

# VOCODIA HOLDINGS CORP

## **FORM 10-K/A** (Amended Annual Report)

Filed 05/01/25 for the Period Ending 12/31/24

Address	7781 NW BEACON SQUARE BLVD. UNIT 102-V64 BOCA RATON, FL, 33487
Telephone	(561) 484-5234
CIK	0001880431
Symbol	VHAI
SIC Code	7371 - Services-Computer Programming Services
Industry	Software
Sector	Technology
Fiscal Year	12/31

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

FORM 10-K/A  
Amendment No. 1 to Form 10-K

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

For the fiscal year ended December 31, 2024

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-41963

**VOCODIA HOLDINGS CORP**

(Exact name of registrant as specified in its charter)

Wyoming

86-3519415

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

7781 NW Beacon Square Blvd, Unit 102-V64 BOCA  
RATON, FLORIDA

33487

(Address of principal executive offices)

(Zip Code)

(561) 484-5234

(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
Common Stock, par value \$0.001 per share	VHAI	OTC Markets, Inc.
Series A Warrants	VHAIW	OTC Markets, Inc.
Series B Warrants	VHABW	OTC Markets, Inc.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 of the Act. Yes  No

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

Smaller reporting company

Non-accelerated filer

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity (the only such common equity being Common Stock, \$0.001 par value per share) held by non-affiliates of the registrant (computed by reference to the closing sale price of the Common Stock on June 28, 2024, of \$0.071) is \$9,391,205.

The number of shares outstanding of the registrant's Common Stock, \$0.001 par value (being the only class of its common stock), is 604,184,914 as of April 29, 2025.

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**VOCODIA HOLDINGS CORP**  
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**For the Fiscal Year Ended December 31, 2024**

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In this Annual Report on Form 10-K, unless otherwise stated or as the context otherwise requires, references to “Vocodia Holdings Corp,” “Vocodia,” the “Company,” “we,” “us,” “our” and similar references refer to Vocodia Holdings Corp, a Wyoming corporation. Our logo and other trademarks or service marks of the Company appearing in this Annual Report on Form 10-K are the property of Vocodia Holdings Corp.

### Explanatory Note

On April 30, 2025, Vocodia Holdings Corp filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (the “Original Form 10-K”). Vocodia Holdings Corp is filing this Amendment No. 1 on Form 10-K/A (the “Form 10-K/A”) because it inadvertently filed the report with draft consent and opinion letters from its auditor. Additionally, the filing date was inadvertently not updated to April 30, 2025 from an earlier draft that indicated a filing date of April 29, 2025. This Form 10-K/A amends Part IV, Items 16 and Exhibit 23.1 of the Original Form 10-K, to update the information previously filed in error from the Original Form 10-K in reliance on General Instruction G(3) to Form 10-K. The Exhibit 23.1 Consent of independent registered public accounting firm referenced in Item 16. EXHIBITS of the Original Form 10-K to the incorporation by reference of Original Form 10-K is hereby replaced. Unless the context otherwise requires or we specifically indicate otherwise, references in this Form 10-K/A to “we,” “us,” “our,” “our Company” and “the Company” refer to Vocodia Holdings Corp

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), certifications by the principal executive officer and principal financial officer of Vocodia Holdings Corp are filed as exhibits to this Form 10-K/A.

Except as described above, this Form 10-K/A does not modify or update disclosure in, or exhibits to, the Original Form 10-K. Furthermore, this Form 10-K/A does not change any previously reported financial results, nor does it reflect events occurring after the date of the Original Form 10-K. Information not affected by this Form 10-K/A remains unchanged and reflects the disclosures made at the time the Original Form 10-K was filed. Accordingly, this Form 10-K/A should be read in conjunction with the Original Form 10-K and our other filings with the Securities and Exchange Commission (the “SEC”).

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Financial Statement Schedules are set forth under Part II, Item 8 of this report.

(b) Exhibits

See the Exhibit Index immediately preceding the signature page of this Annual Report.

### ITEM 16. FORM 10-K SUMMARY

None.

### EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>	<b>Previously Filed and Incorporated by Reference Herein</b>
3.1	<a href="#">Articles of Incorporation</a>	Filed as Exhibit 3.1 to Form S-1/A filed on February 13, 2024
3.1.1	<a href="#">Amendment to the Articles of Incorporation, dated October 21, 2022</a>	Filed as Exhibit 3.1.1 to Form S-1/A filed on February 13, 2024
3.2	<a href="#">Certificate of Amendment to the Articles of Incorporation, dated January 27, 2023</a>	Filed as Exhibit 3.2 to Form S-1/A filed on February 13, 2024
3.3	<a href="#">Bylaws</a>	Filed as Exhibit 3.3 to Form S-1/A filed on February 13, 2024
3.4	<a href="#">Articles of Amendment to Certificate of Incorporation, dated August 29, 2022</a>	Filed as Exhibit 3.4 to Form S-1/A filed on February 13, 2024
3.5	<a href="#">Articles of Amendment to Certificate of Incorporation, dated August 6, 2021</a>	Filed as Exhibit 3.5 to Form S-1/A filed on February 13, 2024
4.1	<a href="#">Q3 2021 Vocodia Subscription Purchase Agreement, \$5,000,000</a>	Filed as Exhibit 4.2 to Form S-1/A filed on February 13, 2024
4.2	<a href="#">Q2 2021 Vocodia Subscription Purchase Agreement, \$1,150,000</a>	Filed as Exhibit 4.3 to Form S-1/A filed on February 13, 2024
4.3	<a href="#">CFM Contribution Agreement</a>	Filed as Exhibit 4.4 to Form S-1/A filed on February 13, 2024
4.4	<a href="#">Q4 2022 Emmis Securities Purchase Agreement</a>	Filed as Exhibit 4.5 to Form S-1/A filed on February 13, 2024
4.5	<a href="#">Q4 2022 Emmis 15% Original Issue Discount Senior Secured Convertible Note</a>	Filed as Exhibit 4.6 to Form S-1/A filed on February 13, 2024
4.6	<a href="#">Q4 2022 Emmis Registration Rights Agreement</a>	Filed as Exhibit 4.7 to Form S-1/A filed on February 13, 2024
4.7	<a href="#">Form of Restricted Stock Units Agreement</a>	Filed as Exhibit 4.8 to Form S-1/A filed on February 13, 2024
4.8	<a href="#">Series B Preferred Stock Purchase Agreement</a>	Filed as Exhibit 4.9 to Form S-1/A filed on February 13, 2024
4.8	<a href="#">Warrant issued to Exchange Listing, LLC</a>	Filed as Exhibit 4.10 to Form S-1/A filed on February 13, 2024
4.9	<a href="#">Q1 2023 Cavalry Investment Fund LP Securities Purchase Agreement</a>	Filed as Exhibit 4.11 to Form S-1/A filed on February 13, 2024
4.10	<a href="#">Q1 2023 Cavalry Investment Fund LP Original Issue Discount Senior Secured Convertible Note</a>	Filed as Exhibit 4.12 to Form S-1/A filed on February 13, 2024
4.11	<a href="#">Q1 2023 Cavalry Investment Fund LP Registration Rights Agreement</a>	Filed as Exhibit 4.13 to Form S-1/A filed on February 13, 2024
4.12	<a href="#">Q1 2023 Cavalry Investment Fund LP Form of Warrant</a>	Filed as Exhibit 4.14 to Form S-1/A filed on February 13, 2024
4.13	<a href="#">Q1 2023 Evergreen Securities Purchase Agreement</a>	Filed as Exhibit 4.15 to Form S-1/A filed on February 13, 2024
4.14	<a href="#">Q1 2023 Evergreen Original Issue Discount Senior Secured Convertible Note</a>	Filed as Exhibit 4.16 to Form S-1/A filed on February 13, 2024
4.15	<a href="#">Q1 2023 Evergreen Securities Registration Rights Agreement</a>	Filed as Exhibit 4.17 to Form S-1/A filed on February 13, 2024
4.16	<a href="#">Q1 2023 Evergreen Securities Form of Warrant</a>	Filed as Exhibit 4.18 to Form S-1/A filed on February 13, 2024
10.1	<a href="#">Bill of Sale and Assignment</a>	Filed as Exhibit 10.1 to Form S-1/A filed on February 13, 2024
10.2	<a href="#">Commercial Lease</a>	Filed as Exhibit 10.2 to Form S-1/A filed on February 13, 2024
10.3†	<a href="#">Executive Employment Agreement for Mark Terrill, COO of Vocodia Holdings Corp</a>	Filed as Exhibit 10.3 to Form S-1 filed on January 31, 2023

<b>Exhibit No.</b>	<b>Description</b>	<b>Previously Filed and Incorporated by Reference Herein</b>
10.4†	<a href="#">Form of Independent Director Compensation Agreement for Lourdes Felix</a>	Filed as Exhibit 10.4 to Form S-1/A filed on February 13, 2024
10.5†	<a href="#">Form of Independent Director Compensation Agreement for Randall Miles</a>	Filed as Exhibit 10.5 to Form S-1/A filed on February 13, 2024
10.6†	<a href="#">Form of Independent Director Compensation Agreement for Ned L. Siegel</a>	Filed as Exhibit 10.6 to Form S-1/A filed on February 13, 2024
10.7†	<a href="#">Capital Market Advisory Agreement by and between Vocodia Holdings Corp and Exchange Listing, LLC dated March 21, 2022</a>	Filed as Exhibit 10.7 to Form S-1/A filed on February 13, 2024
10.8†	<a href="#">Executive Employment Agreement for Brian Podolak, CEO of Vocodia Holdings Corp</a>	Filed as Exhibit 10.8 to Form S-1/A filed on February 13, 2024
10.9†	<a href="#">Executive Employment Agreement for James Sposato, CTO of Vocodia Holdings Corp</a>	Filed as Exhibit 10.9 to Form S-1/A filed on February 13, 2024
10.10	<a href="#">Form of Extension Letter for the 2022 Convertible Notes and 2023 Convertible Notes</a>	Filed as Exhibit 10.10 to Form S-1/A filed on February 13, 2024
10.11	<a href="#">EverAsia Financial Advisory Services Agreement</a>	Filed as Exhibit 10.11 to Form S-1/A filed on February 13, 2024
10.12	<a href="#">Amendment to EverAsia Financial Advisory Services Agreement</a>	Filed as Exhibit 10.12 to Form S-1/A filed on February 13, 2024
14.1	<a href="#">Code of Ethics and Business Standards</a>	Filed as Exhibit 14.1 to Form S-1/A filed on February 13, 2024
21.1	<a href="#">List of Subsidiaries</a>	Filed as Exhibit 21.1 to Form S-1/A filed on February 13, 2024
23.1	<a href="#">Consent of independent registered public accounting firm</a>	*
31.1	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer</a>	Previously Filed
31.2	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer</a>	Previously Filed
32.1	<a href="#">Section 1350 Certification of the Chief Executive Officer</a>	Previously Filed
32.2	<a href="#">Section 1350 Certification of the Chief Financial Officer</a>	Previously Filed
99.1	<a href="#">Audit Committee Charter</a>	Filed as Exhibit 99.6 to Form S-1/A filed on February 13, 2024
99.2	<a href="#">Compensation Committee Charter</a>	Filed as Exhibit 99.7 to Form S-1/A filed on February 13, 2024
99.3	<a href="#">Nominating and Corporate Governance Committee Charter</a>	Filed as Exhibit 99.8 to Form S-1/A filed on February 13, 2024
99.4	<a href="#">Clawback Policy</a>	Filed as Exhibit 99.9 to Form S-1/A filed on February 13, 2024
99.5	<a href="#">Whistleblower Policy</a>	Filed as Exhibit 99.10 to Form S-1/A filed on February 13, 2024
101	Interactive Data Files	***
101.INS	Inline XBRL Instance Document	***
101.SCH	Inline XBRL Schema Document	***
101.CAL	Inline XBRL Calculation Linkbase Document	***
101.DEF	Inline XBRL Definition Linkbase Document	***
101.LAB	Inline XBRL Label Linkbase Document	***
101.PRE	Inline XBRL Presentation Linkbase Document	***
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).	*

