RxAir360, Inc.

Unaudited Financial Statements

For the Year Ended December 31, 2025

(With December 31, 2024 Comparative Information)

Basis of Accounting: Accrual — U.S. GAAP

Report Type: Unaudited — Management Prepared

Prepared in connection with OTC Markets / FINRA Form 211

Date Prepared: April 10, 2026

These financial statements were prepared in April 2026 based on the Company's historical accounting records for the periods presented.

RxAir360, Inc.

Balance Sheet

As of December 31, 2025

(Unaudited — Management Prepared)

	December 31, 2025	December 31, 2024
ASSETS		
Cash and cash equivalents	$1,992.90	$25,244.74
Fixed assets, net	$2,147.94	$1,932.94
Intangible assets — Patents/IP	$3,000,000.00	$3,000,000.00
Total Assets	**$3,004,140.84**	**$3,027,177.68**

LIABILITIES		
Short-term loan — officer (informal)	$19,983.56	—
Note payable — inventor	$2,535,825.00	$2,535,825.00
SAFE notes payable	$740,139.05	—
Total Liabilities	**$3,295,947.61**	**$2,535,825.00**

STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock	$27.28	$26.58
Additional paid-in capital	$2,728,635.56	$2,669,221.74
Equity adjustment clearing	$5,000.00	—
Founder contributions	$26,076.76	$18,151.76
Other equity	$78.94	$78.47
Retained earnings (accumulated deficit)	($2,178,050.39)	($625,100.97)
Net loss — current year	($867,574.45)	($1,552,949.42)
Total Stockholders' Equity (Deficit)	**($291,806.30)**	**$509,427.16**

Total Liabilities and Equity	**$3,004,140.84 ***	**$3,027,177.68**

* Minor rounding differences may exist due to fractional share and equity calculations derived from underlying accounting records.

RxAir360, Inc.

Statement of Operations

For the Year Ended December 31, 2025

(Unaudited — Management Prepared)

	Year Ended Dec 31, 2025	Year Ended Dec 31, 2024
NON-CORE / ANCILLARY REVENUE		
Billable expense reimbursements	$986.98	—
Consulting income — external clients	—	$13,560.00
Total Revenues	**$986.98**	**$13,560.00**

OPERATING EXPENSES		
Consulting services	$595,956.14	$1,180,881.57
Rent	$131,677.72	$84,148.84
Legal fees	$26,736.95	$170,572.88
Consultant reimbursements	$26,434.99	$54,654.23
Taxes paid	$18,541.80	$1,948.00
Travel expenses	$20,688.49	$34,889.09
Investor referral fees	$8,718.50	$4,728.04
Accounting fees	$8,391.92	$3,307.58
Meals & entertainment	$4,697.60	$7,872.13
Office expenses	$5,976.85	$14,131.30
Advertising & marketing	$2,895.18	$368.00
Utilities	$2,780.80	$2,277.08
Business licenses	$3,775.00	—
General business & other	$9,408.18	$6,206.24
Total Operating Expenses	**$867,087.12 ***	**$1,565,984.98**
Net Operating Loss	**($866,100.14)**	**($1,552,424.98)**

Other income	$15.14	$208.32
Other expense — vehicle	($1,489.45)	($732.74)
NET LOSS	**($867,574.45)**	**($1,552,949.42)**

* Total operating expenses of $867,087.12 combined with $986.98 revenue yields net operating loss of $866,100.14. The $0.57 variance between total expenses and revenue vs. net loss reflects rounding in QuickBooks source totals.

Note: The Company has not yet commenced commercial operations related to its core HBOT platform.

RxAir360, Inc.

Statement of Cash Flows

For the Year Ended December 31, 2025

(Unaudited — Management Prepared)

	Year Ended Dec 31, 2025	Year Ended Dec 31, 2024
OPERATING ACTIVITIES		
Net loss	($867,574.45)	($1,552,949.42)
Adjustments — officer loan proceeds	$19,983.56	—
Net cash used in operating activities	**($847,590.89)**	**($1,552,949.42)**

INVESTING ACTIVITIES		
Leasehold improvements	($215.00)	($1,932.94)
Net cash used in investing activities	**($215.00)**	**($1,932.94)**

FINANCING ACTIVITIES		
Proceeds from SAFE notes payable	$740,139.05	—
Equity capital raised (Series A)	$71,489.30	$1,565,707.14
Equity adjustment clearing	$5,000.00	$6,500.00
Founder contributions	$7,925.00	$14,493.00
Preferred stock	$0.70	$15.70
Net cash provided by financing activities	**$824,554.05**	**$1,586,715.84**

NET CHANGE IN CASH	**($23,251.84)**	**$31,833.48**
Cash — beginning of period	$25,244.74	$78,411.26
Cash — end of period	**$1,992.90**	**$25,244.74**

Note: The Company operates with minimal working capital accounts. Changes in accounts receivable, accounts payable, and accrued liabilities were not material to the financial statements for the periods presented. The $19,983.56 adjustment in 2025 reflects an officer loan that was classified within operating activities.

