Disclosure Statement Pursuant to the OTC Pink Basic Disclosure Guidelines

EALIXIR INC.

40 SW 13th Street, Penthouse 1
Miami, FL 33130
305 958-3438
Info@ealixir.com
SIC Code 7374

Quarterly Report

For the Nine Month Period Ending: September 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

60,282,036 as of September 30,2024

60,282,036 as of June 30,2024

60,282,036 as of March 31,2024

60,282,036 as of December 31,2023

63,282,036 as of September 30,2023

54,976,036 as of June 30,2023

48,259,753 as of March 31,2023

48,259,753 as of December 31, 2022

45,824,753 as of September 30, 2022

45,824,753 as of June 30, 2022

45,664,753 as of March 31, 2022

45,599,330 as of December 31, 2021

44,699,330 as of September 30, 2021

44,699,330 as of June 30, 2021

36,249,864 as of March 31, 2021

36,167,464 as of December 31, 2020

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[1] "Change in Control" shall mean any events resulting in:

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

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

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

The current name of the Company is "Ealixir, Inc." and the address is 40 SW 13th Street, Penthouse 1, Miami FL 33130. On May 21, 2020, the Company engaged in a reverse merger whereby Budding Times, Inc., a Nevada corporation, acquired all of the issued and outstanding securities of Ealixir Privacy Services Ltd. in exchange for an aggregate of 35,376,126 shares of its Common Stock issued to the shareholders of Ealixir, pro rata to their respective ownership in Ealixir (the "Merger"). As part of the Merger, Budding Times, Inc. changed its name to Ealixir, Inc. and also engaged in a reverse stock split whereby one share of its Common Stock was issued in exchange for every 25 shares then issued and outstanding.

Current State and Date of Incorporation or Registration: Nevada, 06/07/2019.
Standing in this jurisdiction: (e.g. active, default, inactive): active.

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:
None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:
In December 2023 Ealixir Inc. disposed Ealixir USA Inc., by selling the subsidiary to unrelated third party. The sale of Ealixir USA is the result of the ongoing streamlining effort of the processes in order to allow the Company's Management the best use of the available resources while reducing the operating costs.

Address of the issuer's principal executive office:
40 SW 13th Street Penthouse 1Miami, FL 33130

The address(es) of the issuer's principal place of business:
☒ *Check if principal executive office and principal place of business are the same address:*

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

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

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer r, Inc.
Phone: 732-872-2727
Email: transferagent@oldemonmouth.com
Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

Publicly Quoted or Traded Securities:

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

Trading symbol:	EAXR
Exact title and class of securities outstanding:	Common Stock
CUSIP:	27005B 103
Par or stated value:	$0.001
Total shares authorized:	300,000,000 as of date: September 30, 2024
Total shares outstanding:	60,282,036 as of date: September 30, 2024
Total number of shareholders of record:	532 as of date: September 30, 2024

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

Trading symbol:	____
Exact title and class of securities outstanding:	____
CUSIP:	____
Par or stated value:	____
Total shares authorized:	____ as of date: ____
Total shares outstanding:	____ as of date: ____
Total number of shareholders of record:	____ as of date:

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Preferred
CUSIP (if applicable):	____
Par or stated value:	$0.001
Total shares authorized:	10,000,000 as of date: September 30, 2024

Total shares outstanding (if applicable):	1,000,000 as of date: September 30, 2024
Total number of shareholders of record (if applicable):	1 as of date: September 30, 2024

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

Security Description:

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

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

   N/A

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

   N/A

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

   N/A

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

   N/A

3) Issuance History

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:		*Right-click the rows below and select "Insert" to add rows as needed.
	Opening Balance	
Date 12.31.2020	Common: 36,167,464 Preferred: 1,000,000	

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued ($/per share) at Issuance	Were theshares issued ata discountto marketprice at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issuedto. *You must disclose the control person(s)for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR Natureof Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
5/21/2020	NEW	27,257,632	Common	N/A	NO	TREVINVEST OAK CORP.(29)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	707,839	Common	N/A	NO	Allianz Investments Inc (2)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,340	Common	N/A	NO	Allianz Investments Inc (2)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	3,500,000	Common	N/A	NO	Anastasia Trust (3)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	500	Common	N/A	NO	Kelstock Investment Corp (4)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	1,181,250	Common	N/A	NO	Tripanjeet Singh Ghuman	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	130,000	Common	N/A	NO	Alberto Grua	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Mauro Marchiaro	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Francesco Mazza	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	150,000	Common	N/A	NO	Abrahams Securities Ltd (5)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	132,655	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	18,980	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	23,860	Common	N/A	NO	Maurizio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Caruso Private Foundation (6)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	50,000	Common	N/A	NO	Michele Collini	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Camillo Gino Puliti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	100,000	Common	N/A	NO	Antonio Valentini	MERGER	Restricted	Sec 4/2

5/21/2020	NEW	93,966	Common	N/A	NO	Longobarda Iberica SL(7)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,000	Common	N/A	NO	Longobarda Iberica SL(7)	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	93,963	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	30,680	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	30,000	Common	N/A	NO	Carlo Colella	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	80,000	Common	N/A	NO	Andrew Telsey	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	75,000	Common	N/A	NO	Marco Coletta	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	170,000	Common	N/A	NO	Marco Coletta	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	36,848	Common	N/A	NO	Attilio Conti	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	20,000	Common	N/A	NO	Paola Caravaggi	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	13,062	Common	N/A	NO	Donatella Molteni	MERGER	Restricted	Sec 4/2
5/21/2020	NEW	14,681	Common	N/A	NO	Donatella Molteni	MERGER	Restricted	Sec 4/2
5/21/2020	New	33,000	Common	N/A	NO	MIGNANI S.R.L. (8)	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,161	Common	N/A	NO	Fumagalli Ingrid	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,000	Common	N/A	NO	Fumagalli Angelo	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,146	Common	N/A	NO	P AUTO SERVICE S.R.L (9)	MERGER	Restricted	Sec 4/2
5/21/2020	New	40,313	Common	N/A	NO	SIGMATRE SRL (10)	MERGER	Restricted	Sec 4/2
5/21/2020	New	300,000	Common	N/A	NO	Sunbiz Holdings (11)	MERGER	Restricted	Sec 4/2
5/21/2020	New	50,000	Common	N/A	NO	Roberto Zagnoni	MERGER	Restricted	Sec 4/2
5/21/2020	New	100,000	Common	N/A	NO	Mario D'Aragona	MERGER	Restricted	Sec 4/2
5/21/2020	New	5,000	Common	N/A	NO	Vincenzo Paolelli	MERGER	Restriced	Sec 4/2
5/21/2020	New	40,000	Common	N/A	NO	Massimo Galli	MERGER	Restricted	Sec 4/2

