

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CURATIVE BIOTECHNOLOGY, INC.

3801 PGA Blvd Suite 600

Palm Beach Gardens, FL 33410

561-907-8990

<https://curativebiotech.com>

ir@curativebiotech.com

SIC – 8731/8733

Quarterly Report

For the period ending September 30, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

903,263,385 as of 09/30/2024 (*Current Reporting Period Date or More Recent Date*)

903,263,385 as of 12/31/2023 (*Most Recent Completed Fiscal Year End*)

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

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

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

Curative Biotechnology, Inc., herein referred to as "CUBT" or the "Company."

The company was formerly known as:

Connectyx Technologies Holdings Group, Inc., until April 2021

Storage Innovation Technologies, Inc. until 10-2007

National Boston Medical, Inc. until 5-2004

Fragrance Express, Inc. until 10-1998

Growth Industries, Inc. until 7-1998

Frozen Assets, Inc. until 3-1998

Current State and Date of Incorporation or Registration: Florida, 10/31/2007

Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

N/A

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

On October 23, 2024, the shareholders of the Corporation approved a written resolution, authorizing the Board, until October 22, 2025, to effect a reverse stock split of not less than 1-for-2 and not more than 1-for- 400 of the Corporation's Common Stock at the discretion of the Board. The reverse shall become effective upon and only upon final approval by FINRA. As of the date of this filing the company has not submitted an application for approval of a reverse to FINRA.

Address of the issuer's principal executive office:

3801 PGA Blvd Suite 600

⁴ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Palm Beach Gardens, FL 33410

Address of the issuer's principal place of business:

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

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

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

N/A

2) Security Information

Transfer Agent

Name: Issuer Direct Corporation
Phone: +1 (919) 481-4000
Email: info@issuerdirect.com
Address: One Glenwood Avenue, Suite 1001, Raleigh, NC 27603

Publicly Quoted or Traded Securities:

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

Trading symbol:	<u>CUBT</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>23128N108</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>1,500,000,000</u> as of date: <u>09/30/2024</u>
Total shares outstanding:	<u>903,263,385</u> as of date: <u>09/30/2024</u>
Total number of shareholders of record:	<u>217</u> as of date: <u>09/30/2024</u>

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

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

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

Exact title and class of the security:	<u>Series A Preferred</u>	
CUSIP (if applicable):	N/A	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 09/30/2024</u>
Total shares outstanding (if applicable):	<u>515,000</u>	<u>as of date: 09/30/2024</u>
Total number of shareholders of record (if applicable):	<u>23</u>	<u>as of date: 09/30/2024</u>

Exact title and class of the security:	<u>Series B Preferred</u>	
CUSIP (if applicable):	N/A	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 09/30/2024</u>
Total shares outstanding (if applicable):	<u>1,000,000</u>	<u>as of date: 09/30/2024</u>
Total number of shareholders of record (if applicable):	<u>38</u>	<u>as of date: 09/30/2024</u>

Exact title and class of the security:	<u>Series C Preferred</u>	
CUSIP (if applicable):	N/A	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>30,000,000</u>	<u>as of date: 09/30/2024</u>
Total shares outstanding (if applicable):	<u>24,000,000</u>	<u>as of date: 09/30/2024</u>
Total number of shareholders of record (if applicable):	<u>4</u>	<u>as of date: 09/30/2024</u>

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

Security Description:

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

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

Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in their name on the books of the Corporation on all matters submitted to a vote of shareholders except as the right to exercise such vote may be limited by the provisions of this Third Restated Articles or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary of the Corporation, the assets and funds of the Corporation available for distribution to shareholders and remaining after the payment to holders of Preferred Stock of the amounts (if any) to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

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

Series A Preferred Stock

5.1 Designation of Series A Preferred Stock. The designation of the series of preferred stock created hereby shall be "Series A Preferred Stock" (the "**Series A Preferred Stock**") and the number of shares constituting the Series A Preferred Stock shall be One Million shares (1,000,000), with a par value of \$.0001 per share. Such number of shares may from time to time be decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by the Board of Directors (or a duly authorized committee of the Board of Directors) by a certificate executed, acknowledged and filed with the Secretary of State of the State of Florida setting forth a statement that a specified decrease therein has been authorized and directed by a resolution duly adopted by the Board of Directors (or a duly authorized committee of the Board of Directors). In case the number of authorized shares of the Series A Preferred Stock shall be so decreased, the number of shares so specified in the certificate shall resume the status of authorized but unissued shares of preferred stock, undesignated as to series. Shares of Series A Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be cancelled and shall revert to authorized but unissued shares of preferred stock, undesignated as to series.

