364,687	\$	4,312,969
Stock-based compensation	\$ 38,033	\$	51,718
Ending balance	\$ 4,402,720	\$	4,364,687
 <i>Accumulated deficit:</i>			
Beginning balance	\$ (6,485,106)	\$	(4,153,967)
Net loss	\$ (1,684,817)	\$	(2,331,139)
Ending balance	\$ (8,169,923)	\$	(6,485,106)
 Total stockholders' equity	\$ (3,581,763)	\$	(1,934,979)