5/21/2020	New	20,000	Common	N/A	NO	Claudio Mirella	MERGER	Restricted	Sec 4/2
5/21/2020	New	100,000	Common	N/A	NO	Federica Maria Boni	MERGER	Restricted	Sec 4/2
5/21/2020	New	20,000	Common	N/A	NO	Alessandro Stradi	MERGER	Restricted	Sec 4/2
5/21/2020	New	156,250	Common	N/A	NO	LEMBERT HOLDINGS (12)	MERGER	Restricted	Sec 4/2
7/27/2020	New	5,000	Common	N/A	No	Atlanta Capital Partners LLC(13)	Consulting Services	Restricted	Sec 4/2
08/03/2020	New	80,000	Common	$2.50	Yes	Alessandro Nicasi	Cash	Restricted	Reg S
12/16/2020	New	10,000	Common	$2.50	yes	ACROSS FIDUCIARIA (20)	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	$2.50	Yes	AUGUSTO VALLI	Cash	Restricted	Reg S
10/12/2020	New	12,000	Common	$2.50	Yes	CARLINI GIOVANNI	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	$2.50	Yes	CLEAR INVESTMENTS SA (21)	Cash	Restricted	Reg S
12/1/2020	New	4,000	Common	$2.50	Yes	DOMENICO SCANNAPIECO	Cash	Restricted	Reg S
12/22/2020	New	4,000	Common	$2.50	Yes	FABRIZIO FURLAN	Cash	Restricted	Reg S
12/22/2020	New	4,000	Common	$2.50	Yes	MAURO FURLAN	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	$2.50	Yes	OB INVESTIMENTS SA (22)	Cash	Restricted	Reg S
12/30/2020	New	8,000	Common	$2.50	Yes	SAFE CAPITAL HOLDINGS SA (23)	Cash	Restricted	Reg S

12/30/2020	New	8,000	Common	$2.50	Yes	ELIO EPIFANI	Cash	Restricted	Reg S
12/30/2020	New	4,000	Common	$2.50	yes	IVALDI DANIELA	Cash	Restricted	Reg S
12/30/2020	New	4,000	Common	$2.50	Yes	MASSIMO MIGLIORINI	Cash	Restricted	Reg S
01/02/2021	New	14,400	Common	$2.50	Yes	GIANCARLO DEL VECCHIO	Cash	Restricted	Reg S
01/11/2021	New	4,000	Common	$2.50	Yes	MERICI ANDREA	Cash	Restricted	Reg S
01/12/2021	New	4,000	Common	$2.50	Yes	FABIO MONTRASIO	Cash	Restricted	Reg S
01/12/2021	New	36,000	Common	$2.50	Yes	Gianfranco Padovani	Cash	Restricted	Reg S
01/12/2021	New	24,000	Common	$2.50	Yes	Giuliano Ferrari	Cash	Restricted	Reg S
05/20/2021	New	250,000	Common	N/A	NO	ACQUIFIN INC (14)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	6,000	Common	N/A	NO	Roberta Adami	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,666,666	Common	N/A	NO	BRANSTAR HOLDING INC. (15)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	LEAFBRIGHT INVESTMENTS CORP (16)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	KORAKAS INVESTMENTS INC. (17)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	1,000,000	Common	N/A	NO	EMREX MARKETING CORP (18)	Consulting Services	Restricted	Sec 4/2
05/20/2021	New	3,500,000	Common	N/A	NO	KELSTOCK INVESTMENTS CORP (19)	Consulting Services	Restricted	Sec 4/2
06/14/2021	New	8,000	Common	$2.50	Yes	BERGONZINI SERGIO	Cash	Restricted	Reg S

06/14/2021	New	6,000	Common	$2.50	Yes	STEFANO FERRARIO	Cash	Restricted	Reg S
06/14/2021	New	8,000	Common	$2.50	Yes	ANTONIO BRUNO PERONACE	Cash	Restricted	Reg S
06/14/2021	New	4,800	Common	$2.50	Yes	LUCA PAOLELLI	Cash	Restricted	Reg S
11/24/2021	New	900,000	Common	N/A	NO	THE GOVERNANCE BOX INC.(24)	Consulting Services	Restricted	Sec 4/2
01/06/2022	New	12,423	Common	N/A	NO	OVERWEB SRL(25)	Consulting Services	Restricted	Sec 4/2
01/06/2022	New	53,000	Common	N/A	NO	DANIELA MOLTENI	Consulting Services	Restricted	Sec 4/2
04/04/2022	New	160,000	Common	N/A	NO	FORWARD TEAM SA(26)	Consulting Services	Restricted	Sec 4/2
08/01/2022	New	900,000	Common	N/A	NO	THE GOVERNANCE BOX INC.(24)	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	200,000	Common	N/A	NO	L5 CAPITAL INC. (27)	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	900,000	Common	N/A	NO	THE GOVERNANCE BOX INC. (24)	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	400,000	Common	N/A	NO	AISHARJ SERVICES INC (28)	Consulting Services	Restricted	Sec 4/2
12/01/2022	New	35,000	Common	N/A	NO	FORWARD TEAM SA(26)	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	5,810,283	Common	N/A	NO	CYGNA FINANCE Ltd(27)	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	6.000	Common	N/A	NO	DANIELA MOLTENI	Consulting Services	Restricted	Sec 4/2
01/31/2023	New	900.000	Common	N/A	NO	THE GOVERNANCE BOX INC. (24)	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,000,000	Common	N/A	NO	Enea Angelo Trevisan	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,000,000	Common	N/A	NO	Danila Pisati	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	106,000	Common	N/A	NO	Longobarda Iberica SL (7)	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	150,000	Common	N/A	NO	Suneel Anan Sawant	CEO Service	Restricted	Sec 4/2

07/31/2023	New	50,000	Common	N/A	NO	Patrachari Venkatesh	BoD Member Service	Restricted	Sec 4/2
07/31/2023	New	1,500,000	Common	N/A	NO	Velia Invest LTD (30)	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	1,500,000	Common	N/A	NO	Grosburg Finance LTD (31)	Consulting Services	Restricted	Sec 4/2
07/31/2023	New	3,000,000	Common	N/A	NO	1392087 BC LTD(32)	Consulting Services	Restricted	Sec 4/2
10/30/2023	New	- 3,000,000	Common	N/A	NO	1392087 BC LTD(32)	Consulting Services	Restricted	Sec 4/2
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date 06/30/2024 Common: 60,282,036 Preferred: 1,000,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through September 30, 2024 pursuant to the tabular format above.

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

(1) The date of the Merger was May 21, 2020.
(2) Sham Abdullah is the principal of this company.
(3) Suresh Balasubramanian is the principal of this company.
(4) Peter Reinhard is the principal of this company.
(5) V. Sundralingam is the principal of this company.
(6) Claudio Cecchini is the principal of this company.
(7) Samuele Conti is the principal of this company.
(8) Giovanni Mignani is the principal of this company.
(9) Raffaele Piazza is the principal of this company.
(10) Marco Galbiati is the principal of this company.
(11) Suneel Sawant is the principal of this company.
(12) Arthur Lembert is the principal of this company.
(13) David Kugelman is the principal of this company.
(14) Suneel Sawant is the principal of this company.
(15) John Branston is the principal of this company.
(16) Henry Leaf is the principal of this company.
(17) Alessandro Cavallera is the principal of this company.
(18) Dan Emrex is the principal of this company.
(19) Peter Reinhard is the principal of this company.
(20) Rossano Vittorio Ruggeri is the principal of this company.
(21) Augusto Valli is the principal of this company.
(22) Leopoldo Brunacci is the principal of this company.
(23) Augusto Valli is the principal of this company.
(24) Todd Heinz is the principal of this company.
(25) Gerolamo Valcamonica is the principal of this company.
(26) Giovanni Cuzari is the principal of this company.
(27) Marc Lustig is the principal of this company.
(28) Cheema Amandeep is the principal of this company.
(29) Danila Pisati is the principal of this company.
(30) Suresh Bala is the principal of this company.
(31) Wilhelm Bakker is the principal of this company.
(32) Amandeep Cheema is the principal of this company.