RxAir360, Inc.

Statement of Changes in Stockholders' Equity

For the Year Ended December 31, 2025

(Unaudited — Management Prepared)

	Pref. Stock	APIC	Equity Adj.	Founder Contrib.	Accum. Deficit	Total Equity
Balance, Dec 31, 2024	**$26.58**	**$2,669,221.74**	**—**	**$18,226.76**	**($2,178,050.39)**	**$509,424.69**
Net loss — 2025	—	—	—	—	($867,574.45)	($867,574.45)
Series A equity & SAFE	$0.70	$59,413.82	$5,000.00	$7,850.00	—	$72,264.52
Stock split / conversion*	—	—	—	—	—	—
Balance, Dec 31, 2025	**$27.28**	**$2,728,635.56**	**$5,000.00**	**$26,076.76**	**($3,045,624.84)**	**($291,885.24)**

* In February 2025, the Company effected a 100:1 forward stock split. In June 2025, 25,696,225 shares of common stock were issued through a reclassification and conversion event at $0.00001 par value. No cash consideration was received; total equity was unchanged by these transactions.

NOTE 1 — ORGANIZATION AND NATURE OF OPERATIONS

RxAir360, Inc. (the "Company") is a Delaware C-Corporation formed in the fourth quarter of 2022 to develop and commercialize a patented, compact hyperbaric oxygen therapy (HBOT) chamber engineered for integration into physician offices and outpatient clinical environments. The Company is advancing a vertical monoplace HBOT chamber designed to expand clinical access to HBOT beyond traditional hospital-based settings.

The Company holds one issued U.S. patent (US 11,648,164 B2) and is focused on regulatory clearance, engineering finalization, and commercialization readiness.

During the periods presented, the Company operated as a development-stage enterprise, with activities including product development, regulatory preparation, capital formation, and infrastructure buildout. The Company's financial profile reflects a pre-commercial medical technology platform transitioning toward commercialization.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation. These financial statements are management-prepared and unaudited, presented on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). They are intended for public disclosure and regulatory review in connection with the Company's OTC Markets/FINRA Form 211 filing process.

Cash and Cash Equivalents. Cash and cash equivalents include demand deposits maintained at Mercury Bank, Wells Fargo, and Silicon Valley Bank (SVB). All accounts are considered liquid; certain accounts carry nominal balances. Cash at December 31, 2025 was $1,992.90.

Intangible Assets. The Company's primary intangible asset consists of patent rights acquired from the inventor pursuant to an IP Assignment and Reimbursement Agreement dated October 1, 2022. The assigned patent (U.S. Patent No. US 11,648,164 B2) is recorded at the contracted assignment value of $3,000,000. The Company has not commenced amortization of these assets. Amortization will begin upon receipt of FDA 510(k) clearance, at which time the useful life will be established in accordance with GAAP.

Fixed Assets. Leasehold improvements are recorded at cost. Depreciation will be computed and recorded consistent with GAAP upon commencement of commercial operations.

Revenue Recognition. Revenue is recognized when services are performed and the earnings process is complete. Revenue for the year ended December 31, 2025 totaled $986.98 and reflects billable expense reimbursements. This activity is non-core in nature and is not indicative of the Company's commercial operations, as no revenue has yet been generated from its primary HBOT business model.

Operating Cash Flows. The Company paid all operating expenses as incurred during the periods presented. The Company operates with minimal working capital accounts, and changes in accounts receivable, accounts payable, and accrued liabilities were not material for the periods presented.

Income Taxes. The Company is subject to federal and state income taxes. No deferred tax assets or liabilities have been recognized given the Company's pre-revenue status and the uncertainty of realization.

NOTE 3 — INTELLECTUAL PROPERTY AND NOTE PAYABLE — INVENTOR

Pursuant to the IP Assignment and Reimbursement Agreement dated October 1, 2022, the Company acquired all rights, title, and interest in the underlying patent from the inventor and original technology holder. In consideration for this assignment, the Company assumed a reimbursement obligation of $3,000,000.

The obligation is payable incrementally as capital is raised and/or as product sales generate revenue, at a pace and percentage that supports the Company's growth without operational disruption. The full unpaid balance becomes immediately due upon the occurrence of a qualified financing event or the successful raise of institutional funds, whichever occurs first. The note bears no stated interest rate.

The outstanding balance of the note was $2,752,700 at the time of the original assignment (October 2022), reduced to $2,620,825 at December 31, 2023 following $131,875 in principal payments during 2023, and reduced further to $2,535,825 at December 31, 2024 following $85,000 in payments during 2024. No payments were made on this obligation during 2025. The balance was $2,535,825 at the end of the period presented.

NOTE 4 — SAFE NOTES PAYABLE

The Company introduced SAFE (Simple Agreements for Future Equity) instruments to multiple accredited investors during 2025 as part of its capital formation strategy. These instruments were not present in prior periods.