\* Filed herewith.

\*\* Furnished herewith and not to be incorporated by reference into any filing of Vocodia Holdings Corp. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K.

\*\*\* Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

† Management contract or compensatory plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boca Raton, State of Florida, on April 30, 2025.

**VOCODIA HOLDINGS CORP**

By: /s/ Brian Podolak  
Name: Brian Podolak  
Title: Chief Executive Officer,  
Chief Financial Officer  
(Principal Executive Officer,  
Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Brian Podolak</u> Brian Podolak	Chief Executive Officer and Director	April 30, 2025
<u>/s/ James Sposato</u> James Sposato	Chief Technology Officer and Director	April 30, 2025

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

<a href="#"><u>Report of Independent Registered Public Accounting Firm [6841]</u></a>	F-2
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM



### Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of  
**Vocodia Holdings Corp. (VHAI)**

We have audited the accompanying balance sheets of Vocodia Holdings Corp. (VHAI) (the “Company”) as of December 31, 2024, the related statements of operations, stockholders’ equity, and cash flows, for the period ended December 31, 2024, and the related notes (collectively referred to as the “financial statements”).

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company *as of at* December 31, 2024, and the results of its operations and its cash flows for the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

### **Substantial doubt about Company’s ability to continue as a going concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred recurring losses from operations, has a significant accumulated deficit, operates out of a shared business location, and currently has no employees. Furthermore, the Company continues to experience negative cash flows from operations. The Company’s ability to continue as a going concern is dependent upon its capacity to raise additional capital through equity or debt financing. However, there is no assurance that such funding will be available from external sources. These conditions raise substantial doubt about the Company’s ability to continue as a going concern for a period of twelve months from the date the financial statements are issued. Management’s plans to address these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

<b>Corporate Office:</b> “Pipara Corporate House” Near Bandhan Bank Ltd., Netaji Marg, Law Garden, Ahmedabad - 380006	<b>Mumbai Office:</b> #3, 13th floor, Tradelink, ‘E’ Wing, A - Block, Kamala Mills, Senapati Bapat Marg, Lower Parel, Mumbai - 400013	<b>New York Office:</b> 1270, Ave of Americas, Rockefeller Center, FL7, New York - 10020, USA +1 (646) 387 - 2034	<b>Delhi Office:</b> Green Park Desq Work, Gate No. 1, 49/1 Yusuf Sarai, Nr. Green Park Metro station, Delhi - 110016	<b>Dubai Office:</b> 1011, B-Block, Mazaya Centre, Sheikh Zayed Rd - Al Wasl - Dubai - UAE	<b>Singapore Office:</b> 3 Shenton Way, Shenton House, # 08 – 09A, Singapore - 068805
T: + 91 79 40 370370	E: pipara@pipara.com	naman@pipara.com	Chintan.jain@pipara.com	info@pipara.com	www.pipara.com

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

Critical audit matters are matters arising from the audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements, and (2) involved especially challenging, subjective, or complex auditor judgment.

We determined that there are no critical audit matters to communicate.

### **Other Matters**

- We are not engaged to audit the Company's internal control over financial reporting. As part of our audit, we considered the Company's internal control over financial reporting as a basis for designing our audit procedures, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting.
- We draw attention to the changes in the Company's governance structure during calendar year 2024. The following individuals resigned from their designated executive or board positions:
  - Scott J. Silverman – Chief Financial Officer
  - Lourdes Felix – Independent Director
  - Randall Miles – Independent Director
  - Ned L. Siegel – Independent Director

As of the date of this report, the Audit Committee is no longer constituted, and the Board of Directors is composed solely of Mr. Brian Podolak (Chief Executive Officer) and Mr. James Sposato (Chief Technology Officer).

- The financial statements of Vocodia Holdings Corp. (VHAI) for the year ended December 31, 2023, were audited by another independent registered public accounting firm, who expressed an unqualified opinion on those financial statements in their report dated April 16, 2024.

Our opinion is not modified in respect of this matter.

### **For, Pipara & Co LLP (6841)**

/s/ Pipara & Co LLP

We have served as the Company's auditor since 2025.

Place: Delhi, India

Date: April 30, 2025



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Vocodia Holdings Corp.

**Opinion on the Financial Statements**

We have audited the accompanying balance sheets of Vocodia Holdings Corp (the Company) as of December 31, 2023 and 2022, and the related statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We were not engaged to audit, review, or apply any procedures to the adjustments to retrospectively apply the change in accounting for ASU 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures as described in Note 1 and, accordingly, we do not express an opinion or any other form of assurance about whether such adjustments are appropriate and have been properly applied. Those adjustments were audited by Pipara & Co LLP.

**Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred recurring losses and negative cash flows from operations and is dependent on additional financing to fund operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

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"RRBB" is the brand name under which Rosenberg Rich Baker Berman, P.A. and RRBB Advisors, LLC, and its subsidiary entities, including CFO Financial Partners LLC, provide professional services. Rosenberg Rich Baker Berman, P.A. and RRBB Advisors, LLC (and its subsidiary entities) practice as an alternative practice structure in accordance with the AICPA Code of Professional Conduct and applicable laws, regulations, and professional standards. Rosenberg Rich Baker Berman, P.A. is a licensed independent CPA firm that provides attest services to its clients, and RRBB Advisors, LLC, and its subsidiary entities provide tax and business consulting services to their clients. RRBB Advisors, LLC, and its subsidiary entities are not licensed CPA firms.



**ROSENBERG RICH BAKER BERMAN, P.A.**

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To the Board of Directors and Stockholders of  
Vocodia Holdings Corp.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Rosenberg Rich Baker Berman, P.A.

We served as the Company's auditor from 2023 to 2025.

Somerset, New Jersey  
April 16, 2024

**Vocodia Holdings Corp**  
**Consolidated Balance Sheets**

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 281	\$ -
Prepaid expenses	77,076	12,770
Other current assets	1,000	-
<b>Total Current Assets</b>	<u>78,357</u>	<u>12,770</u>
<b>Non-Current Assets</b>		
Property and equipment, net	18,912	23,267
Right-of-use assets	-	316,310
Deferred offering costs	-	4,085,726
Other assets	713	21,273
<b>Total Non-Current Assets</b>	<u>19,625</u>	<u>4,446,576</u>
<b>TOTAL ASSETS</b>	<u>\$ 97,982</u>	<u>\$ 4,459,346</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 1,944,057	\$ 2,058,533
Contract liabilities	15,950	15,950
Related party payable	98,980	76,368
Note payable	40,000	25,000
Convertible notes payable, net	142,538	3,688,566
Derivative liability	-	1,922,879
Operating lease liability, current portion	-	106,833
<b>Total Current Liabilities</b>	<u>2,241,525</u>	<u>7,894,129</u>
<b>Non-current Liability</b>		
Operating lease liability, less current portion	-	232,787
<b>Total Non-Current Liability</b>	<u>-</u>	<u>232,787</u>
<b>TOTAL LIABILITIES</b>	<u>2,241,525</u>	<u>8,126,916</u>
Commitments and contingencies	-	-
<b>Shareholders' Equity (Deficit)</b>		
Preferred stock, \$0.0001 par value; 24,000,000 shares authorized;		
Series A Preferred Stock, 4,000,000 shares designated, \$0.0001 par value; 4,000,000 shares issued and outstanding as of December 31, 2024 and 2023, respectively	400	400
Series B Preferred Stock, 3,000 shares designated, \$0.0001 par value; 0 and 1,305 shares issued and outstanding as of December 31, 2024 and 2023, respectively	-	-
Series C Convertible Preferred Stock, 7,000 shares designated, \$0.0001 par value; 0 shares issued and outstanding as of December 31, 2024 and 2023, respectively		
Series D Redeemable Preferred Stock, 20,000 shares designated, \$0.0001 par value; 0 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively		
Common stock, \$0.0001 par value: 14,976,000,000 shares authorized; 300,213,026 and 4,234,747 shares issued and outstanding, as of December 31, 2024 and 2023, respectively	30,021	423
Additional paid-in capital	98,361,297	86,839,777
Accumulated deficit	(100,535,261)	(90,508,170)
<b>Total shareholders' deficit</b>	<u>(2,143,543)</u>	<u>(3,667,570)</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT</b>	<u>\$ 97,982</u>	<u>\$ 4,459,346</u>

See accompanying notes to consolidated financial statements.