B. Promissory and Convertible Notes

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

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

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

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

4) Issuer's Business, Products and Services

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

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

We are an Internet technology company specializing in online reputation management services, which we refer to as ORM. Ealixir Privacy Services Ltd, our predecessor, was founded in Ireland in 2018, harvesting the collective expertise of a number of professionals some of whom had been operating in the web reputation segment since 2010. We believe our philosophy is underpinned in law in the European Union by Directive 95/46/EC of October 24, 1995, which regulates the processing of personal data within the European Union, as well as other regulations.

We utilize our technological platform to provide ORM services and digital privacy solutions to individuals, professional organizations, and small, medium businesses, or "SMBs". By providing our clients with an ability to control, remove and edit information posted and available on the internet, individuals, professional organizations, and SMBs can choose what lawful and verified content about them that will appear on websites and search engines. Our extensive removal experience and proprietary removal technology, allows us we believe to offer one of the best services available in the content removal industry. Our objective is to provide protection for the reputation of our clients on the websites and search engines by drafting and correcting inaccurate information, filtering harmful or negative information and misinformation from social engines, and by managing the online status of individuals, brands and companies. Furthermore, we aim to enhance the image, legacy and the web-reputation of our customers by creating positive links and original tailor-made content, which is then disseminated online through a vast network of newspapers, agencies and websites with whom wework.

Our objective as a company is to advocate our philosophy of the "right to be forgotten" in order to help individuals, SMBs and others fight back against outdated negative information and harmful spurious content online, and we strive at being subject matter professionals at what we do.

The internet and its various platforms have become in our opinion the new media battlefield which can be used to destroy brand and reputation. Our purpose as a company is to provide protection against these unwarranted and often spurious attacks, while offering a possible risk free, technical approach to permanent content removal. We have witnessed the repercussions that negative online content can bring to both businesses and individuals and fight to give our clients back control over their online presence.

We have developed, and aim to continuously improve, proprietary technological tools to enhance the effectiveness of our services, including an algorithm capable of analyzing 90 million pieces of information in a tenth of a second in order to quickly monitor all sources of news related to the inquiries requested.

We aim to achieve this goal by providing seven distinct but synergic services: WebID, Ealixir Removal, Ealixir Story, NewsDelete, Ealixir Analytics, Ealixir Event Launch, and ReputScore:

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

Following is a list of the Company's subsidiary companies:
Ealixir Hispania S.L.

C. Describe the issuers' principal products or services.

WebID is a detailed report of all online content relating to individuals, brands and companies. Based on such report, the client receives an immediate and accurate portrait of the dominant "sentiment" which is associated with the specific content — whether positive, neutral or negative. We uncover harmful information; we geo-localize online conversations related to the subject and analyze their demographic composition. At the end of this, we then prepare a report which summarizes the strengths and weaknesses, which is delivered to the customer's home or headquarters.

- ***Ealixir Removal*** – Leveraging and enforcing the public's rights under privacy laws, this service aims to protect the online reputation of clients (individuals or corporations) utilizing the Company's innovative technological platform to achieve the removal, de-indexation or the anonymization of negative or unwanted information.
- ***Ealixir Story*** – Through this service, we aim to assist our clients in developing and spreading on the internet a new or revived story about themselves. Frequently following the completion of our Ealixir Removal work, it becomes apparent the need to replace the content which was removed with new and positive content. We thus offer our customers a customized editorial plan, with the aim of developing a new "story" through a number of articles and features to be published by several online news outlets.
- ***NewsDelete*** – The service caters to customers concerned about their reputation in financial affairs, as it is portrayed by privately-managed lists, such as the main international Black-Lists, or government lists, such as the OFAC sanction list. Except in the case of politically exposed persons (PEPs), we are normally able to procure the removal of the client's name from the Black-List or at least a modification of the information on such client contained therein..
- ***Ealixir Analytics*** collects real-time big data about states, institutions, political parties, candidates and personalities working in these structures. Through the web listening platform, we are able to monitor millions of online sources and, with the use of algorithms in-house developed, we are able to cross words and sentences in order to identify trends in audience reading in order to propose contents and information of interest. Through a detailed analysis of sentiment related to specific targets, we identify strategic and business opportunities in target countries and propose communication plans of effectiveness.
- ***Ealixir Event Launch*** gives companies the unique opportunity to promote their event on an international scale, providing visibility in online periodicals in multiple countries around the world. It works with accredited journalists and PR experts who will develop the most effective editorial plan to promote an event (e.g., the launch of a new product, an important anniversary or the grand opening of a new office) and draft articles and press releases for distribution in the target countries in authoritative periodicals.
- ***ReputScore*** is our latest offering currently under development. This service is designed to offer an immediate and broad overview of a person's or company's web reputation. We scan the internet to analyze the sentiment which is mostly associated with the client, and we then assign a score from 1 to 100 (where a higher number denotes a more positive sentiment).
- ***Monitoring*** is offered as a subscription service, where we provide continuous monitoring of the client's online presence for a duration of one year. The primary objective is to identify and address potential threats to personal and professional reputation. This service is available in bundles, which also include the removal of certain negative links detected during the subscription period, with the extent of removal based on the package size chosen by the client.

5) Issuer's Facilities

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

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

Our principal place of business is located at 40 SW 13th Street, Penthouse 1, Miami FL 33130. Our telephone number is (786) 856-0358. This space is a business suite and consists of 2,150 sq ft, for which we pay a monthly rent of $ 6,809 and $7,013, from July 1, 2021 to June 30, 2022, and July 1, 2022 to June 30, 2023, respectively, pursuant to a lease that terminates on June 30, 2023, with an option for us to extend for an additional 2 -year period with 3% increase on base rent. We have begun expanding our operations in order to centralize our expansion into the US by utilizing this location as our principal center of operations.

Since April 25, 2018, our principal office in Europe is located at Avenida Josep Tarradellas, 38, 08029, Barcelona, Spain, which consists of 1,614 sq. ft. and for which we pay a monthly rent of € 1,023.13, on a monthly basis. In addition, we currently utilize services of representative offices throughout Europe and the US. The rent and other expenses for these representative offices are paid by our sales contractors and are not a Company obligation, because these local representatives are independent contractors.

6) Officers, Directors, and Control Persons

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Danila Edj Pisati	Owner of more than 5%	Santo Domingo, Dominican Republic	29,257,632	Common	48.53%	TREVINVEST OAK CORP.
Eleonora Ramondetti	Chief Executive Officer and Company Secretary	Florida, USA	1.000.000	Series Z Preferred (1)	100%	
Venkatesh Patrachari *	Director	New Jersey, USA	50,000	N/A	0	
Nirav Rashmikant Metha	Director	Maharashtra, India	0	N/A	0	
Virag Desai	Director	Maryland, USA	0	N/A	0	
Mark Corrao	Chief Financial Officer	New York, USA	0	N/A	0	

(1) Each share of our Series Z Preferred Stock, not convertible, entitles the holder thereof to 900 votes per share. Accordingly, Ms. Ramondetti has rights to 900 million votes in respect of his ownership of the Series Z Preferred Stock.

