RxAir360, Inc.

OTC MARKETS DISCLOSURE STATEMENT

Quarterly Report for the Period Ended March 31, 2026

Prepared July 1, 2026 · Source: DST Certified Shareholder List, effective June 26, 2026 · Transfer Agent Book-Entry Basis

Outstanding Shares

Class	Shares Outstanding	As of Date
Common Stock	25,696,225	March 31, 2026
Common Stock	25,696,225	December 31, 2025 (most recent completed fiscal year end)

Is the company a shell company (as defined in Rule 405, Rule 12b-2, and Rule 15c2-11)? Yes: ☐ No: ☒

Has the company's shell status changed since the previous reporting period? Yes: ☐ No: ☒

Has a change in control occurred during this reporting period? Yes: ☐ No: ☒

1) Name and Address of the Issuer and its Predecessors

Current Name: RxAir360, Inc.

The issuer has conducted business under the name RxAir360, Inc. since incorporation. There are no predecessor entities.

State and Date of Incorporation: Delaware, September 28, 2022
Standing in Jurisdiction: Active
Trading suspensions or halt orders: None.

Stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization within the past three months, or currently anticipated: None during the reporting period. A 100:1 forward stock split became effective in February 2025 and is reflected in the issuance history in Item 3.

2) Address of the Issuer's Principal Executive Office

RxAir360, Inc.
5555 West Loop South, Suite 150
Bellaire, TX 77401
www.rxair360inc.com

Principal executive office and principal place of business are the same address.

3) Security Information

Transfer Agent

Dynamic Stock Transfer, Inc.
45 W. Easy Street, Suite 28
Simi Valley, CA 93065
Registered under the Exchange Act: Yes

Publicly Quoted or Traded Securities

Field	Detail
Trading Symbol	None assigned; pending FINRA Form 211 clearance and OTC quotation
Exact Title and Class	Common Stock

Field	Detail
CUSIP	78347V109
Par or Stated Value	$0.00001 per share
Total Shares Authorized	1,000,000,000 (as of March 31, 2026)
Total Shares Outstanding	25,696,225 (as of March 31, 2026)
Total Shareholders of Record	55 (as of June 26, 2026)

Other Classes of Authorized or Outstanding Equity Securities

The following preferred stock was sold in the Company's private placement rounds and is not publicly quoted or traded. Figures reflect shares issued and paid for in each series. Authorized preferred totals 37,518,000 shares.

Series	Par Value	Authorized	Issued (Series Total)	Original Issue Price
Series Pre-Seed Preferred	$0.00001	7,518,000	4,245,000	$0.10
Series A Preferred	$0.00001	18,681,690	6,413,164	$0.15
Series A-1 Preferred	$0.00001	11,318,310	10,551,559	$0.10
Total		37,518,000	21,209,723	

Note: *Preferred figures are stated at series totals for shares issued and paid for in each round. Each series is convertible to Common Stock on a one-for-one basis; the portion that has converted is reflected in the 25,696,225 shares of Common Stock registered at the transfer agent and is not double-counted here. Series-level detail is maintained on the Company's certified capitalization records (Exhibit M).*

Security Description

Common Stock. Holders of Common Stock are entitled to one vote per share on all matters submitted to a vote of stockholders. Holders are entitled to dividends when, as, and if declared by the Board of Directors, subject to the preferential rights of the holders of Preferred Stock. There are no preemptive rights.

Preferred Stock. Each series of Preferred Stock is convertible into Common Stock at the holder's election, initially on a one-for-one basis, subject to adjustment as set forth in the Second Amended and Restated Certificate of Incorporation. Holders of Preferred Stock vote together with the Common Stock on an as-converted basis and are entitled to a liquidation preference equal to the greater of the applicable Original Issue Price plus declared but unpaid dividends, or the amount they would receive on an as-converted basis. Conversion becomes mandatory upon a qualifying underwritten public offering yielding at least $30,000,000 in gross proceeds, or upon the written consent of the holders of a majority of the outstanding Preferred Stock.