**Vocodia Holdings Corp**  
**Consolidated Statements of Operations**

	Years Ended December 31,	
	2024	2023
<b>Sales, net</b>	\$ 50,078	\$ 256,385
<b>Cost of Sales</b>	105,954	220,777
<b>Gross Profit (Loss)</b>	(55,876)	35,608
<b>Operating Expenses</b>		
General and administrative expenses	3,344,858	1,861,811
Salaries and wages	1,146,090	2,546,023
Research and development and other service providers	1,353,557	1,383,375
<b>Total Operating Expenses</b>	5,844,505	5,791,209
<b>Operating Loss</b>	(5,900,381)	(5,755,601)
<b>Other Income (Expense)</b>		
Other income	16,083	-
Change in fair value of derivative liability	115,296	(186,294)
Loss on settlement of debt	(3,824,936)	
Interest expense	(433,153)	(2,769,308)
<b>Total Other Expense</b>	(4,126,710)	(2,955,602)
<b>Loss Before Taxes</b>	(10,027,091)	(8,711,203)
Income Taxes	-	-
<b>Net Loss</b>	\$ (10,027,091)	\$ (8,711,203)
<b>Basic and diluted loss per common share</b>	\$ (0.02)	\$ (2.24)
<b>Weighted average number of common shares outstanding - basic and diluted</b>	634,640,861	3,897,075

See accompanying notes to consolidated financial statements.

**Vocodia Holdings Corp**  
**Consolidated Statements of Stockholders' Equity (Deficit)**  
**For the Years Ended December 31, 2024 and 2023**

	Series A Preferred Shares		Series B Preferred Shares		Common Stock		Additional Paid-In	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	
<b>Balance, January 1, 2023</b>	<b>4,000,000</b>	<b>\$ 400</b>	-	\$ -	<b>3,094,054</b>	<b>\$ 309</b>	<b>\$83,434,035</b>	<b>\$ (81,796,967)</b>	<b>\$ 1,637,777</b>
Issuance of common stock and warrants for non-employee services	-	-	-	-	308,193	31	731,475	-	731,506
Employee common stock compensation	-	-	-	-	600,000	60	917,940	-	918,000
Common stock cancelled	-	-	-	-	(162,500)	(16)	16	-	-
Issuance of Series B Preferred stock	-	-	1,305	-	-	-	1,305,000	-	1,305,000
Issuance common stock for settlement of debt	-	-	-	-	275,000	27	420,723	-	420,750
Issuance common stock for restricted stock award	-	-	-	-	120,000	12	30,588	-	30,600
Net loss	-	-	-	-	-	-	-	(8,711,203)	(8,711,203)
<b>Balance, December 31, 2023</b>	<b>4,000,000</b>	<b>\$ 400</b>	<b>1,305</b>	<b>\$ -</b>	<b>4,234,747</b>	<b>\$ 423</b>	<b>\$86,839,777</b>	<b>\$ (90,508,170)</b>	<b>\$ (3,667,570)</b>
Issuance of Series B Preferred stock	-	-	605	-	-	-	605,000	-	605,000
Common stock units issued for cash	-	-	-	-	1,400,000	140	5,372,647	-	5,372,787
Deferred offering costs	-	-	-	-	-	-	(4,110,101)	-	(4,110,101)
Issuance common stock for settlement of debt	-	-	-	-	143,262	15	286,793	-	286,808
Common stock issued for conversion of debt	-	-	-	-	1,801,880	180	7,657,810	-	7,657,990
Common stock issued for conversion of Series B Preferred Stock	-	-	(1,910)	-	691,404	69	(69)	-	-
Common stock issued for exercise of warrants	-	-	-	-	291,941,733	29,194	52,926	-	82,120
Series C warrants issued	-	-	-	-	-	-	1,503,514	-	1,503,514
Stock based compensation	-	-	-	-	-	-	153,000	-	153,000
Net loss	-	-	-	-	-	-	-	(10,027,091)	(10,027,091)
<b>Balance, December 31, 2024</b>	<b>4,000,000</b>	<b>\$ 400</b>	<b>-</b>	<b>\$ -</b>	<b>300,213,026</b>	<b>\$ 30,021</b>	<b>\$98,361,297</b>	<b>\$ (100,535,261)</b>	<b>\$ (2,143,543)</b>

See accompanying notes to consolidated financial statements.

**Vocodia Holdings Corp**  
**Consolidated Statements of Cash Flows**

	Years Ended December 31,	
	2024	2023
<b>Operating activities:</b>		
Net Loss	\$ (10,027,091)	\$ (8,711,203)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation	6,486	5,919
Amortization of debt issuance costs	173,620	1,941,999
Stock-based compensation	153,000	1,680,106
Convertible note default penalty	146,054	485,412
Change in fair value of derivative liability	(115,296)	186,294
Loss on settlement of debt	3,824,936	-
Write-off of accounts payable	(60,861)	-
Changes in operating assets and liabilities:		
Prepaid expenses and other assets	(65,306)	161,687
Other assets	20,560	(2,967)
Accounts payable and accrued expenses	597,647	1,746,490
Contract liability	-	(187,050)
Net change in operating right-of-use lease asset and liability	(23,310)	(3,015)
<b>Cash used in operating activities</b>	<b>(5,369,561)</b>	<b>(2,696,328)</b>
<b>Investing activities:</b>		
Purchase of property and equipment	(2,131)	-
<b>Cash used in investing activities</b>	<b>(2,131)</b>	<b>-</b>
<b>Financing activities:</b>		
Proceeds from issuance of common stock units	5,372,787	-
Deferred offering costs	(24,375)	(58,976)
Proceeds from exercise of warrants	82,120	-
Proceeds from issuance of Series B Preferred stock	605,000	1,305,000
Payment of debt issuance costs	-	(50,000)
Repayment to related party payable	(92,784)	(5,000)
Proceeds from related party payable	83,209	7,678
Proceeds from notes payable	70,000	-
Repayment of notes payable	(55,000)	-
Proceeds from convertible notes payable	134,000	800,000
Repayment of convertible notes payable	(802,984)	-
<b>Cash provided by financing activities</b>	<b>5,371,973</b>	<b>1,998,702</b>
Change in cash and cash equivalents	281	(697,626)
Cash and cash equivalents, beginning balances	-	697,626
<b>Cash and cash equivalents, ending balances</b>	<b>\$ 281</b>	<b>\$ -</b>
<b>Supplemental cash flow information:</b>		
Cash paid for interest	\$ 109,088	\$ -
Cash paid for taxes	\$ -	\$ -
<b>Non-Cash Investing and Financing Activities:</b>		
Initial derivative liabilities recognized as a debt discount	\$ -	\$ 505,227
Common stock cancellation	\$ -	\$ 16
Series C warrants issued	\$ 1,503,514	\$ -
Issuance common stock for settlement of debt	\$ 93,298	\$ -
Issuance common stock for settlement of debt - related party	\$ 193,510	\$ -
Common stock issued for conversion of debt	\$ 7,657,990	\$ -
Common stock issued for conversion of Series B Preferred Shares	\$ 69	\$ -
Common stock issued for exercise of warrants	\$ 29,194	\$ -
Common stock issued for settlement of legal fees for offering costs	\$ -	\$ 420,750

See accompanying notes to consolidated financial statements.



**VOCODIA HOLDINGS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024 AND 2023**

**NOTE 1 – ORGANIZATION AND GOING CONCERN**

***Organization and Business Overview***

The Company and Business: Vocodia Holdings Corp (“Vocodia” or “the Company”) was incorporated in the State of Wyoming on April 27, 2021 and is a conversational artificial intelligence (“AI”) technology provider. Vocodia’s technology is used to increase sales and drive conversions for its product or service.

Click Fish Media, Inc. (“CFM”) was incorporated in the State of Florida on November 29, 2019 and is an IT services provider.

On August 2, 2022, Vocodia purchased all outstanding shares of CFM held by an owner under common ownership for \$10 in consideration. The Company determined that the acquisition met the requirements for accounting for the transaction as a transfer of an asset in accordance with Accounting Standards Codification (“ASC”) 805-50, common control transactions and is accounted for by Vocodia at the carrying value of the net assets transferred on a prospective basis. The transfer was not determined to be significant to the accounting and operations of Vocodia.

***Going Concern***

The Company’s consolidated financial statements are prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States including the assumption of a going concern basis, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, as shown in the accompanying consolidated financial statements, the Company had a net loss of approximately \$10.03 million, an accumulated deficit of \$100.5 million, and used cash in operations of approximately \$5.4 million for the year ended December 31, 2024 and negative working capital of \$2.1 million. In February 2024, the Company completed an Initial Public Offering of its securities in which it raised \$5.95 million in gross proceeds, before underwriting fees and expenses. The Company expects to continue to incur significant expenditures to develop its technology. As such, there is substantial doubt about the company’s ability to continue as a going concern.

Management recognizes that the Company must obtain additional resources to successfully develop its technology and implement its business plans. Through December 31, 2024, the Company has received funding in the form of indebtedness and from the sale stock subscriptions. Management plans to continue to raise funds and/or refinance our indebtedness to support our operations in 2024 and beyond. However, no assurances can be given that we will be successful. If management is not able to timely and successfully raise additional capital and/or refinance indebtedness, the implementation of the Company’s business plan, financial condition and results of operations will be materially affected. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The financial statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The financial statements have been prepared using the accrual basis of accounting in accordance with GAAP.

***Basis of Consolidation***

The financial statements have been prepared on a consolidated basis with those of the Company’s wholly owned subsidiaries, Vocodia FL, LLC, Vocodia JV, LLC, and CFM. All intercompany transactions and balances have been eliminated in consolidation.

### ***Reclassification***

Certain accounts from prior periods have been reclassified to conform to the current period presentation.

### ***Use of Estimates***

The preparation of financial statements in conformity with GAAP 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. The estimates and judgments will also affect the reported amounts for certain expenses during the reporting period. Actual results could differ from these good faith estimates and judgments. Significant estimates are contained in the accompanying financial statements for the valuation of derivatives, the valuation allowance on deferred tax assets, share-based compensation, useful lives for depreciation and amortization of long-lived assets, and the incremental borrowing rate used on right-of-use asset.

### ***Cash and Cash Equivalents***

Cash and cash equivalents include cash in bank accounts and money market funds with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. At December 31, 2024 and 2023, the Company did not have any cash equivalents.

Periodically, the Company may carry cash balances at financial institutions in excess of the federally insured limit of \$250,000 per institution. The amount in excess of the FDIC insurance as of December 31, 2024 and 2023 was approximately \$0 and \$0 respectively. The Company has not experienced losses on these accounts and management believes, based upon the quality of the financial institutions, that the credit risk with regard to these deposits is not significant.