* Less than 1%

7) Legal/Disciplinary History

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);
   <u>None</u>

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

   None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated
   None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or
   No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities
   No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.
   No

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.
   None

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Richard I. Anslow
Firm: Ellenoff Grossman & Schole LLP
Address: 1345 Avenue of the Americans New York, 10105
Phone: (212) 370-1300
Email: ranslow@egsllp.com

Accountant or Auditor

Name: Joseph Himy, CPA

Firm: The CFO Squad LLC
Address 1: 1345 6th Avenue, 33rd Floor, New York, NY 10105
Phone: 845.613.3081
Email: jhimy@cfosquad.com

Independent Auditor

Name: Manny Tzagarakis
Firm: RBSM LLP
Address: 805 3rd Avenue, Suite 143C, New York, NY 10022
Phone: (212) 838-5100
Email: mtzagarakis@rbsmllp.com

Investor Relations
None

All other means of Investor Communication
None

Other Service Providers
Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.
None

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):
Name: Mark Corrao
Title: Chief Financial Officer
Relationship to Issuer: Independent Consultant

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual)[2]:

Name: Mark Corrao
Title: CFO
Relationship to Issuer: Independent Consultant

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

Provide the following financial statements for the most recent fiscal year or quarter.

a. Audit letter, if audited;
b. Balance Sheet;
c. Statement of Income;
d. Statement of Cash Flows;
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
f. Financial Notes

Important Notes:
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the Chief Executive Officer and Chief Financial Officer of the issuer (or any other person with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

I, Eleonora Ramondetti certify that:

1. I have reviewed this Annual Disclosure Statement of Ealixir, Inc for the period ended September 30, 2024; and
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 8th, 2024

/s/Eleonora Ramondetti

Principal Financial Officer:

I, Mark Corrao certify that:

1. I have reviewed this Quarterly Disclosure Statement of Ealixir, Inc for the period ended September 30, 2024; and
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 8th, 2024

/s/Mark Corrao

FINANCIAL STATEMENTS

EALIXIR, INC.

FOR THE NINE MONTH PERIOD

ENDED September 30, 2024

UNAUDITED

INDEX TO AUDITED CONSOLIDATED FINANCIAL STATEMENTS

Ealixir, Inc. and Subsidiaries
Consolidated Balance Sheet

	September 30, 2024 (UNAUDITED)	December 31, 2023
Assets		
Current assets		
Cash	$ 70,433	$ 53,114
Accounts receivable, net	466,052	1,349,160
Prepaid expenses and other current assets	412,955	352,079
Total current assets	949,440	1,754,353
Fixed assets, net	52,281	29,984
Intangible assets, net	241,695	152,210
Deferred tax asset	686,000	686,000
Right-of-use asset	56,173	112,345
Other assets	-	3,000
Total assets	$ 1,985,589	$ 2,737,892
Liabilities and Minority interest		
Current liabilities		
Accounts payable	590,009	594,693
Accrued expenses	656,759	926,990
Deferred revenue	489,258	687,952
Other current liabilities	19,808	20,378
Lease liability, current portion	68,760	74,896
Loan from stockholder	-	299,673
Taxes payable	76,748	80,776
Total current liabilities	1,901,342	2,685,358
Lease liability	-	50,036
Total liabilities	1,901,342	2,735,394
Stockholders' equity:		
Preferred stock, $0.001 par value, 10,000,000 shares authorized, Series Z		
Preferred Stock, par value $0.001 per share, 1,000,000 shares issued and outstanding as of December 31, 2023 and 2022, respectively	1,000	1,000
Common stock, $0.001 par value, 300,000,000 shares authorized, 60.282.036 shares issued and outstanding as of	60,281	60,281
Additional paid in capital	3,593,247	3,588,850

Accumulated deficit		(3,258,744)		(3,373,134)
Accumulated other comprehensive income (loss)		(311,537)		(274,499)
Total stockholders' equity		84,247		2,498
Total Liabilities and Equity	$	1,985,589	$	2,737,892

The accompanying notes are an integral part of these financial statements

Ealixir, Inc. and Subsidiaries
Consolidated Statements of Operations (UNAUDITED)

	For the Nine Months Ended September 30,			
		2024		**2023**
Revenue				
Removal services	$	1,619,533	$	2,327,085
Other services		843,629		1,256,331
Total revenue		2,463,162		3,583,416
Cost of goods sold				
Cost Removal services		263,444		930,294
Cost Other services		136,865		61,672
Total cost of sales		400,309		991,966
Gross profit		2,062,853		2,591,450
Operating expenses				
General and administrative expenses		2,495,282		4,463,095
Advertising and marketing expenses		19,774		-
Total operating expenses		2,515,056		4,463,095
Operating Income/(loss)		(452,203)		(1,871,645)
Other income (expenses)				
Gain on disposition – subsidiaries		9,954		-
Gain on foreign exchange		-		-
Gain on forgiveness of debt		505,543		-
Interest expense		(18,513)		(27,204)

Total other income/(expense)		496,984		(27,204)
Income (Loss) before income tax		44,781		(1,898,849)
Provision for income taxes		(50,669)		6,382
Net income/(loss)	$	95,450	$	(1,905,231)
Other comprehensive income (loss), net of tax				
Foreign exchange (income) expense	$	(18,940)	$	(685)
Comprehensive income/(loss)		114,390		(1,904,546)
Less: Comprehensive income attributable to noncontrolling interests		-		-
Comprehensive income attributable to Ealixir, Inc. stockholders	$	114,390	$	(1,904,546)
Net income (loss) per common share				
Basic and diluted net loss per common share	$	0.00	$	(0.03)
Basic and diluted weighted average number of common shares outstanding		60,282,036		54,976,036

These accompanying notes are an integral part of these financial statements.

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Ealixir, Inc. and Subsidiaries
Statement of Changes in Stockholders' Equity (Deficit)

	Common Stock		Preferred Stock		Additional Paid-in	Accumulated	Minority	Other Comprehensive	
	Shares	Amount	Shares	Amount	Capital	Deficit	Interest	Income (Loss)	Total
Balance, December 31, 2021	45,599,330	45,599	1,000,000	1,000	1,537,154	(2,572,253)	2,128	(69,195)	(1,055,567)
Issuance of common stock for services	2,660,423	2,660	-	-	364,478	-	-	-	367,138
Imputed interest on stockholder loans	-	-	-	-	18,487	-	-	-	18,487
Net income (loss)	-	-	-	-	-	139,766	-	-	139,766
Other comprehensive income (loss)	-	-	-	-	-	-	-	(97,910)	(97,910)
Balance, December 31, 2022	48,259,753	48,259	1,000,000	1,000	1,920,119	(2,432,487)	2,128	(167,105)	(628,086)
Minority interest	-	-	-	-	-	-	(2,128)	-	(2,128)
Issuance of common stock for services	12,022,283	12,022	-	-	1,647,053	-	-	-	1,659,075
Imputed interest on stockholder loans	-	-	-	-	21,678	-	-	-	21,678
Net income (loss)	-	-	-	-	-	(940,647)	-	-	(940,647)
Other comprehensive income (loss)	-	-	-	-	-	-	-	(107,394)	(107,394)
Balance, December 31, 2023	60,282,036	60,281	1,000,000	1,000	3,588,850	(3,373,134)	-	(274,499)	2,498
Imputed interest on stockholder loans	-	-	-	-	4,397	-	-	-	4,397
Net income (loss)	-	-	-	-	-	114,390	-	-	114,390
Other comprehensive income (loss)	-	-	-	-	-	-	-	(37,038)	(37,038)
Balance, September 30, 2024	60,282,036	60,281	1,000,000	1,000	3,593,247	(3,258,744)	-	(311,537)	84,247

The accompanying notes are an integral part of these financial statements.