Material modifications during the reporting period: None.

4) Issuance History

The following table sets forth, in chronological order, the events that resulted in changes to the Company's outstanding shares. Investor-level detail for each offering is set forth in the Solicitation Chart (Exhibit A) and the full Capitalization Table (Exhibit M).

Changes to outstanding shares within the past two completed fiscal years and subsequent interim period: Yes.

Date	Transaction	Shares	Class	Consideration	Restricted	Exemption
Sep 28, 2022	Founder issuance	7,500,000 (post-split)	Common	Founder / services	Restricted	4(a)(2)
Jun 2, 2023	Private placement (round close)	See Exhibit A	Series Pre-Seed Pfd.	$0.10 / share	Restricted	Reg D 506(b)

Date	Transaction	Shares	Class	Consideration	Restricted	Exemption
Dec 16, 2024	Private placement (round close)	See Exhibit A	Series A-1 Pfd.	$0.10 / share	Restricted	Reg D 506(b)
Jun 23, 2025	Private placement (round close)	See Exhibit A	Series A Pfd.	$0.15 / share	Restricted	Reg D 506(b)
Feb 2025	100:1 forward stock split	No net change	Common / Pfd.	No consideration	Restricted	N/A
Jun 2025	Reclassification / conversion	25,696,225	Common	No cash consideration	Restricted	3(a)(9)

Control persons for entity holders are disclosed in the Solicitation Chart (Exhibit A). The Company has no outstanding promissory notes, convertible notes, or debentures convertible into equity, other than the Simple Agreements for Future Equity (SAFEs) described in the financial statements.

5) Financial Statements

The Company's financial statements are attached and incorporated by reference. Financial statements are management-prepared, unaudited, and presented on the accrual basis in accordance with U.S. GAAP.

The most recent completed fiscal year presented is the year ended December 31, 2025, with December 31, 2024 comparative information. The statements comprise the Balance Sheet, Statement of Operations, Statement of Cash Flows, Statement of Changes in Stockholders' Equity, and Notes to Financial Statements.

6) Issuer's Business, Products and Services

RxAir360, Inc. is a Delaware C-Corporation developing a patented vertical monoplace hyperbaric oxygen therapy (HBOT) chamber engineered for integration into physician offices and outpatient clinical environments. The Company's design is intended to expand clinical access to HBOT beyond traditional hospital-based settings.

Specialty care has migrated out of hospital settings for decades, across dialysis, diagnostic imaging, ambulatory surgical centers, and urgent care. The Company's thesis is that HBOT is positioned to follow the same path, and that a physician-office deployment model enables that transition. The chamber is designed for physician office integration and to fit within many standard exam room environments; installation requirements may vary by facility.

The Company holds one issued United States patent, **US 11,648,164 B2**, covering the vertical monoplace chamber design. HBOT is FDA-cleared for conditions including non-healing diabetic wounds, radiation tissue injuries, osteomyelitis, and carbon monoxide poisoning, among 14 FDA-cleared indications in total.

Regulatory Status. The Company is pursuing FDA 510(k) clearance. The device is classified under 21 CFR 868.5470, Class II, product code CBF (hyperbaric chamber), with predicate devices Sechrist 3300H/HR (K140559) and OxyHeal 5000 (K152223). Electromagnetic compatibility and electrical safety testing has been completed. The 510(k) submission package is in final preparation. Commercialization activities remain subject to FDA clearance.

Manufacturing. Electroimpact, Inc. (Mukilteo, Washington) is engaged as the Company's manufacturing partner. The pressure vessel has been certified for a 20-year, 40,000-cycle design life under ASME U2 certification by ABW Technologies.

Medical Advisory Board. The Company's Medical Advisory Board is co-chaired by Dr. Jeffrey A. Niezgoda (Past President, American College of Hyperbaric Medicine) and Dr. Tyler Sexton (President, American College of Hyperbaric Medicine).