### ***Property and Equipment***

Property and equipment are stated at cost less accumulated depreciation. Expenditures for major betterments and additions are charged to the property and equipment accounts, while replacements, maintenance, and repairs, which do not improve or extend the lives of the respective assets, are charged to expense. The carrying amounts of assets that are sold or retired and their related accumulated depreciation are removed from the accounts in the year of disposal, and any resulting gain or loss is reflected in income. Depreciation is calculated on straight-line basis with estimated useful lives as follows:

Furniture and fixtures	7 years
Computer equipment	5 years

### ***Revenue Recognition***

The Company recognizes revenue in an amount that reflects the consideration to which it expects to be entitled in exchange for the transfer of promised goods or services to customers. The Company follows a five-step process to achieve this core principle: (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

The Company's revenues are currently derived from three sources: (1) implementation fees, (2) offering its software as a service on a recurring monthly basis, and (3) generation and verification of leads. Implementation fees are charged for setting up or calibrating its software so that the AI can be used by the customer for its particular use case and are usually a one-time cost. The Company's contracts with customers are structured with stated prices per service performed, which are not subject to uncertainty or probability of significant reversal; thus, do not represent variable consideration. The recurring monthly fees are charged for the ongoing use of the AI to continue to call/prospect for the Company's customers, and are charged on a monthly recurring basis. The Company awards discounts to its customers on a discretionary basis. The Company will consider additional revenue streams as its technology develops and new opportunities present.

### **Research and Development and Software Development Costs**

Research and development costs are expensed as incurred. In accordance with Financial Accounting Standards Board (“FASB”) ASC 350-40, Internal Use Software, the Company capitalizes certain internal use software development costs associated with creating and enhancing internally developed software related to its platforms. Software development activities generally consist of three stages (i) the research and planning stage, (ii) the application and development stage, and (iii) the post-implementation stage. Costs incurred in the planning and postimplementation stages of software development, or other maintenance and development expenses that do not meet the qualification for capitalization are expensed as incurred. Costs incurred in the application and infrastructure development stage, including significant enhancements and upgrades, are capitalized. These costs include personnel expenses for employees or consultants who are directly associated with and who devote time to software projects, and external direct costs of materials obtained in developing the software. These software developments and acquired technology costs will be amortized on a straight-line basis over the estimated useful life upon the “go-live” date. The Company did not capitalize any of its costs associated with the development of its software as technological feasibility was established within a short time frame from the software’s general availability.

### **Fair Value of Financial Instruments**

The Company follows accounting guidelines on fair value measurements for financial instruments measured on a recurring basis, as well as for certain assets and liabilities that are initially recorded at their estimated fair values. Fair Value is defined as the exit price, or the amount that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The Company uses the following three-level hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs to value its financial instruments:

- Level 1: Observable inputs such as unadjusted quoted prices in active markets for identical instruments.
- Level 2: Quoted prices for similar instruments that are directly or indirectly observable in the marketplace.
- Level 3: Significant unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires a significant judgment or estimation.

Financial instruments measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires the Company to make judgments and consider factors specific to the asset or liability. The use of different assumptions and/or estimation methodologies may have a material effect on estimated fair values. Accordingly, the fair value estimates disclosed, or initial amounts recorded, may not be indicative of the amount that the Company or holders of the instruments could realize in a current market exchange.

The carrying amounts of the Company’s financial instruments including cash and cash equivalents, prepaid expenses, accounts payable, accrued liabilities and convertible debt approximate fair value due to the short-term maturities of these instruments.

Set out below are the Company’s financial instruments that are required to be remeasured at fair value on a recurring basis and their fair value hierarchy as of December 31, 2023 (non for December 31,2024) see Note 7:

<b>December 31, 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Carrying Value</b>
Liabilities:				
Derivative Liability – Warrants	\$ -	\$ -	\$ 1,698,135	\$ 1,698,135
Derivative Liability – Conversion feature	-	-	224,744	224,744
Total Liabilities	\$ -	\$ -	\$ 1,922,879	\$ 1,922,879

### ***Long-Lived Assets***

The Company reviews its long-lived assets for possible impairment at least annually, and more frequently if circumstances warrant. Impairment is determined to exist when estimated amounts recoverable through future cash flows from operations on an undiscounted basis, are less than long-lived assets carrying value. If a long-lived asset is determined to be impaired, it is written down to its estimated fair value to the extent that the carrying amount exceeds the fair value of the long-lived asset. The Company did not recognize any impairment losses on long-lived assets during the years ended December 31, 2024 and 2023.

### ***Deferred Offering Costs***

Pursuant to ASC 340-10-S99-1, costs directly attributable to an offering of equity securities are deferred and would be charged against the gross proceeds of the offering as a reduction of additional paid-in capital. Deferred offering costs consist of underwriting, legal, accounting, and other expenses incurred through the balance sheet date that are directly related to the proposed public offering. Should the proposed public offering prove to be unsuccessful, these deferred costs, as well as additional expenses to be incurred, will be expensed.

As of December 31, 2024 and 2023, deferred offering costs consisted of the following:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
General and administrative expenses	\$ -	\$ 153,976
Share-based equity compensation	-	3,931,750
	<u>\$ -</u>	<u>\$ 4,085,726</u>

### ***Advertising***

The Company expenses advertising costs as they are incurred. Advertising expenses for the years ended December 31, 2024, and 2023 were \$398,753 and \$78,097, respectively.

### ***Share-Based Compensation***

The Company accounts for employee and non-employee stock awards under ASC 718, Compensation – Stock Compensation, whereby equity instruments issued to employees for services are recorded based on the fair value of the instrument issued and those issued to nonemployees are recorded based on the fair value of the consideration received or the fair value of the equity instrument, whichever is more reliably measurable. Equity grants are amortized on a straight-line basis over the requisite service periods, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service. Further information regarding share-based compensation can be found in Note 9.

### ***Income Taxes***

The Company accounts for income tax under the provisions of ASC 740, Income Taxes. The Company records a liability for uncertain tax positions when it is probable that a loss has been incurred and the amount can be reasonably estimated. At December 31, 2024 and 2023, the Company had no liabilities for uncertain tax positions. The Company continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law and new authoritative rulings. The Company's tax years subject to examination by tax authorities generally remain open for three (3) years from the date of filing.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Deferred tax assets are required to be reduced by a valuation allowance to the extent that, based on the weight of available evidence, it is more likely than not that the deferred tax assets will not be realized.

### ***Leases***

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) assets, operating lease liabilities - current, and operating lease liabilities - noncurrent on the balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our balance sheets. The Company did not utilize any financing that required recognition of finance leases during the years ended December 31, 2024 and 2023.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Leases with a lease term of 12 months or less at inception are not recorded on our balance sheet and are expensed on a straight-line basis over the lease term in our statement of operations. We have elected not to separate lease and non-lease components for any class of underlying asset.

The Company determines the present value of minimum future lease payments for operating leases by estimating a rate of interest that it would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments and a similar economic environment (the “incremental borrowing rate” or “IBR”).

The Company determines the appropriate IBR by identifying a reference rate and making adjustments that take into consideration financing options and certain lease-specific circumstances. For the reference rate, the Company used the seven-year mortgage interest rate.

### ***Convertible Notes***

The Company bifurcates 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.

### ***Derivative Financial Instruments***

The Company does not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For our derivative financial instruments, the Company used a Black Scholes valuation model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within twelve (12) months of the balance sheet date.

## ***Warrants***

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in FASB ASC 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own ordinary shares and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the statements of operations. The fair value of the warrants was estimated using a Black-Scholes pricing model.

## ***Net Income (Loss) Per Share of Common Stock***

Net loss per share of common stock requires presentation of basic earnings per share on the face of the statements of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic earnings per share computation. In the accompanying financial statements, basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock and potentially dilutive outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, warrants unless the result would be antidilutive.

The dilutive effect of restricted stock units, options and warrants subject to vesting and other share-based payment awards is calculated using the "treasury stock method," which assumes that the "proceeds" from the exercise of these instruments are used to purchase common shares at the average market price for the period. The dilutive effect of convertible securities is calculated using the "if-converted method." Under the if-converted method, securities are assumed to be converted at the beginning of the period, and the resulting shares of common stock are included in the denominator of the diluted calculation for the entire period being presented.

For the years ended December 31, 2024 and 2023, 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.

	<b>December 31 2024 Shares</b>	<b>December 31 2023 Shares</b>
Warrants	1,817,852	461,500
Convertible notes payable	-	1,507,531
Total common stock equivalents	<u>1,817,852</u>	<u>1,969,031</u>

## ***Segment***

The Company operates as a single operating segment, being a provider of conversational artificial intelligence technology. The Company's chief operating decision maker, its Chief Executive Officer, reviews financial information on an aggregate basis for the purposes of allocating resources and evaluating financial performance. The Company's primary operations are in the United States and it has derived substantially all of its revenue from sales to customers in this jurisdiction.

### ***Recent Accounting Pronouncements***

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-07, Segment Reporting Topic 280, “Segment Reporting-Improvements to Reportable Segment Disclosures” which allows disclosure of one or more measures of segment profit or loss used by the chief operating decision maker to allocate resources and assess performance. Additionally, the standard requires enhanced disclosures of significant segment expenses and other segment items, as well as incremental qualitative disclosures on both an annual and interim basis. This guidance is effective for annual reporting periods beginning after December 15, 2023, and interim reporting periods after December 15, 2024. Early adoption is permitted, and retrospective application is required for all periods presented. The Company is currently evaluating the impact of adopting this guidance on its Consolidated Financial Statements and disclosures included within Notes to Condensed Consolidated Financial Statements.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires disaggregated information about a reporting entity’s effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for the Company’s fiscal years beginning after February 1, 2025, with early adoption permitted. The Company does not expect the adoption of this standard to have any material impact on its financial statements.

### ***Recently Adopted Accounting Pronouncements***

In June 2016, the FASB issued ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASC 326”). The guidance replaces the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss (“CECL”) methodology. The measurement of expected credit losses under the CECL methodology is applicable to financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities. It also applies to off-balance sheet credit exposures not accounted for as insurance (loan commitments, standby letters of credits, financial guarantees, and other similar instruments) and net investments in leases recognized by a lessor in accordance with Topic 842 on leases. ASC 326 requires enhanced disclosures related to the significant estimates and judgments used in estimating credit losses as well as the credit quality and underwriting standards of a company’s portfolio. In addition, ASC 326 made changes to the accounting for available-for-sale debt securities. One such change is to require credit losses to be presented as an allowance rather than as a write-down on available-for-sale debt securities the Company does not intend to sell or believes that it is more likely than not they will be required to sell. The ASU can be adopted no later than January 1, 2020 for SEC filers and January 1, 2023 for private companies and smaller reporting companies. The Company has not yet adopted this ASU as it qualifies as a smaller reporting company. The adoption of this ASU, on January 1, 2023, did not have a material impact on its consolidated financial statements.

There have been no other recent accounting pronouncements, changes in accounting pronouncements or recently adopted accounting guidance during the year ended December 31, 2024 that are of significance or potential significance to the Company.