Ealixir, Inc. and Subsidiaries
Consolidated Statements of Cash Flows

	For the Year Ended	
	September 30, 2024	**September 30, 2023**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ 114,390	$ (1,875,391)
Adjustments to reconcile net loss to net cash used in operating activities:		
Issuance of common stock for services	-	2,073,074
Gain on disposition - subsidiaries	9,954	-
Depreciation and amortization	6,962	4,289
Amortization of operating right of use assets	56,172	56,172
Bad debt expense	322,745	134,643
Imputed interest on stockholder loans	4,397	17,612
Changes in operating assets and liabilities:		
Accounts Receivable	626,427	(350,636)
Prepaid expenses and other current assets	(48,136)	(136,228)
Other assets	3,000	-
Accounts payable and accrued liabilities	(323,517)	288,122
Deferred revenue	(198,694)	53,895
Other current liabilities	(38,210)	(84,839)
Taxes payable	(6,743)	(14,019)
Lease liability	(56,172)	(56,172)
Other long-term liabilities	-	(34,681)
Net Cash used in Operating Activities	472,575	75,841
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of intangible assets	(89,485)	(20,800)
Purchase of fixed assets	(29,060)	
Net Cash used in Investing Activities	(118,545)	(20,800)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from stockholder loan	-	(228,329)
Proceeds from minority interest	-	(2,128)
Payments on stockholder loan	(299,673)	-
Net Cash provided by Financing Activities	(299,673)	(230,457)
Effects of currency translation on cash and cash equivalents	(37,038)	95,969
Net change in cash and restricted cash	17,319	(79,447)
Cash and restricted cash, beginning of period	53,114	113,154
Cash and restricted cash, end of period	$ 70,433	$ 33,707

Note 1 Nature of the Organization and Business

Ealixir, Inc. (the "Company") was incorporated in the State of Nevada on June 7, 2019 under the name Bull Run Capital Holdings, Inc. On January 8, 2020, the Company changed its name from "Bull Run Capital Holdings, Inc." to "Budding Times Inc." On May 21, 2020, the Company engaged in the 2020 Merger with Ealixir Privacy Services, Ltd, Dublin, Ireland, and as part of the 2020 Merger changed its name to Ealixir, Inc.

The Company is an Internet technology company specializing in the management and protection of digital identity and computer technology rights. The Company utilizes their technological platform to provide online reputation management and digital privacy solutions for individuals and businesses.

Liquidity and Capital Resources

The Company has evaluated whether there are any conditions and events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year beyond the issuance date of these financial statements. Based on such evaluation and the Company's current plans, which are subject to change, and the Company's existing liquidity, there is some uncertainty regarding the Company's ability to continue as a going concern for the next twelve months from the date these financial statements were issued.

During these nine months the Company has concentrated its efforts in reducing the operational costs in order to become profitable also with a lower turnover. In addition, the Company has made some important renegotiations with previous Shareholders, with previous directors and with the most important sellers in order to cut down on total liabilities.

All these efforts have driven the Company to a comprehensive net income of $114,390 despite a decrease in revenues of approximately 30% and to a decrease in current liabilities of approximately 29%.

The accompanying financial statements have been prepared assuming the Company will continue to operate as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business, and do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from uncertainty related to its ability to continue as a going concern.

The Company remains optimistic about its ability to address these uncertainties. We have several strategic initiatives underway, including the intended public filing and aggressive marketing of our products, which we believe will significantly improve our financial position. Additionally, we are exploring multiple avenues for obtaining necessary funding, including various financing activities and operational efficiencies.

The Company is committed to achieving profitable operations through the commercialization of our products and is actively seeking additional financing opportunities. Our management team is dedicated to ensuring that we maintain sufficient financial resources to support our business, financial condition, and operational goals. While there can be no absolute assurance that we will secure the required financing on acceptable terms or at all, we are confident in our strategic plan and our ability to navigate these challenges successfully.

Recent Developments

On May 9, 2024, the Company dismissed BF Borgers CPA PC ("Borgers") as its auditor in response to an action by the Securities and Exchange Commission (the "SEC") on May 3 which announced that it had settled charges against Borgers for failure to conduct audits in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB"). As part of the settlement, Borgers agreed to a permanent ban on appearing or practicing before the SEC.

On May 16, 2024, the Board of Directors of the Company unanimously approved the engagement of RBSM LLP as the Company's new independent registered public accounting firm.

On June 18, 2024, Francesco Mazza resigned from the Board of Directors.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Rule 8-03 of Regulation S-X. Accordingly, they do not include all the information and notes for complete financial statements. In the opinion of management, all adjustments (consistent of normal recurring accruals and adjustments) considered necessary for a fair presentation of the consolidated financial statements have been included. Results for the interim periods should not be considered indicative of results to be expected for a full year. Reference should be made to the consolidated financial statements and related notes thereto contained in our financial statements for the year ended December 31, 2023.

Principles of Consolidation

The consolidated financial statements include the accounts of Ealixir and its controlled subsidiaries, which are primarily majority owned. Any noncontrolling interest in the equity of a subsidiary is reported as a component of total equity in the consolidated balance sheet. Net income and losses attributable to the noncontrolling interest are reported in the consolidated statements of operations.

Disposal of Subsidiaries

During 2024 the Company disposed of certain subsidiaries by selling the subsidiaries to third parties in exchange for the assumption of the liabilities of the disposed subsidiaries. On September 17, 2024 the Company sold the Spanish subsidiary, Ealixir Hispania SL., which resulted in a gain on the sale of the subsidiary in the amount of $9,954. This gain is included in other income (expense) on the consolidated statement of operations. The Company does not have continuing interest in this entity and the entity is no longer considered a related party following the disposition. The sale of Ealixir Hispania SL. had no major effect on the Company’s operations and did not meet the requirements to be classified as discontinued operations.

Use of Estimates

Preparing 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Allowance for Uncollectible Accounts Receivable

The Company follows Accounting Standards Update (“ASU”) No. 2016-13, *Financial Instruments — Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments* (known as the “current expected credit loss model” or “CECL”) that is based on expected losses rather than incurred losses. We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that contractual payments due will not be collected in accordance with the terms of the agreement. The allowance for uncollectible accounts receivable was $322,745 and $23,598 as of September 30, 2024 and of December 31, 2023, respectively.

Revenue Recognition

The Company follows the guidance in Accounting Standards Codification (“ASC”) Topic 606 *Revenue From Contacts With Customers* (“ASC 606”). The core principle of ASC 606 is to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. Accordingly, the Company recognized revenue for ORM services in accordance with the following five steps outlined in ASC 606 as follows:

1. Identification of the contract, or contracts, with a customer,
2. Identification of the performance obligations in the contract, including whether they are distinct within the context of the

contract

3. Determination of the transaction price, including the constraint on variable consideration
4. Allocation of the transaction price to the performance obligations in the contract
5. Recognition of revenue when, or as, performance obligations are satisfied

As reported in the consolidated Income Statement the Company reports revenue in two categories: 1) its core removal service and 2) other ancillary services. The company's contracts with its customers are fee for service contracts under which the company charges its customers an agreed upfront fee for the service rendered. While the Company does offer a refund if the customer is not satisfied with the service to date the Company has never issued such a refund and therefore does not have access to information to estimate such refunds for its contracts with customers; accordingly, the Company has not recorded a provision for refunds. The Company's payment terms are 50% upon signature of the contact, 25% thirty days after execution and the final 25% sixty days after execution.