Subsidiaries, parent company, or affiliated companies: The Company has no operating subsidiaries. Rx Air Enterprises LLC is a holding entity through which the Founder holds his Common Stock and is not an operating subsidiary of the Company.

7) Issuer's Facilities

The Company's principal executive office is located at 5555 West Loop South, Suite 150, Bellaire, TX 77401, which is leased. The Company believes its current facilities are adequate for its present needs.

8) Officers, Directors, and Control Persons

The following table sets forth the Company's officers and directors as of the period end date, together with persons known to the Company to control five percent or more of any class of its securities. Share ownership detail is maintained on the Company's certified capitalization records (Exhibit M).

Name	Affiliation with Company	Location
Diallo M. Watts, Sr.	Chief Executive Officer, President & Director	Denton, TX
Natasha Watts	Chief Financial Officer & Secretary	Clinton, MD
Tony L. Brown	Chief Sales Officer	Owings Mills, MD
Richard Farmer, Jr.	VP of Infrastructure / Director	Wichita Falls, TX
Kevin Dye	Director of Operations	Saint George, UT
Heather Isham	Director of Investor Relations (independent contractor)	Halifax, Nova Scotia
Ashley Thaw	Director	Kingsport, TX
Tanisha Loggins	Director	Denton, TX
Dr. Jeffrey A. Niezgoda	Medical Advisory Board Co-Chair	Greendale, WI
Dr. Tyler Sexton	Medical Advisory Board Co-Chair	Fort Lauderdale, FL
Keith Burch	Code Compliance & Safety Officer	Henrietta, TX

Control persons. Rx Air Enterprises LLC is the holder of record of the Founder's 7,500,000 shares of Common Stock. Diallo M. Watts, Sr. is the Class A (voting) member of Rx Air Enterprises LLC and controls the shares it holds. No other person or entity is known to control five percent or more of the Common Stock outstanding.

9) Legal and Disciplinary History

None of the persons or entities identified in Item 8 has, in the past ten years, been the subject of: (1) a criminal indictment, conviction, or plea agreement (excluding minor traffic violations); (2) an order, judgment, or decree enjoining, barring, suspending, or limiting involvement in any business, securities, commodities, insurance, or banking activity; (3) a finding or disciplinary order by a court, the SEC, the CFTC, a state securities regulator, or a foreign regulatory body of a violation of securities or commodities law; (4) a regulatory complaint that could result in such a finding; (5) an order by a self-regulatory organization barring, suspending, or limiting involvement in any business or securities activity; or (6) a U.S. Postal Service false representation order or related injunction.

Material pending legal proceedings: None, other than ordinary routine litigation incidental to the business, of which there is none currently known to the Company.

10) Third Party Service Providers

Transfer Agent. Dynamic Stock Transfer, Inc., 45 W. Easy Street, Suite 28, Simi Valley, CA 93065.

Securities Counsel. SD Mitchell & Associates, PLC, 829 Harcourt Rd., Grosse Pointe Park, MI 48230.

Sponsoring Broker-Dealer. Glendale Securities, Inc., 15233 Ventura Blvd., Suite 712, Sherman Oaks, CA 91403.

Independent Accountant. The financial statements were prepared by Company management. They have not been audited or reviewed by an independent certified public accountant.

11) Issuer Certification

I, Diallo M. Watts, Sr., Chief Executive Officer of RxAir360, Inc., certify that:

1. I have reviewed this Disclosure Statement for RxAir360, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements and other financial information included in this disclosure statement fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented.

Date: July 1, 2026

By: /s/ Diallo M. Watts, Sr.

Diallo M. Watts, Sr.
Chief Executive Officer & President

Forward-Looking Statements. *This disclosure statement contains forward-looking statements regarding the Company's regulatory pathway, market opportunity, and OTC Markets quotation process. These statements reflect management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially. The Company undertakes no obligation to update forward-looking statements except as required by law.*