5.2 Dividends on Series A Preferred Stock. The holders of the Series A Preferred Stock shall not be entitled to receive dividends on account of their Series A Preferred Stock.

5.3 Liquidation Preference of Series A Preferred Stock. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive, prior to the holders of any Series A Junior Stock (defined below) and/or Series A Parity Stock (defined below) and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series A Preferred Stock.

5.4 Conversion of Series A Preferred Stock. The Series A Preferred Stock shall be convertible into shares of Common Stock as follows:

(a) **Conversion Price.** The Conversion price for the Series A Preferred Stock shall be equal to \$0.0025 per share (the "**Conversion Price**").

(b) **Voluntary Conversion.** Each share of Series A Preferred Stock shall be convertible in whole or in part, at the option of the holder thereof at anytime, into that number of fully paid and non-assessable shares of Common Stock as may be purchased for the Conversion Price based on the aggregate purchase price paid for the shares of Series A Preferred Stock (the "**Series A Conversion Right**"). The Series A Conversion Right shall be exercised by a holder

submitting written notice to the Corporation informing the Corporation of his/her/its intent to exercise its Series A Conversion Right, specifying the date for such conversion (the "**Series A Conversion Date**") and identifying which shares of Series A Preferred Stock such holder has elected to be converted into Common Stock in accordance with the Series A Conversion Right (the "**Series A Conversion Notice**"). Within ten (10) days of the Corporation's receipt of the Series A Conversion Notice, the Corporation shall be required to provide the respective Series A Preferred Stock holder with written notice setting forth the applicable Series A Conversion Price calculated as of the Series A Conversion Date, including back up calculations therefor, and the number of shares of Common Stock into which the shares of Series A Preferred Stock are being converted. In order to convert the shares of Series A Preferred Stock identified in the Series A Conversion Notice into shares of Common Stock, a holder of Series A Preferred Stock shall be required to surrender at the office of any transfer agent for the Corporation (or to the office of the Corporation if there is no transfer agent), all certificates representing the shares of Series A Preferred Stock elected to be converted, duly endorsed to the Corporation or in blank or marked for cancellation within thirty (30) days of the Series A Conversion Date; *provided that* in the event any holder of Series A Preferred Stock fails to surrender his/her/its certificate(s) representing the shares of Series A Preferred Stock to be converted, the Corporation shall be authorized in all respect to cancel such shares on the books of the Corporation and the transfer agent and to effectuate the conversion of such shares of Series A Preferred Stock into Common Stock; *provided, further,* that the Corporation shall not be required to deliver the stock certificates representing such shares of Common Stock to their respective holder(s) until such time as the stock certificates representing the Series A Preferred Stock so converted are received by the Corporation or its transfer agent duly endorsed to the Corporation or in blank or marked for cancellation. Shares of the Series A Preferred Stock shall be deemed to have been converted as of the close of business on the Series A Conversion Date, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time.

(c) Mandatory Conversion. In the event that there be a Fundamental Change, the Series A Preferred Stock will automatically convert into that number of shares of Common Stock as may be purchased for the Conversion Price, calculated as of the close of business the day immediately prior to such Fundamental Change, based on the aggregate purchase price paid for the shares of Series A Preferred Stock; *provided* that such Mandatory Conversion shall occur as part of the terms of such consolidation or merger so that any holder of Series A Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him/her/it upon such Mandatory Conversion of his/her/its Series A Preferred Stock, the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock such holder would have otherwise received.

(d) Additional Provisions Applicable to All Conversions. Any conversion of Series A Preferred Stock into Common Stock pursuant to this Section 6.4 shall be subject to the following additional terms and provisions:

(i) The Corporation shall not be required to issue any fractions of shares of the Common Stock upon conversion of the Series A Preferred Stock into Common Stock.

(ii) In the event that the Corporation shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the Conversion Price of the Series A Preferred Stock shall be adjusted accordingly.

(iii) The holder of Series A Preferred Stock will not receive a distribution in the event that the Corporation shall at any time pay to the holders of its Common Stock a dividend in Common Stock or otherwise makes a distribution on the Common Stock until such a time when the Series A Preferred Stock have been converted into Common Stock.