### **NOTE 3 – PROPERTY AND EQUIPMENT**

As of December 31, 2024 and 2023, property and equipment consisted of the following:

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Furniture and Fixtures	\$ 27,877	\$ 27,877
Computer Equipment	11,815	9,684
Total Property and Equipment	<u>39,692</u>	<u>37,561</u>
Less: accumulated depreciation and amortization	<u>(20,780)</u>	<u>(14,294)</u>
Property and Equipment, net	<u>\$ 18,912</u>	<u>\$ 23,267</u>

During the years ended December 31, 2024 and 2023, depreciation and amortization expense relating to property and equipment was \$6,486 and \$5,919, respectively.

#### NOTE 4 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following at December 31, 2024 and 2023:

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
Accounts payable	\$ 1,546,845	\$ 1,154,685
Accrued expenses	386,750	556,582
Accrued interest	10,462	339,221
Bank overdraft	-	8,046
Accounts payable and accrued expenses	<u>\$ 1,944,057</u>	<u>\$ 2,058,533</u>

#### NOTE 5 – OPERATING LEASES

We had operating leases for our corporate offices and one short term lease for executive offices. Our corporate office lease has a remaining lease term of thirty-five (35) months with no options to extend. The Company moved out from the premises in December 15, 2024.

	<u>Years Ended</u> <u>December 31,</u>	
	<u>2024</u>	<u>2023</u>
The components of lease expense were as follows:		
Short-term lease	\$ 378	\$ 22,047
Long-term lease	110,252	120,275
Operating lease cost	<u>\$ 110,630</u>	<u>\$ 142,322</u>

Supplemental cash flow information related to leases was as follows:

Cash paid for operating cash flows from operating leases	\$ 115,177	\$ 123,278
Right -of-use assets obtained upon acquisition	\$ -	\$ -

Weighted-average remaining lease term - operating leases (year)	-	2.92
Weighted-average discount rate — operating leases	-%	6.50%

The Company moved out from the premises on December 31, 2024, our lease liabilities was nil as of December 31, 2024.

#### NOTE 6 – NOTE PAYABLE AND CONVERTIBLE NOTES PAYABLE

##### Note payable

During the year ended December 31, 2023, the Company issued note payable of \$25,000 to pay professional fees and recorded it as deferred offering cost. The Note is unsecured, due on the earlier of the completion of an IPO or February 12, 2024, and bears interest at \$5,000 if paid before December 31, 2023 or \$25,000 if paid after December 31, 2023. During the years ended December 31, 2024 and 2023, the Company recorded interest expense of \$0 and \$5,000, respectively. As of December 31, 2024 and 2023, accrued interest was \$0 and \$5,000, respectively.

In February 2024, the Company borrowed \$30,000 and repaid the note payable and accrued interest totaling \$43,000.

On December 16, 2024, the Company issued note payable of \$40,000 to pay professional fees. The note is unsecured, due on 180 days from the date of agreement with 20% interest rate per annum. During the year ended December 31, 2024, the Company recognized and accrued interest of \$329.

##### Convertible notes payable

During the years ended December 31, 2023 and 2022, the Company issued \$3,368,236 in original issue discount senior secured convertible notes (together, the “Convertible Notes”). The Convertible Notes bear interest at an annualized rate of 15%, with no interest for the first nine months. The Convertible Notes mature nine (9) months after the original issue date of the Convertible Notes, whereupon all outstanding principal and accrued interest is due to the holders of the Convertible Notes.

The Convertible Notes include a conversion feature, whereupon a successful Initial Public Offering (“IPO”) (the “Liquidity Event”), the Convertible Notes may be payable to the holders by the Company delivering to the holders shares of common stock equal to the payment amount due at the date of the Liquidity Event divided by the conversion price. As defined in the agreement, the conversion price is the product of the offering price per share of common stock paid in a Liquidity Event and a 35% discount.

In connection with the issuance of the Convertible Notes, the Company issued common stock purchase warrants to the holders of the Convertible Notes (the “Warrants”). The Warrants give the holders the right, but not the obligation, to purchase shares of the Company obtained by dividing 50% of the original principal amount of the Convertible Notes by the offering price per share of common stock paid in a Liquidity Event. The exercise price of the Warrants is equal to the product of the conversion price of the Convertible Notes and 120%. The Warrants expire five (5) years from the consummation of the first Liquidity Event.

The conversion feature and Warrants have been accounted for as a derivative liability, in accordance with ASC 815 (see Note 7).

During January 2024, the Company modified outstanding 2022 Original Issue Discount Convertible Notes with original principal and accrued interest, by agreeing to certain penalties, to extend the maturity dates until February 28, 2024. The Company determined the modifications to be debt extinguishment. As a result of the debt extinguishment, the Company recognized a loss on settlement of debt of \$1,387,314.

During February 2024, the Company modified certain 2023 Original Issue Discount Convertible Notes with original principal and accrued interest, to extend the maturity dates until February 28, 2024. The Company determined these to be a modification.

In February 2024, on completion of the IPO, all outstanding 2023 and 2022 Original Issue Discount Convertible Notes with original principal and accrued interest have been settled. In connection with settlements, the Company paid \$894,072 and issued 1,801,880 shares of common stock, value at \$7,657,990, to holders of such notes, as a result the Company recognized a loss on settlement of debt of \$2,662,842. In addition, the Company issued 495,076 warrants, which immediately upon issuance at IPO were modified to Series C warrants and were classified as equity. The Company recognized a gain on settlement of derivative liability of \$225,220, recognized as a settlement of debt.

Prior to the modifications and settlements in January and February 2024, the Company recognized a gain on change in fair value of derivative liability for the convertible debt of \$145,895 and a loss on change of derivative liability for the warrants of \$30,599.

On September 18, 2024, entered into a Convertible Note with a principal amount of \$105,300 including \$15,300 debt discount at a 22% interest rate per annum. Additionally, the Company incurred legal fee reimbursement and due diligence fee amounting to \$2,500 and \$3,500 recognized as financing cost, respectively.

On December 20, 2024, entered into a Convertible Note with a principal amount of \$60,000 including \$10,000 debt discount at a 20% interest rate compounded monthly.

Convertible notes payable, net consisted of the following:

	<b>Maturities (calendar year)</b>	<b>Stated Interest Rate</b>	<b>Effective Interest Rate</b>	<b>December 31, 2024</b>	<b>December 31, 2023</b>
August 2022 issuances	2023	20%	195%	\$ -	\$ 614,118
September 2022 issuances	2023	20%	201%	-	1,598,824
November 2022 issuances	2023	20%	212%	-	423,529
December 2022 issuances	2023	20%	155%	-	276,000
April 2023 issuances	2024	15%	215%	-	588,235
May 2023 issuances	2024	15%	172%	-	58,824
June 2023 issuances	2024	15%	170%	-	294,118
September 2024 issuances	2025	22%	21%	105,300	-
December 2024 issuance	2025	20%	792%	60,000	-
Total face value				165,300	3,853,648
Unamortized debt discount and issuance costs				(22,762)	(165,082)
Total convertible notes				142,538	3,688,566
Current portion of convertible notes				(142,538)	(3,688,566)
Long-term convertible notes				\$ -	\$ -

During the years ended December 31, 2024 and 2023, the Company recorded interest expense of \$432,824 and \$2,761,631, respectively, which included amortization of debt discount of \$173,619 and \$1,941,999, respectively, default penalty of \$146,054 and \$485,412, respectively. As of December 31, 2024 and 2023, accrued interest was \$10,133 and \$339,221, respectively.

## NOTE 7 – DERIVATIVE LIABILITITES

### *Fair Value Assumptions Used in Accounting for Derivative Liabilities*

ASC 815 requires us to assess the fair market value of derivative liabilities at the end of each reporting period and recognize any change in the fair market value as other income or expense. The Company determined our derivative liabilities to be a Level 3 fair value measurement and used the Black-Scholes pricing model to calculate the fair value as of issuance date, at the IPO settlement date of February 26, 2024 and as of December 31, 2024.

The Black-Scholes model, which requires six basic data inputs: the exercise or strike price, time to expiration, the risk-free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement. The current stock price is based on historical issuances. Expected volatility is based on the historical stock price volatility of comparable companies' common stock, as our stock does not have sufficient historical trading activity. Risk free interest rates were obtained from U.S. Treasury rates for the applicable periods.

The following table summarizes the changes in the derivative liabilities during the year ended December 31, 2024 and 2023:

	<b>2024</b>	<b>2023</b>
Expected exercise price	\$ 3.32 - 8.50	\$ 3.32 - \$4.88
Stock price	\$ 2.76	\$ 2.76 - \$4.06
Expected term	0.30 - 5.00 years	0.33 - 5.00 years
Expected average volatility	80% - 108%	108% - 131%
Expected dividend yield	-	-
Risk-free interest rate	4.33% - 5.46%	3.84% - 5.60%
Expected IPO Price (*)	-	\$4.25 - \$6.25

\* In 2024, the Company used actual IPO price.

For the year ended December 31, 2024 and 2023, the estimated fair values of the liabilities measured on a recurring basis are as follows:

**Fair Value Measurements Using Significant Unobservable Inputs (Level 3)**

Balance - December 31, 2022	\$ 1,231,358
Addition of new derivatives recognized as debt discount - warrants	463,410
Addition of new derivatives recognized as debt discount - conversion feature	41,817
Change in fair value of the derivative	186,294
Balance - December 31, 2023	\$ 1,922,879
Addition of new derivatives recognized as debt discount - warrants	-
Settlement of derivative liability from conversion of debt	(78,849)
Settlement of derivative liability of warrants to Series C warrants	(1,728,734)
Change in fair value of the derivative	(115,296)
Balance - December 31, 2024	\$ -

**NOTE 8 – STOCKHOLDERS’ EQUITY**

***Authorized Capital Stock***

Effective February 28, 2025, the Company amended its articles of incorporation to increase the number of authorized common shares to 15,000,000,000.

The Company has authorized 15,000,000,000 shares of common stock with a par value of \$0.0001 per share and 24,000,000 shares of Preferred Stock with a par value of \$0.0001 per share. The Company shall have the authority to issue the shares of Preferred Stock in one or more series with such rights, preferences and designations as determined by the Board of Directors of the Company.

***Series A Preferred Stock***

Effective February 24, 2025, the Company amended the Designation of the Series A Preferred Stock to restore voting rights previously eliminated. Pursuant to the amendment, Holders of the Series A Preferred Stock shall have the right to vote on any matters brought before the stockholders of the Company for a vote as a single class. Each share of Series A Preferred Stock shall have the equivalent voting power of 10,000 shares of Company Common Stock.