The Company recognizes the consideration due under the contracts with its customers as accounts receivable at the time it enters into the contract because the Company has an unconditional right to the consideration. The Company has identified completion of the agreed upon service as its performance obligation under its contracts with its customers. Accordingly, the Company recognizes revenue at the point in time it completes the agreed upon service. For example, the removal of negative or spurious content. The Company's billings are made in advance of completion of the performance obligation. The Company has recorded deferred revenue of $489,258 and $687,952 at September 30, 2024 and December 31, 2023, respectively, is included in the consolidated balance sheets.

Determination of the transaction price: the transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring goods or services to the customer.

Allocation of the transaction price to the performance obligations in the contract: if the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis.

For its removal services, the Company identified the analysis and identification of the negative and spurious content to be removed as a one of the performance obligations in the removal services contract. The Company completes this analysis prior to contracting with its customers for the actual removal of content. The Company allocates 50% of the total contract price to the preliminary analysis and a price for the removal of each link or deindexation performed based the stand-alone price for the service. The Company recognizes revenue for the analysis portion of the contract upon completion of the analysis as a customer has received standalone value for the identification of the negative or spurious content. The Company recognizes revenue upon the removal of the link or completion of deindexation.

Cost of Sales

The Company's cost of sales is comprised of sales commissions, journalists' fees. All commissions become due and are recorded as the relevant sales invoices are collected. The aggregate cost of sales is $400,309 and $991,966 as of September 30, 2024 and September 30, 2023, respectively.

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Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of compensation expense for our corporate staff in supporting departments, research and development expense, communication costs, welfare expenses, education expenses, professional fees (including consulting, audit and legal fees), travel and business hospitality expenses. The aggregate general and administrative expenses is $2,495,282 and $4,463,095 as of September 30, 2024 and September 30, 2023, respectively.

Stock-Based Compensation

The Company accounts for stock awards to consultants by measuring the cost of services received in exchange for the award of equity instruments based upon the fair value of the award on the date of grant. The fair value of that award is then ratably recognized as expense over the period during which the recipient is required to provide services in exchange for that award. Stock compensation expense for the nine months ended September 30, 2024 and 2023 was $0 and $2,073,075, respectively.

Advertising and Promotional Expense

Advertising expenditures are expensed when incurred and are included in sales and marketing expenses in the period incurred. Advertising and promotional expenses were $19,774 and $0 for the period ended September 30, 2024 and 2023, respectively.

Property and Equipment

Property and equipment are stated at historical value or cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The cost of maintenance and repairs is expensed as incurred. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation and amortization are removed from their respective accounts, and any gain or loss on such sale or disposal is reflected in income from operations. Estimated useful lives are as follows:

Company Car	3 years
Electronic equipment	3 years
Office furniture	10 years
Software development costs	3 years

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Certain events or changes in circumstances may indicate that the recoverability of the carrying amount of property, plant and equipment should be assessed, including, among others, a significant decrease in market value, a significant change in the business climate in a particular market, or a current period operating, or cash flow loss combined with historical losses or projected future losses. When such events or changes in circumstances are present and an impairment test is performed, we estimate the future cash flows expected to result from the use of the asset or asset group and its eventual disposition.

These estimated future cash flows are consistent with those we use in our internal planning. If the sum of the expected future cash flows (undiscounted and without interest charges) is less than the carrying amount, we recognize an impairment loss. The impairment loss recognized is the amount by which the carrying amount exceeds the fair value. We use a variety of methodologies to determine the fair value of property, plant and equipment, including appraisals and discounted cash flow models, which are consistent with the assumptions we believe hypothetical marketplace participants would use.

Income Taxes

We account for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilitiesfor the expected future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. In addition, deferred tax assets are recorded for the future benefit of utilizing net operating losses and research and development creditcarryforwards. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

Significant judgment is required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, we consider all available evidence, including past operating results, estimates of future taxable income, andthe feasibility of tax planning strategies. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust our valuation allowance with a corresponding impact to the provision for income taxes in the period in which such determination is made.

We apply the authoritative accounting guidance prescribing a threshold and measurement attribute for the financial recognition and measurement of a tax position taken or expected to be taken in a tax return. We recognize liabilities for uncertain tax positions basedon a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires us to estimate and measure the tax benefit as the largest amount that is more likely than not to be realized upon ultimate settlement.

Foreign Currency

The Company uses U.S. dollars ("US$") as its reporting currency. Generally, the functional currency of the Company's internationalsubsidiaries is the local currency. The financial statements of the Company's subsidiaries using functional currency other than US$ are translated into U.S. dollars using month-end rates of exchange for assets and liabilities, and average rates of exchange for revenue, costs, and expenses. Translation adjustments arising from these are reported as foreign currency translation adjustments and are shownas accumulated other comprehensive income (loss) on the consolidated financial statements.

Transactions denominated in other than the functional currencies are re-measured into the functional currency of the entity at the exchange rates prevailing on the transaction dates. Financial assets and liabilities denominated in other than the functional currency are re-measured at the balance sheet date exchange rate. The resulting exchange differences are recorded in the consolidated statements of comprehensive income (loss) as foreign exchange related gain or loss.

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Cash and Cash Equivalents

For the purpose of the consolidated statements of cash flows, the Company considers all highly liquid instruments purchased with an original maturity of three months or less to be cash equivalents. There were no cash equivalents at September 30, 2024 and December 31, 2023. The Company held an aggregate cash balance of $70,433 and $53,114 as of September 30, 2024 and December 31, 2023, respectively.

Basic and Diluted Earnings/Loss per Common Share

Basic and diluted earnings or loss per share ("EPS") amounts in the consolidated financial statements are computed in accordance with Accounting Standards Codification ("ASC") 260-10, *Earnings per Share*, which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. Potentially dilutive securities are excluded from the calculation of diluted loss per share, if their effect would be anti-dilutive. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti- dilutive.

Fair Value Measurement

ASC Topic 820, *Fair Value Measurement*, requires that certain financial instruments be recognized at their fair values at the consolidated balance sheet dates. However, other financial instruments, such as debt obligations, are not required to be recognized at their fair values, but GAAP provides an option to elect fair value accounting for these instruments. GAAP requires the disclosure of the fair values of all financial instruments, regardless of whether they are recognized at their fair values or carrying amounts in the balance sheets. For financial instruments recognized at fair value, GAAP requires the disclosure of their fair values by type of instrument, along with other information, including changes in the fair values of certain financial instruments recognized in income or other comprehensive income. For financial instruments not recognized at fair value, the disclosure of their fair values is provided below under "Financial Instruments."