(iv) As promptly as practicable after any conversion, the Corporation shall issue and deliver at said offices a certificate(s) for the number of full shares of the Common Stock issuable upon any such conversion, to the person(s) entitled to receive the same. The Corporation shall issue the certificate(s) for Common Stock in the name(s) so designated with such legends affixed or restrictions imposed as required by federal, state or jurisdictional securities laws as determined by legal counsel for the Corporation; *provided* that the Corporation is not advised by its counsel that the issuance of such certificate(s) would be in violation of federal, state or jurisdictional securities law.

(v) The issuance of certificates for shares of Common Stock upon conversion of any shares of the Series A Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series A Preferred Stock so converted, the person or persons requesting, the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

5.5 Redemption of Series A Preferred Stock. Subject at all times to the Series A Conversation Right set forth in Section 5.4(b), the issued and outstanding shares of Series A Preferred Stock shall be redeemable, in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time and at any time, commencing any time after the date of issuance of the Series A Preferred Stock as follows:

(a) **Redemption Price.** The redemption price per share of Series A Preferred Stock shall be equal to the greater of: (i) one hundred and twenty five percent (125%) of the purchase price paid for such share or (ii) the book value for such share as determined by an independent auditing firm (the "**Series A Redemption Price**").

(b) **Notice of Redemption.** The Corporation shall give notice of redemption (the "**Series A Redemption Notice**") not less than twenty (20) nor more than sixty (60) calendar days prior to the date fixed for redemption of the Series A Preferred Stock or any part thereof (the "**Series A Redemption Date**"). Such Series A Redemption Notice shall specify the Series A Redemption Date along with the time and place for redemption, and shall be given by mail to each holder of record of shares of Series A Preferred Stock chosen for redemption at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal

executive office of the Corporation is located. Any Series A Redemption Notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder received the Series A Redemption Notice.

(c) **Termination of Rights.** Upon the Series A Redemption Date, or upon such earlier date as the Board of Directors shall designate for payment of the Series A Redemption Price (unless the Corporation shall default in the payment of the Series A Redemption Price as set forth in the Series A Redemption Notice), the holders of shares of Series A Preferred Stock selected for redemption to whom notice has been duly given and that have not converted as provided in **Section 5.4(b)** shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the moneys payable upon such redemption from, the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

5.6 Ranking of Series A Preferred Stock. The Corporation may at any time create, authorize or issue, without the consent of any of the holders of the Series A Preferred Stock, other classes or series of Series A Junior Stock or Series A Parity Stock.

5.7 General Voting Rights of Series A Preferred Stock. Except as otherwise required by law, each holder of record of the Series A Preferred Stock shall be entitled to notice of any and all meetings of the shareholders of the Corporation and shall be entitled to one (1) vote for each full share of Common Stock into which each share of Series A Preferred Stock registered in his/her/its name on the books of the Corporation would be convertible on the record date for any matter submitted to the shareholders of the Corporation for a vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

5.8 Certain Voting Rights of Series A Preferred Stock. So long as any share of Series A Preferred Stock remains outstanding, in addition to any other vote or consent of shareholders required by law or by these Articles, the vote or consent of the holders of at least 50.1% of the shares of Series A Preferred Stock at the time outstanding, voting together as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(a) **Changes Adversely Affecting Series A Preferred Stock.** Any amendment, alteration or repeal of any provision of these Fourth Restated Articles or bylaws of the Corporation that would alter or change the voting powers, preferences or special rights of the Series A Preferred Stock so as to affect it adversely; *provided*, that the amendment of these Fourth Restated Articles so as to authorize or create, or to increase the authorized amount of, any Series A Junior Stock or Series A Parity Stock or any shares of any class or series of any securities convertible into shares of any class or series of Series A Junior Stock or Series A Parity Stock, shall not be deemed to affect adversely the voting powers, preferences or special rights of the Series A Preferred Stock;

(b) **Authorization of Senior Stock.** Any amendment or alteration of these

Articles to authorize or create, or increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of capital stock of the Corporation ranking senior or prior to Series A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation; or

(c) Extraordinary Corporate Transactions.