The Company has designated 4,000,000 preferred shares, par value \$0.0001, as Series A Preferred Stock. On April 17, 2023, our Board passed a resolution, in accordance with the laws of the State of Wyoming which, when the SEC declares our registration statement effective, shall require the Company to amend the rights of all authorized, issued, outstanding, and forthcoming Series A Preferred Stock, so that the holders of the Series A Preferred Stock have no right to vote on any matters brought before the stockholders of the Company. The removal of the voting rights became effective when the SEC declared our Registration Statement on Form S-1 effective on February 14, 2024

The Series A Preferred Stockholders are not entitled to any dividends, or mandatory conversion right or liquidation preference, however, they do have a voluntary conversion right.

Holder of the Company’s Series A Preferred Stock shall have the right to convert at a ratio of 0.025 share of the Company’s common stock for 1 share of the Company’s Series A Preferred Stock (subject to adjustments relating to stock splits, distributions, mergers, consolidation, exchange of shares, recapitalization, reorganization, or other similar event). “Conversion Period” shall mean the period commencing on the earlier of (i) six months after the SEC declares the Company’s Registration Statement on Form S-1 No. 333-269489 effective and (ii) the first anniversary of this unanimous written consent and ending on the fifth anniversary of this unanimous written consent. The conversion right of the Series A Shareholders shall become valid and in force when the SEC declares the Company’s Registration Statement on Form S-1 No. 333- 269489 effective

As of December 31, 2024 and 2023, 4,000,000 shares of Series A Preferred Stock were issued and outstanding, respectively.

### ***Series B Preferred Stock***

Effective September 27, 2023, the Company has amended the certificate of designation to authorize 3,000 preferred shares, par value \$0.0001, as Series B Preferred Stock. Series B Preferred Stock has no voting rights but shall be mandatorily converted into common stock with voting rights upon the completion of our initial public offering or our change of control. The Series B Preferred Stockholders are not entitled to any dividends.

During the year ended December 31, 2023, the Company issued 1,305 shares of Series B Preferred Stock for \$1,305,000.

During the year ended December 31, 2024, the Company issued an aggregate of 605 shares of our Series B Preferred Stock to several individuals for \$605,000 and 1,910 shares of Series B Preferred Stock were converted into 691,404 shares of common stock upon the closing of the IPO.

As of December 31, 2024 and 2023, 0 and 1,305 shares of Series B Preferred Stock were issued and outstanding, respectively.

### ***Series C Convertible Preferred Stock***

On August 2, 2024, the Company issued a Certificate of Designation of Series C Convertible Preferred Stock designating 7,000 shares of its authorized and unissued preferred stock as Series C Preferred Stock with a stated value of \$1,000.00 per share (the "Stated Value"). The Series C Convertible Preferred Stock sets forth the rights, preferences and limitations of the shares of Series C Preferred Stock.

The following is a summary of the terms of the Series C Preferred Stock:

- **Dividends.** The holders of Series C Preferred Stock will be entitled to receive dividends, based on the Stated Value, at a rate of eight percent (8%) per annum, which dividends shall be paid by the Company out of funds legally available therefor, payable in shares of common stock or, at the option of the Company, cash on the stated value of such Series C Preferred Stock at the applicable dividend rate. Dividends on the Series C Preferred Stock shall commence accruing on the issuance date and shall be computed on the basis of a 360-day year and twelve 30-day months (with 1 year of dividends being guaranteed and deemed earned in full and payable on the first conversion date). From and after the occurrence and during the continuance of any Triggering Event the rate shall automatically be increased to twelve percent (12.0%) per annum.
- **Voting Rights.** The Series C COD provides that holders of Series C Preferred Shares shall have the right to vote on all matters presented to the stockholders for approval together with the shares of Common Stock, voting together as a single class, on an "as converted" basis, other than in regards to the Exchange Limitation.
- **Liquidation.** In addition, upon any liquidation, dissolution or winding-up of the Company, prior and in preference to the Common Stock, holders of Series C Preferred Stock shall be entitled to receive out of the assets available for distribution to stockholders before any amount shall be paid to the holders of any of shares of Junior Stock, but pari passu with any Parity Stock then outstanding, an amount per Preferred Share equal to the greater of (A) 120% of the Stated Value of such Preferred Share and (B) the amount per share such Holder would receive if such Holder converted such Preferred Share into Common Stock immediately prior to the date of such payment
- **Conversion.** The number of shares of Common Stock issuable upon conversion of any share of Series C Preferred Stock shall be determined by dividing (x) the Conversion Amount of such Preferred Share by (y) the Conversion Price (the "Conversion Rate"):
  - (i) "Conversion Amount" means, with respect to each Share, as of the applicable date of determination, the sum of (1) 120% of the Stated Value plus (2) the Additional Amount thereon and any accrued and unpaid late charges with respect to such Stated Value and Additional Amount as of such date of determination.

- (ii) “Conversion Price” means, with respect to each Share, as of any Conversion Date or other date of determination, an initial price of \$0.15, subject to further adjustment as provided herein. On each Reset Date, the Conversion Price shall be adjusted to equal the lower of (a) the Conversion Price then in effect (after taking into account and adjusting pursuant to Section 8(b)) and (b) 100% of the applicable Reset Price, determined as of the applicable date of determination; provided that, the Conversion Price shall not be lower than the Floor Price (as defined below). In the event that the number of Conversion Shares (as defined below) subject to a conversion would exceed the Exchange Limitation (as defined below) prior to the Exchange Limitation Date (as defined below), in aggregate with any prior conversions of the Preferred Shares or other issuances of shares of Common Stock that would be subject to the Exchange Limitation, then the Conversion Price shall not be less than the “Minimum Price” as such term is defined in Rule 14.10(i)(4) of the Rules of the BZX Exchange operated by Cboe Global Markets, Inc. (the “Minimum Price”); provided that, the Company shall, promptly following the Second Closing Date, take all corporate action necessary to call a meeting of its stockholders (the “Stockholders’ Meeting”), which shall occur not later than sixty (60) days from the Second Closing Date, for the purpose of seeking approval of the Company’s stockholders with respect to, inter alia, the issuance of all of the Preferred Shares and Conversion Shares, all as may be required by the applicable rules and regulations of the Principal Market (or any successor entity) (the “Stockholder Approval”). In connection therewith, the Company shall as soon as reasonably practicable after the Second Closing Date file with the SEC proxy materials (including a proxy statement and form of proxy) for use at the Stockholders’ Meeting and, after receiving and promptly responding to any comments of the SEC thereon, shall as soon as reasonably practicable mail such proxy materials to the stockholders of the Company. The Company will comply with Section 14(a) of the 1934 Act and the rules promulgated thereunder in relation to any proxy statement (as amended or supplemented, the “Proxy Statement”) and any form of proxy to be sent to the stockholders of the Company in connection with the Stockholders’ Meeting. The Company’s board of directors shall recommend to the Company’s stockholders that the stockholders vote in favor of the proposals for Stockholder Approval at the Stockholders’ Meeting and take all commercially reasonable action (including, without limitation, the hiring of a proxy solicitation firm of nationally recognized standing) to solicit stockholder votes in respect of the Stockholder Approval. If the Company does not obtain Stockholder Approval at the Stockholders’ Meeting, the Company shall call a meeting every ninety (90) days thereafter to seek Stockholder Approval until the date that Stockholder Approval is obtained (the “Exchange Limitation Date”). In the event that the Conversion Price on a Conversion Date would have been less than the applicable Minimum Price or Floor Price if not for the Company obtaining Stockholder Approval, then on any such Conversion Date the Stated Value shall automatically be increased by an amount equal to the product obtained by multiplying (A) the higher of (I) the highest price that the Common Stock trades at on the Trading Day immediately preceding such Conversion Date and (II) the applicable Conversion Price and (B) the difference obtained by subtracting (I) the number of shares of Common Stock delivered (or to be delivered) to the Holder on the applicable Conversion Date with respect to such conversion of Preferred Shares from (II) the quotient obtained by dividing (x) the applicable Conversion Amount that the Holder has elected to be the subject of the applicable conversion of Preferred Shares, by (y) the applicable Conversion Price. Notwithstanding anything to the contrary herein, the Conversion Price shall not be less than the Floor Price, which shall not be subject to any adjustment
- Redemption. Upon the occurrence of a Triggering Event, each Holder shall (in addition to all other rights it may have hereunder or under applicable law) have the right, exercisable at the sole option of such Holder, to require the Company with respect to each share of Preferred Stock to redeem each share of Preferred Stock then held by such Holder for a redemption price, in cash, equal to 130% of the Stated Value plus the Additional Amount as of the Company Optional Redemption Date (the “Triggering Redemption Amount”). After the occurrence of a Triggering Event, the Dividend Rate on all of the outstanding Preferred Stock held by such Holder shall be increased to 18% per annum thereafter. The Triggering Redemption Amount, in cash or in shares of Common Stock, shall be due and payable or issuable, as the case may be, within five (5) Trading Days of the date on which the notice for the payment therefor is provided by a Holder (the “Triggering Redemption Payment Date”). At any time after the Initial Issuance Date, the Company shall have the right to redeem all or any portion of the Preferred Shares then outstanding (the “Company Optional Redemption Amount”) on the Company Optional Redemption Date (each as defined below) (a “Company Optional Redemption”). The Preferred Shares subject to redemption pursuant to this Section 11(b) shall be redeemed by the Company in cash at a price (the “Company Optional Redemption Price”) equal to 120% of the Stated Value plus the Additional Amount as of the Company Optional Redemption Date.

As of December 31, 2024 and 2023, 0 shares of Series C Convertible Preferred Stock were issued and outstanding.

### ***Series D Redeemable Preferred Stock***

On August 2, 2024, the Company issued a Certificate of Designation of Series D Preferred Stock designating 20,000 shares of its authorized and unissued preferred stock as Series D Preferred Stock with a stated value of \$0.0001 per share (the “Stated Value”). The Series D Preferred Stock sets forth the rights, preferences and limitations of the shares of Series D Preferred Stock. The defined terms not otherwise defined below are as defined in the Series D Preferred Stock.