SAFE proceeds are classified as liabilities in accordance with applicable GAAP guidance, as these instruments represent obligations to issue a variable number of equity shares upon the occurrence of a triggering event.

All SAFEs share a Post-Money Valuation Cap of $600,000,000 and a Series B benchmark pricing of $0.60 per share. The discount structure is tiered by investment date: investors at the 25% discount tier convert at 75% of the new round price (approximately $0.45 per share at the benchmark); investors at the 50% discount tier convert at 50% of the new round price (approximately $0.30); and investors at the 75% discount tier convert at 25% of the new round price (approximately $0.15 per share).

Upon a liquidity event or dissolution, SAFE holders are entitled to receive the greater of their purchase amount or the as-converted value, junior to outstanding indebtedness but senior to common stockholders. SAFE holders have no voting rights prior to conversion. HBOT Investment Club represents the largest concentration of SAFE funding.

NOTE 5 — RELATED-PARTY TRANSACTIONS

Note Payable — Inventor. The Company maintains a $3,000,000 reimbursement obligation associated with the acquisition of its core intellectual property, as described in Note 3. This obligation remains the Company's most significant related-party transaction and is payable to the inventor and original technology holder under the terms of the IP Assignment and Reimbursement Agreement.

Officer and Affiliated Entities. An officer of the Company, through affiliated entities, holds preferred and common equity interests and has participated in SAFE instruments and prior equity financing rounds. These transactions were conducted in connection with the individual's role as both an officer and capital participant.

Founder and Related Parties. The Founder and Chief Executive Officer has continued to provide financial support through direct equity contributions. A related party serving in an executive capacity holds common stock issued in consideration for services rendered.

All related-party transactions were conducted in the ordinary course of capital formation and are consistent with the Company's transition toward a structured financing strategy.

NOTE 6 — EQUITY STRUCTURE

The Company has authorized 1,000,000,000 total shares. The Company raised equity capital through Series Pre-Seed, Series A, and Series A-1 preferred stock rounds prior to the SAFE program. Common stock authorization was formalized through amendments to the Certificate of Incorporation following initial preferred stock issuances.

A 100:1 forward stock split became effective in February 2025 pursuant to a Certificate of Amendment. In June 2025, the Company issued 25,696,225 shares of common stock at $0.00001 par value through a reclassification and conversion event. No new cash consideration was received; total equity was unchanged by these transactions. Dynamic Stock Transfer (DST) serves as the Company's transfer agent.

The Equity Adjustment Clearing account reflects corrections to investor transaction entries made during capitalization cleanup processes. The ($6,500) balance in 2023 and the corresponding $6,500 reversal in 2024 reflect the same adjustment entry. The $5,000 balance at December 31, 2025 reflects a separate investor entry correction. These adjustments do not impact total stockholders' equity and reflect historical transaction reclassification and cleanup during capitalization alignment.

NOTE 7 — GOING CONCERN

The Company is in a pre-commercial stage and requires additional capital to execute its operating plan and advance toward regulatory approval and commercialization.

The Company has incurred net losses since inception totaling approximately $2,885,330 through December 31, 2025. Cash was $1,992.90 at the end of the period presented. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plan to address these conditions includes: (1) continued capital formation through SAFE instruments and planned institutional equity financing; (2) completion of FDA 510(k) regulatory submission and anticipated clearance; (3) initiation of device sales and deployment revenue following regulatory approval; and (4) entry onto OTC Markets through the Form 211 process. There can be no assurance that management's plans will be successfully implemented.

NOTE 8 — NET CAPITAL REQUIREMENTS (RULE 15c3-1)

The Company is not a registered broker-dealer, does not engage in broker-dealer activities, and does not hold customer funds or customer securities. Accordingly, the Company is not subject to the net capital requirements of SEC Rule 15c3-1. This disclosure is provided for informational purposes only.

NOTE 9 — COMMITMENTS AND CONTINGENCIES

The Company is not currently involved in any material legal proceedings. No material contingencies have been identified as of the date of these statements. Rent expense and leasehold improvement details are included in the operating expense disclosures.

NOTE 10 — SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 10, 2026, the date these financial statements were available for issuance. During the three months ended March 31, 2026, the Company raised an additional $34,325 through SAFE instrument issuances. The Company continued to advance its FDA regulatory submission and capital formation activities. No other material subsequent events require disclosure or adjustment.

NOTE 11 — CAPITAL STRUCTURE EVOLUTION

During 2025, the Company formalized its capital structure in preparation for institutional financing and public market entry. This included the completion of Series A equity financing, implementation of SAFE instruments for interim capital raising, and alignment of financial reporting with applicable GAAP treatment for such instruments.

These actions reflect the Company’s transition from early-stage capital formation to a structured financing strategy designed to support regulatory advancement, commercialization readiness, and long-term growth.