Nonfinancial assets, such as property, plant and equipment, and nonfinancial liabilities are recognized at their carrying amounts in theCompany's balance sheets. GAAP does not permit nonfinancial assets and liabilities to be remeasured at their fair values. However, GAAP requires the remeasurement of such assets and liabilities to their fair values upon the occurrence of certain events, such as theimpairment of property, plant and equipment. In addition, if such an event occurs, GAAP requires the disclosure of the fair value of the asset or liability along with other information, including the gain or loss recognized in income in the period the remeasurement occurred.

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or mostadvantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 inputs: Based on unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs: Based on observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

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- Level 3 inputs: Based on unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities, and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The Company did not have any Level 2 or Level 3 assets and liabilities as of September 30, 2024 and December 31, 2023.

Financial Instruments

The Company's financial instruments include cash, payables, and debt and are accounted for under the provisions of ASC Topic 825,*Financial Instruments*. The carrying amount of these financial instruments as reflected in the consolidated balance sheets and approximate fair value.

Since the Company public stock rarely trades (EAXR – trades on the OTC Pink sheets) and, therefore, the market price is not considered as an indication of fair value, in order to estimate the fair value of the Enterprise and Equity linked securities as of the year 2022, Ealixir commissioned an independent consultant to perform a valuation analysis of the Company's Equity instruments as of December 31, 2022.

The enterprise value was estimated using an income approach and a discounted cash flow method ("DCF") with the terminal value based on a Gordon Growth method and a market approach using current measures. The estimated Fair Value of Common Stocks was, therefore, assessed at $0.138/share for 2022 and has been considered also fair for the valuation of the shares issued in 2023.

Concentration of Credit Risk

The Company maintains cash balances at financial institutions with accounts that are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. As of September 30, 2024 and December 31, 2023, the Company's cash balance did not exceed FDIC coverage. The Company has not experienced any losses in such accounts and periodically evaluates the credit worthiness of the financial institutions and has determined the credit exposure to be negligible.

Software Development Costs

We capitalize certain development costs related to our unified communications platform during the application development stage as long as it is probable the project will be completed, and the software will be used to perform the function intended. Capitalized software development costs are recorded as a component of property and equipment, net. Costs related to preliminary project activities and post-implementation activities are expensed as incurred. Capitalized software development costs are amortized on a straight-forward basis over the software's estimated useful life, which is generally three years, and are recorded in cost of revenue in the consolidated statements of operations. We evaluate the useful lives of these assets on an annual basis and test for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. We have capitalized $89,485 and $72,210 during the period ending at September 30, 2024 and December 31, 2023, respectively.

Impairment charges related to intangible assets, including goodwill, are generally recorded in other operating charges or, to the extentthey relate to equity method investees, in equity income (loss)–net in our consolidated statements of operations.

Commitments and Contingencies

Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

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Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

Segment Reporting

ASC 280, *Segment Reporting*, establishes standards for companies to report in their financial statements information about operatingsegments, products, services, geographic areas, and major customers. Operating segments are defined as components of an enterprise engaging in businesses activities for which separate financial information is available that is regularly evaluated by the Group's chief operating decision makers in deciding how to allocate resources and assess performance. The Group's chief operating decision maker ("CODM") has been identified as the Chief Executive Officer, who reviews consolidated results including revenue, gross profit and operating profit at a consolidated level only. The Company does not distinguish between markets for the purpose of making decisions about resources allocation and performance assessment. Therefore, the Company has only one operating segment and one reportablesegment.

Recently Issued Accounting Standards

In August 2020, the FASB issued ASU 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivativesand Hedging — Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity. This ASU (1) simplifies the accounting for convertible debt instruments and convertible preferred stock by removing the existing guidance in ASC 470-20, Debt: Debt with Conversion and Other Options, that requires entities to account for beneficial conversion features and cash conversion features in equity, separately from the host convertible debt or preferred stock; revises the scope exception from derivative accounting in ASC 815-40 for freestanding financial instruments and embedded features that are both indexed to the issuer's own stock and classified in stockholders' equity, by removing certain criteria required for equity classification; and (3) revises the guidance in ASC 260, Earnings Per Share, to require entities to calculate diluted earningsper share (EPS) for convertible instruments by using the if-converted method. In addition, entities must presume share settlement forpurposes of calculating diluted EPS when an instrument may be settled in cash or shares. For SEC filers, excluding smaller reportingcompanies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021 including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Entities should adopt the guidance as of the beginning of the fiscal year of adoption and cannot adopt the guidance in an interim reporting period. The Company is currently evaluating the impact that ASU 2020-06 may have on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses onFinancial Instruments* ("ASU 2016-13"), which provides new guidance regarding the measurement and recognition of credit impairment for certain financial assets. Such guidance will impact how the Company determines its allowance for estimated uncollectible receivables and evaluates its available-for-sale investments for impairment. ASU 2016-13 is effective for the Company in the first quarter of fiscal 2023. The Company is currently evaluating the effect that ASU 2016-13 will have on its consolidated financial statements and related disclosures.

On December 18, 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*, which simplifies the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The update also simplifies GAAP for other areas of Topic 740 by clarifying and amending existing guidance to improve consistent application.

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The amendment in this update is effective for fiscal years beginning after December 15, 2020, and interim periods within thosefiscal years. Early adoption is permitted. The Company is currently assessing the impact this pronouncement may have on our consolidated financial statements.

As of December 31, 2023, there were several new accounting pronouncements issued by the Financial Accounting Standards Board.Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoptionof any of these accounting pronouncements has had or will have a material impact on the Company's consolidated financial statements.

Note 2 Accounts Receivable

Accounts receivables consisted of the following as of September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Accounts receivable	$ 779,752	$ 1,377,794
Allowance for doubtful accounts	(313,700)	(28,634)
Total accounts receivable	$ 466,052	$ 1,349,160

Bad debt expense totaled $322,745 and $19,182 for the periods ending on September 30, 2024 and 2023, respectively.

Note 3 Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets were $412,995 and $352,079 for the periods ending September 30, 2024 and December 31, 2023. Prepaid expenses consist of upfront payments on supplier invoices and vendor contracts, tax refunds receivable on goods and servicestax paid throughout the fiscal year in certain regions that we operate in, deferred costs associated with various efforts expended by the Company while attempting to become publicly listed, security deposits on leases, and consulting expenses associated with third-party assistance in the Company's anticipated public listing.

Prepaid expenses and other current assets are as follows:

	September 30, 2024	December 31, 2023
Upfront payments	$ 4,273	$ 158,627
Goods and services tax receivable	162,436	82,018
Deferred offering costs	222,109	84,653
Deferred costs	6,198	8,880
Deposits	17,939	17,901
Total prepaid expenses and other current assets	$ 412,955	$ 352,079

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Note 4 Fixed assets, net

A summary of property and equipment are as follows:

	September 30, 2024	December 31, 2023
Company car	$ 20,041	$ -
Computer Equipment	17,898	12,638
Office Equipment	1,597	-
Furniture and fixtures	32,273	32,273
Property and Equipment	71,809	44,911
Accumulated depreciation	(19,528)	(14,927)

Property and Equipment, net	$ 52,281	$ 29,984

Depreciation expense totaled $6,962 and $4,585 for periods ended as of September 30, 2024 and 2023, respectively.