The following is a summary of the terms of the Series D Preferred Stock:

- ***Dividends.*** Under the terms of the Series D Preferred Stock, the Company shall not pay any dividends on the Series D Preferred Stock.
- ***Voting Rights.*** Each share of Series D Preferred Stock shall entitle the holder thereof (a) to vote exclusively with respect to the Reverse Stock Split proposal at the Company’s next stockholder meeting following the Original Issue Date (and the Series D Preferred Stock shall not be entitled to vote on any other matter except to the extent required under Title 17 of the Wyoming Statutes or provided herein) and (b) to 10,000 votes per each share of Series D Preferred Stock and shall, except as required by law, vote together with the Common Stock and any other issued and outstanding shares of preferred stock of the Company that are entitled to vote thereon, as a single class. Notwithstanding the foregoing, in addition, as long as any shares of Series D Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series D Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series D Preferred Stock or alter or amend this Certificate of Designation, (b) amend the Articles of Incorporation or other charter documents of the Company in a manner adverse to the Holders, (c) increase the number of authorized shares of Series D Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.
- ***Liquidation.*** In addition, upon any liquidation, dissolution or winding-up of the Company, prior and in preference to the Common Stock, the Holders shall be entitled to receive out of the assets available for distribution to stockholders an amount in cash equal to 120% of the aggregate Stated Value of all shares of Series D Preferred Stock held by such Holder
- ***Redemption.*** On the earlier of the date on which (i) the Company obtains Stockholder Approval and (ii) the SPA is terminated prior to the Second Closing, the Company shall immediately redeem, out of funds legally available therefor, each of the Series D Preferred Stock then outstanding at a redemption price equal to the Redemption Price, without the requirement for any notice or demand or other action by any Holder or any other person or entity, provided that a Holder may, in its sole discretion, waive such right to receive payment on the date of Stockholder Approval or such termination, in whole or in part, and any such waiver shall not affect any other rights of such Holder or any other Holder hereunder. Upon receipt of full payment in cash for a complete redemption, each Holder will promptly submit to the Company such Holder’s Series D Preferred Stock certificates, if any, and such redeemed shares shall no longer be deemed to be outstanding.

As of December 31, 2024 and 2023, 0 shares of Series D Redeemable Preferred Stock were issued and outstanding.

### ***Security purchase agreement***

On August 2, 2024, the Company entered into a Securities Purchase Agreement (the “SPA”) with certain accredited investors (the “Purchasers”) for the sale of (i) 2,800 shares of Series C Convertible Preferred Stock, par value \$0.0001 per share (the “Series C Preferred Stock”, and the closing of such sale the “Second Closing”) at a purchase price of \$1,000 per share for a total of \$2,800,000 and (ii) 20,000 shares of Series D Redeemable Preferred Stock, par value \$0.0001 per share (the “Series D Preferred Stock” and the closing of such sale, the “First Closing”) at a purchase price of \$0.0001 per share for a total of \$2.00 (the “Offering”). Further to this initial investment, the SPA contemplates additional investments for an additional \$200,000.

On September 17, 2024, pursuant to section 8 of the SPA, the Purchasers and the Company have terminated the SPA and any and all obligations therein for both the Company and the Purchasers under the SPA and any related transaction documents.

Additionally, given that the Series D Preferred Stock had already been issued to the Purchasers pursuant to section 1(b)(i) of the SPA, the Company has exercised its right pursuant to section 9 of the Certificate of Designation of the Series D Preferred Stock and the Board of Directors of the Company has approved the redemption of all of the 20,000 outstanding shares of Series D Preferred Stock for their stated value of \$0.0001 per share.

### ***Common Stock***

Each share of Common Stock entitles the holder to one vote, in person or proxy, on any matter on which an action of the stockholders of the Company is sought.

During the year ended December 31, 2023, the Company had the following common stock transactions:

- 308,192 shares and warrants issued to non-employees for services valued at \$731,500.
- 600,000 shares issued for employee compensation valued at \$918,000.
- 162,500 shares cancelled.
- 275,000 shares issued for settlement of legal fees recognized in deferring offering costs, valued at \$420,750
- 120,000 shares issued for restricted stock awards to a company owned by our Chief Financial Officer.

During the year ended December 31, 2024, the Company had the following common stock transactions:

- 1,400,000 units, consisting of 1 common share, 1 Series A Warrant and 1 Series B Warrant, at a price of \$4.25 per unit for gross proceeds of \$5,950,000, from the IPO. After underwriting fees and discounts the net proceeds to the Company amounted to \$5,324,000.
- 143,262 shares issued for settlement to related and unrelated parties for accounts payable, valued at \$286,808. Amounts settled to related parties were \$77,095 (38,404 shares) to our CEO, \$95,165 (47,584 shares) to our Chief Product Officer, and \$21,250 (10,625 shares) to a company owned by our CFO.
- 1,801,880 shares issued, with a fair value of \$7,657,990, for settlement of convertible notes and accrued interest.
- 291,941,733 shares issued for the cash and cashless exercise of 2,210,119 warrants for \$82,121.
- 691,404 shares issued for conversion of 1,910 shares of Series B Preferred Stock upon the closing of the IPO.

As of December 31, 2024 and 2023, 300,213,026 and 4,234,747 shares of common stock were issued and outstanding, respectively.

### **NOTE 9 – STOCK-BASED COMPENSATION**

During the years ended December 31, 2024 and 2023, stock-based compensation was recognized as follows:

	<b>December 31 2024</b>	<b>December 31 2023</b>
Salaries and wages	\$ -	\$ 918,000
Research and development and other service providers	-	731,506
General and administrative expenses - related party	-	30,600
Professional fees -related party	153,000	-
<b>Total</b>	<b>\$ 153,000</b>	<b>\$ 1,680,106</b>

The Company valued compensation expenses to employees based on fair value of common stock using a weighted average price of shares issued to unrelated parties for cash and compensation multiplied by the number of shares issued to the employees.

### **Warrants**

During the year ended December 31, 2023, the Company valued 100,000 common stock warrants granted for services with exercise price of \$1.00 and the term of 3 years, as a Level 3 fair value measurement using unobservable measurements and used a Black-Scholes option pricing model. The Company determined a value of \$349,000

During the year ended December 31, 2024, the Company issued warrants as follows;

- 1,609,900 series A warrants with exercise price of \$5.53 and the term of 5 years
- 1,610,000 series B warrants with exercise price of \$8.50 and the term of 5 years
- 495,076 Series C warrants with exercise price of \$8.50 and the term of 5 years

A summary of activity of the warrants during the year ended December 31, 2024 and 2023, are as follows:

	<b>Warrants Outstanding</b>		<b>Weighted Average Remaining life (years)</b>
	<b>Number of Warrants</b>	<b>Weighted Average Exercise Price</b>	
Outstanding, January 1, 2023	361,500	\$ 5.62	3.41
Granted	100,000	1.00	3.00
Expired / cancelled	-	-	-
Exercised	-	-	-
Outstanding, December 31, 2023	461,500	\$ 5.58	2.58
Granted	3,714,976	7.21	5.00
Expired / cancelled	(103,750)	6.99	-
Exercised	(2,254,874)	8.01	-
Outstanding, December 31, 2024	1,817,852	\$ 5.58	3.71

The intrinsic value of the warrants as of December 31, 2024 is \$0. All of the outstanding warrants are exercisable as of December 31, 2024.

### **2022 Equity Compensation Plan**

On November 9, 2023, the Company's stockholders approved the 2022 Equity Compensation Plan, or the 2022 Plan. The 2022 Plan provides that grants may be in any of the following forms: incentive stock options, nonqualified stock options, stock units, stock awards, dividend equivalents and other stock-based awards. The 2022 Plan is administered and interpreted by the Compensation Committee of the Board of Directors, or the Committee. The Committee has the authority to determine the individuals to whom grants will be made under the 2022 Plan, determine the type, size and terms of the grants, determine the time when grants will be made and the duration of any applicable exercise or restriction period (subject to the limitations of the 2022 Plan) and deal with any other matters arising under the 2022 Plan. The Committee presently consists of three directors, each of whom is a non-employee director of the Company. All the employees of the Company and its subsidiaries are eligible for grants under the 2022 Plan. Non-employee directors of the Company are also eligible to receive grants under the 2022 Plan.

### **Restricted Stock Awards**

On November 2, 2023, the Company issued 120,000 restricted stock awards (“RSAs”) representing 120,000 shares of common stock to Thornhill Advisory Group, Inc, (f/k/a EverAsia Financial Group, Inc), a company owned by our Chief Financial Officer. RSAs issued in connection with the 2022 Plan shall be subject to a twelve-month vesting period, whereas 10,000 shares shall vest upon the first of every month. However, should the Company successfully complete an initial public offering of its common shares on any stock exchange in the United States of America, 100% of the then unvested RSAs shall immediately vest upon the completion of the IPO.

During the years ended December 31, 2024 and 2023, the Company recorded stock-based compensation of \$153,000 and \$30,600, respectively, related to the issuance of RSAs. As of December 31, 2024 and 2023, there was \$0 and \$153,000 of total unrecognized expense related to non-vested awards of RSAs. The cost was fully recognized, due to the Company’s IPO being effective on February 23, 2024.

The total intrinsic value of awards released during 2023 was \$0, as our common stock is not publicly traded.

The following summary reflects changes in the shares of Common Stock Restricted Stock Awards (RSA):

	Shares	Weighted Average Granted Date Fair Value	Amortization Cost
Unvested Outstanding at December 31, 2023	100,000	\$ 1.53	\$ 153,000
Granted	-	-	-
Vested /Released	(100,000)	1.53	(153,000)
Cancelled	-	-	-
Unvested Outstanding at December 31, 2024	-	\$ -	\$ -

### **NOTE 10 – RELATED PARTY TRANSACTIONS**

#### ***Operating expense related party***

During the years ended December 31, 2024 and 2023, the Company incurred approximately \$40,000 and \$4,318, respectively, in investor marketing and relations services from a company owned by the former chief strategy officer.

#### ***Related party payable***

On August 1, 2022, the Company entered into a lending arrangement with a related party, the prior owner of Click Fish Media. The loan is for a two (2) year term and accrued simple annual interest at a rate of 5% per annum. As of December 31, 2024 and 2023, the remaining note payable balance was \$77,251 and \$76,368, respectively, which includes all outstanding principle and accrued interest.

#### ***Related party management fees***

During the years ended December 31, 2024 and 2023, 47 Capital Management LLC, an entity wholly owned by the former CFO, billed the Company \$0 and \$121,596 and the Company paid \$20,000 and \$88,399, respectively. 47 Capital Management LLC provide outsourced CFO services.

During the year ended December 31, 2024 and 2023, Thornhill Advisory Group, Inc., an entity majority owned by the former CFO, billed the Company \$297,457 and \$86,200, respectively and the Company paid \$278,696 and \$50,020 respectively. Thornhill Advisory Group provided financial consulting services from May 2023 through October 2023. From November 2023 through December 2024, Thornhill Advisory Group, Inc. provided outsourced CFO services.

#### ***Related party debt conversion to common stock***

In January 2024, 38,404 shares, valued at \$2.00 per share, for a total value of \$76,807 were issued to our CEO for settlement to related parties for accounts payable.

In January 2024, 47,584 shares, valued at \$2.00 per share, for a total value of \$95,165 were issued to our Chief Product Officer for settlement to related parties for accounts payable.

In January 2024, 10,625 shares, valued at \$2.00 per share, for a total value of \$21,250 were issued to a company owned by our CFO for settlement to related parties for accounts payable.

## NOTE 11 – LEGAL PROCEEDINGS

From time to time, we may be involved in various disputes and litigation matters that arise in the ordinary course of business.

The Company received correspondence in February, 2023 from an attorney representing a former customer of the Company. The correspondence contains allegations that the customer provided certain leads to the Company that were not processed by the Company according to the agreement between the Company and the customer. Further, the customer alleges that it paid for the processing of those leads and that it was entitled to a refund of a portion of its payment. The Company has requested details of which leads were not processed, however the customer has not provided those details. The Company denies liability and intends to continue to vigorously defend any action, although the probability of a favorable or unfavorable outcome is difficult to estimate as of this date. The result or impact of such allegations are uncertain, including whether or not they could result in damages and/or awards of attorneys' fees or expenses. While the outcome is uncertain, the Company has accrued \$15,950 and accounted for it as Unearned Revenue until the matter is resolved.

The Company received a letter dated August 28, 2023, from an attorney hired on behalf of a former employee of the Company. This former employee offered her resignation, which was accepted on July 12, 2023. This letter contains allegations that the former employee was sexually harassed and terminated wrongfully by the Company. The Company is of the opinion that allegations in this letter lack merit. The Company has reported this matter to its insurance carrier and outside counsel has been engaged. The Company denies liability and intends to continue to vigorously defend any action, although the probability of a favorable or unfavorable outcome is difficult to estimate as of this date. The result or impact of such allegations are uncertain, including whether or not they could result in damages and/or awards of attorneys' fees or expenses. In December 2023 the former employee's attorney requested that the parties attend mediation, however a date for said mediation has not been determined. In December 2024, the EEOC dismissed the case.

On December 20, 2023, an individual filed a putative class action lawsuit against a customer of the Company that was using the Company's DISA's. Shortly thereafter, the individual filed a first amended complaint (FAC) adding the Company as a party. The FAC states that Plaintiff's phone number has been on the National Do-Not-Call Registry since 2009. Despite this, Plaintiff alleges he received two prerecorded calls from the Company on behalf of its Customer on October 10 and November 28, 2023. Based on these alleged violations, Plaintiff asserts that the Company violated the Telephone Consumer Protection Act's (TCPA) prerecorded call provision and the South Carolina Telephone Privacy Protection Act. In response to the FAC, both the Company and its Customer filed a motion to dismiss and motion to strike the class allegations. The motions are fully briefed, but the Court has yet to issue a ruling. The parties each exchanged discovery responses. The parties agreed to attend mediation on October 15, 2024. The Company denies liability and intends to continue to vigorously defend any action, although the probability of a favorable or unfavorable outcome is difficult to estimate as of this date. The result or impact of such allegations are uncertain, including whether or not they could result in damages and/or awards of attorneys' fees or expenses.

ProofPositive LLC ("ProofPositive") commenced an arbitration ("Arbitration") before the American Arbitration Association ("AAA") against the Company, Brian Podolak and his wife (under a pseudonym) ("Respondents") on or about May 31, 2024. In the Arbitration, ProofPositive asserted a number of claims, including claims under the Arizona Securities Act, arising from Respondents' alleged failure to pay sums purportedly due under a loan agreement and promissory note, an addendum and consulting agreement. The Company denies liability and intends to continue to vigorously defend any action, although the probability of a favorable or unfavorable outcome is difficult to estimate as of this date. The result or impact of such allegations are uncertain, including whether or not they could result in damages and/or awards of attorneys' fees or expenses.

Carstens, Allen & Gourley, LLP ("Carstens") commenced an action before the Texas Civil Court against the Company on or about August 12, 2024 ("Lawsuit"). In the Lawsuit, Carstens alleges that the Company was in breach of contract by failure and refusal to pay attorneys' fees that it owes to Carstens. The Company has entered into settlement negotiations with Carstens. In December, 2024, Carstens filed for a default judgement for the unpaid fees. The Company is negotiating with Carstens for a mutually acceptable settlement.

On December 16, 2024, MAI Voice GCO, LLC filed a verified complaint alleging breach of contract and seeking \$32,090. The Company denies liability and intends vigorously defend the action that was brought, although the probability of a favorable or unfavorable outcome is difficult to estimate as of this date. The result or impact of such allegations are uncertain, including whether or not they could result in damages and/or awards of attorneys' fees or expenses.

## NOTE 12 – INCOME TAXES

Components of income tax expense (benefit) are as follows for the years ended December 31, 2024, and 2023:

	<u>2024</u>	<u>2023</u>
Current tax expense:		
Current Income Tax Expense - federal	\$ -	\$ -
Current Income Tax Expense - state	-	-
Total	<u>\$ -</u>	<u>\$ -</u>

The tax effects of temporary differences which give rise to the significant portions of deferred tax assets or liabilities are as follows at December 31, 2024 and 2023:

	<u>2024</u>	<u>2023</u>
Deferred tax assets		
Net Operating loss Carryforward	\$ 4,853,245	\$ 3,308,651
Capital Loss Carryover	295,299	295,299
Net Lease Liability	-	5,908
Stock Compensation	18,632,030	18,593,252
Software Development Costs	315,521	337,968
Total Deferred tax assets	<u>\$ 24,096,095</u>	<u>\$ 22,541,078</u>
Deferred Tax liabilities:		
Depreciation	\$ (4,793)	\$ (5,897)
Total Deferred tax liabilities	<u>\$ (4,793)</u>	<u>\$ (5,897)</u>
Less: valuation allowance	\$ (24,091,302)	\$ (22,535,181)
Net deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

The Company will have approximately \$19.2 and \$13.1 million of gross net operating loss carry-forwards at December 31, 2024 and 2023, respectively. Federal NOLs do not expire, but are subject to 80% income limitation on use; state and local laws may vary by jurisdiction. Net deferred tax assets are mainly comprised of temporary differences between financial statement carrying amount and tax basis of assets and liabilities.

ASC 740 requires a valuation allowance to reduce the deferred tax assets reported if, based on the weight of the evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. At December 31, 2024 and 2023, respectively, a full valuation allowance was recognized.

In addition, the Company performed a comprehensive review of its uncertain tax positions and determined that no adjustments were necessary relating to unrecognized tax benefits at December 31, 2024 and 2023. The Company's federal and state income tax returns are subject to examination by taxing authorities for three years after the returns are filed, and as such the Company's federal and state income tax returns remain open to examination.

The reconciliation of the income tax benefit is computed at the U.S. federal statutory rate as follows:

	<u>2024</u>	<u>2023</u>
Federal statutory income tax at 21%	21.00%	21.00%
State income taxes, net of federal benefits	4.35%	3.55%
Permanent Differences	(9.74)%	(5.13)%
Impact of tax rate change	0.00%	2.34%
Prior period adjustment	0.00%	1.96%
Application of a full valuation allowance	(15.61)%	(23.72)%
Provision for income taxes	<u>-</u>	<u>-</u>

### NOTE 13 – COMMITMENTS AND CONTINGENCIES

From time to time, the Company may become subject to threatened and/or asserted claims arising in the ordinary course of business. Management is not aware of any matters, either individually or in the aggregate, that are reasonably likely to have a material adverse effect on the Company’s financial condition, results of operations or liquidity.

### NOTE 14 – PREPAID EXPENSE

As of December 31, 2024 and 2023, prepaid expenses consisted of the following:

	<u>December 31,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
Prepaid operating expense	\$ 53,627	\$ -
Prepaid insurance	23,449	-
Prepaid rent	-	12,770
Prepaid expense	<u>\$ 77,076</u>	<u>\$ 12,770</u>

### NOTE 15 – SEGMENT REPORT

Our Chief Executive Officer (“CEO”) is the chief operating decision maker who reviews financial information for purposes of allocating resources and evaluating financial performance. Accordingly, we determined we operate in a single reporting segment – being a provider of conversational artificial intelligence technology.

Our CEO assesses performance and decides how to allocate resources primarily based on net income, which is reported on our Statements of Operations. Total assets on the Balance Sheets represent our segment assets.

### NOTE 16 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date these consolidated financial statements were available to be issued. Based on our evaluation no material events have occurred that require disclosure, except as follows:

#### Convertible Notes

On January 16, 2025, the Company amended the convertible note agreement dated December 20, 2024 (Note 6) by increasing the principal amount from \$60,000 to \$96,000 and debt discount of \$10,000 to \$16,000 at a 20% interest rate compounded monthly with maturity date of June 20, 2025. The Company obtained the additional amended principal of \$36,000 (including \$6,000 debt discount) in amount of \$30,000 on January 1, 2025.

In March, 2025, the Company entered into a Convertible Note with a principal amount of \$56,000 at a 12% interest rate and a maturity date in 180 days from the date of issue.

In March, 2025, entered into a Convertible Note with a principal amount of \$30,000 including \$5,000 debt discount at a 15% interest rate and a maturity date 9 months from the date of issue.

In March, 2025, entered into a Convertible Note with a principal amount of \$285,714.29 including \$85,714.29 debt discount at a 10% interest rate and a maturity date 9 months from the date of issue.

In March, 2025, entered into a Convertible Note with a principal amount of \$30,000 including \$5,000 debt discount at a 15% interest rate and a maturity date 9 months from the date of issue.

#### Legal Matters

In March, 2025, Berkowitz Pollack & Brant Advisors filed a lawsuit against the Company for unpaid professional fees in the amount of \$48,057.

In April 2025, the Company settled a lawsuit previously filed against the Company by Carstens Allen and Gourley. The Company agreed to pay Carstens the total sum of \$160,000 in 13 payments. Upon signing the settlement, Carstens filed with the courts to dismiss the lawsuit.



**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference, in the Form 10-K of Vocodia Holdings Corp., of our report dated April 30, 2025, relating to the financial statements of Vocodia Holdings Corp., (which report expresses unqualified opinion and includes explanatory paragraphs relating to going concern uncertainty as discussed in notes to accounts) as of December 31, 2024.

/s/ Pipara & Co LLP

Pipara & Co LLP

Delhi, India

April 30, 2025

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