Note 5 Accrued Expenses

A summary of accrued expenses consists of the following for the periods ended September 30, 2024 and December 31, 2023, respectively:

	September 30, 2024	December 31, 2023
Accrued payroll	$ 196,125	$ 481,877
Accrued invoices	263,908	305,729
Accrued credit cards	1,928	1,600
Accrued taxes	194,798	137,784
Total accrued expenses	$ 656,759	$ 926,990

Note 6 Intangible Assets

The Company had software development costs of $241,695 and $152,210 related to projects not placed in service as of September 30, 2024 and December 31, 2023, which are included in intangible assets in the Company's consolidated balance sheets. Once the asset is completed and placed into service, the straight-line method over the appropriate estimated useful life will be applied.

	September 30, 2024	December 31, 2023
Intangible asset	$ 241,695	$ 152,210
Less: Accumulated amortization	-	-
Property and Equipment, net	$ 241,695	$ 152,210

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Note 7 Leases

Amounts recognized as right-of-use assets related to finance leases are included in fixed assets, net in the accompanying statement of financial position, while related lease liabilities are included in current portion of long-term debt. As of September 30, 2024 and December 31, 2023, right-of-use assets and lease liabilities related to finance leases were as follows:

	September 30, 2024	December 31, 2023
Finance lease ROU asset, net	$ 56,173	$ 112,345
Finance lease liabilities:		
Current portion of lease liability	68,760	74,896
Lease liability	-	50,036

The total value of the right-of-use asset was $299,586 and accumulated amortization related to the finance lease was $243,413 and $187,241 as of September 30, 2024 and December 31, 2023, respectively. Interest expense attributed to the ROU asset was $4,707 and $8,945 for the periods ended September 30, 2024 and 2023, respectively.

Note 8 Stockholder Loans

As of September 30, 2024 and December 31, 2023 the Company had stockholder loans payable presented on the balance sheet for an aggregate of $0 and $299,673, respectively. The Company imputed interest on the loan of 5% for the period ended September 30, 2024 and 2023 amounting to $4,397 and $5,768, respectively, and recorded the amount within interest expense on the consolidated statement of operations. As of September 30, 2024 the previous Stockholder Enea Angelo Trevisan agreed to forgive the remaining debt.

Note 9 Commitments and Contingencies

Related Parties

Ealixir has several agreements in place with Mr. Enea Trevisan, the founder and former CEO of Ealixir, Inc. The first is a commercial agreement aimed at procuring new clients for the company, effective June 1, 2019 with the goal of procuring new clients for the Company. Under this agreement, Mr. Trevisan is entitled to 20% of the gross amount for each new contract signed. The agreement spans twelve months and automatically renews on an annual basis. As of September 30, 2024, fees disbursed to Mr. Trevisan under this agreement amounted to $133,890, compared to $160,801 as of September 30, 2023. The remaining amount of $225,717 has been forgiven by Mr. Trevisan as of September 30, 2024.

The second contract, effective December 27, 2021, is a digital consultancy agreement, stipulating monthly fees for Mr. Trevisan. Ealixir disbursed $32,607 as of September 30, 2024, and $34,668 as of September 30, 2023, for these services. Additionally, as part of this contract, Mr. Trevisan served as Executive Chairman from November 2022 to September 2023 and as Chief Executive Officer from January 2022 to April 2022, during these periods his salary remained unpaid. As of September 30, 2024, Mr. Trevisan forgave the total amount of $290,000 relating to both assignments.

On February 1, 2024, Ealixir entered into an employment agreement with Mr. Enea Trevisan, to serve as a Sales Manager of the subsidiary Ealixir Hispania. The company disbursed $34,781 for the nine months ending September 30, 2024.

Lastly, on January 1, 2020, the Company entered into a Loan Agreement with Mr. Trevisan to address cash needs during its initial stages. Mr. Trevisan provided a loan of $135,758 to the company in 2020, followed by an additional $391,019 during the financial year 2021. This resulted in a balance of $284,540 at December 31, 2023, and $565,020 at December 31, 2022. The loan has an indefinite term and can be repaid at any time, subject to fund availability. Ealixir repaid Mr. Trevisan $176,021 during 2024 and $280,480 in the year 2023. As of September 30, 2024, Mr. Trevisan forgave the remaining debt to the Company.

Danila Pisati

On October 1, 2018, Ealixir entered into an employment agreement with Mrs. Danila Pisati, the founder’s wife, to serve as the Managing Director of the subsidiary Ealixir Hispania. The company disbursed $133,284 for the nine months ending September 30, 2024 and $116,119 for the nine months ending September 30, 2023. In April 2023, Mrs. Pisati’s salary was increased to USD 120,046 net per annum. Mrs. Pisati previously held the position of Director at Ealixir Inc. until April 2022, during which time her salary remained unpaid, resulting in a payable of $90,000 as of September 30, 2024.

The Company entered into a Loan Agreement with Mrs. Pisati to address cash needs during its initial stages. The Loan has been reimbursed in 2024.

Legal Matter

In the opinion of management, as of September 30, 2024 and December 31, 2023, there was no reasonable possibility that we had incurred in a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies.

Note 10 Stockholders' Equity

Common Stock

The authorized capital stock of Ealixir consists of (i) 300,000,000 shares of common stock with a $0.001 par value, of which 60,282,036 shares were outstanding as of September 30, 2024 and December 31, 2023, respectively.

Series Z Preferred Stock

The Company is authorized to issue 10,000,000 shares of Series Z Preferred Stock, with a $0.001 par value. 1,000,000 and 1,000,000 shares of Series Z Preferred Stock were outstanding as of September 30, 2024 and December 31, 2023, respectively.

Upon the occurrence of a liquidation event, whether voluntary or involuntary, the holders of Series Z Preferred Stock are entitled to receive net assets on a pro rata basis. Each holder of Series Z Preferred Stock is entitled to receive ratably any dividends declared by the board, if any, out of funds legally available for the payment of dividends. As used herein, liquidation event means (i) the liquidation, dissolution or winding-up, whether voluntary or involuntary, of the Company, (ii) the purchase or redemption by the Company of shares of any class of stock or the merger or consolidation of the Company with or into any other corporation or corporations, unless (a) the holders of the Series Z Preferred Stock receive securities of the surviving corporation having substantially similar rights as the Series Z Preferred Stock and the stockholders of the Company immediately prior to such transaction are holders of at least a majority of the voting securities of the successor corporation immediately thereafter, unless the holders of the shares of Series Z Preferred Stock elect otherwise or (b) the sale, license or lease of all or substantially all, or any material part of, the Company's assets, unless the holders of Series Z Preferred Stock elect otherwise. Holders of shares of Series Z Preferred Stock shall have no right to convert those shares into Common Stock or any other class of securities of the Corporation. Each one share of the Series Z Preferred Stock shall have voting rights equal to nine hundred (900) votes of Common Stock.

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Note 11 Geographical Information

The following table provides details of revenue by client geography:

		September 30, 2024		September 30, 2023
United States of America	$	2,500	$	72,626
Other Americas		450,117		381,393
Europe/Middle East/Africa		2,010,545		3,129,397
Total	$	2,463,162	$	3,583,416

The Company attributes revenue by county based on its customer’s location at the time of delivery of service. Substantially all the Company’s long-lived assets are located in Europe.

Note 12 Subsequent Events

The Company has completed an evaluation of all subsequent events after the balance sheet date of September 30, 2024 through the date the financial statements were issued, to ensure that these financial statements include appropriate disclosure of events which have occurred subsequently but were not recognized in the financial statements. The Company has not identified any events for which subsequent disclosure would be required.