(i) Consummation of a binding share exchange or reclassification involving the Series A Preferred Stock or a merger or consolidation of the Corporation with another entity, unless in each case (1) shares of Series A Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (2) such shares of Series A Preferred Stock remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole; *provided, however*, that any increase in the amount of the authorized or issued Series A Preferred Stock or authorized preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of other Series A Junior Stock and/or Series A Parity Stock of the Corporation will not be deemed to adversely affect the special rights, preferences, privileges or voting powers of the Series A Preferred Stock.

(ii) If an amendment, alteration, repeal, share exchange, reclassification, merger or consolidation described above in clause (i) of this subsection (c) would adversely affect one or more but not all series of preferred stock (including the Series A Preferred Stock for this purpose), then only the series affected and entitled to vote shall vote as a class.

(iii) No vote or consent of the holders of Series A Preferred Stock shall be required pursuant to this subsection (c) if, at or prior to the time when the act with respect to which such vote would otherwise be required, all outstanding shares of Series A Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by the Corporation for the benefit of the holders of Series A Preferred Stock to effect such redemption.

5.9 Amendments to Series A Designation.

(a) General. The designation of the Series A Preferred Stock contained in this Article V may be amended only upon both (i) the affirmative vote of not less than a majority of the holders of the shares of Series A Preferred Stock outstanding at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

(b) Changes for Clarification. Without the consent of the holders of the Series A Preferred Stock, so long as such action does not adversely affect the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole, the Corporation may amend, alter, supplement or repeal any terms of the Series A Preferred Stock:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in these Fourth Restated Articles that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Series A Preferred Stock that is not inconsistent with the provisions of these Fourth Restated Articles.

5.10 Certain Definitions. For purposes of these Fourth Restated Articles, the following definitions shall apply:

"Series A Junior Stock" means the Common Stock and any other class or series of stock of the Corporation hereafter authorized over which the Series A Preferred Stock has preference or priority either or both as to the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

"Series A Parity Stock" means the Series B Preferred Stock and any class or series of stock of the Corporation hereafter authorized ranking equally with the Series A Preferred Stock as to both the payment of dividends and the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

Series B Preferred

The holders of the Series B Preferred shall not be entitled to receive dividends.

Liquidation Preference of Series B Preferred Stock. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series B Preferred Stock shall be entitled to receive, prior to the holders of any Series B Junior Stock (defined below) and/or Series B Parity Stock (defined below) and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series B Preferred Stock.

Conversion of Series B Preferred Stock. The Series B Preferred Stock shall be convertible into shares of Common Stock as follows:

(a) Conversion Price. The Conversion price for the Series B Preferred Stock shall be equal to \$0.0075 per share (the "**Conversion Price**").

(b) Voluntary Conversion. Each share of Series B Preferred Stock shall be convertible in whole but not in part, at the option of the holder thereof at anytime after the first (1st) anniversary of the date of its issuance, into that number of fully paid and non-assessable shares of Common Stock as may be purchased for the Conversion Price based on the aggregate purchase price paid for the shares of Series B Preferred Stock (the "**Series B Conversion Right**"). The Series B Conversion Right shall be exercised by a holder submitting written notice to the Corporation informing the Corporation of his/her/its intent to exercise its Series B Conversion Right, specifying the date for such conversion (the "**Series B Conversion Date**") and identifying which shares of Series B Preferred Stock such holder has elected to be converted into Common Stock in accordance with the Series B Conversion Right (the "Series B Conversion Notice"). Within ten (10) days of the Corporation's receipt of the Series B Conversion Notice, the Corporation shall be required to provide the respective Series B Preferred Stock holder with written notice setting forth the applicable Series B Conversion Price calculated as of the Series B Conversion Date, including back up calculations therefor, and the number of shares of Common Stock into which the shares of Series B Preferred Stock are being converted. In order to convert the shares of Series B Preferred Stock identified in the Series B Conversion Notice into shares of Common Stock, a holder of Series B Preferred Stock shall be required to surrender at the office of any transfer agent for the Corporation (or to the office of the Corporation if there is no transfer agent), all certificates representing the shares of Series B Preferred Stock elected to be converted, duly endorsed to the Corporation or in blank or marked for cancellation within thirty (30) days of the Series B Conversion Date; *provided that* in the event any holder of Series B Preferred Stock fails to surrender his/her/its certificate(s) representing the shares of Series B Preferred Stock to be converted, the Corporation shall be authorized in all respect to cancel such shares on the books of the Corporation and the transfer agent and to effectuate the conversion of such shares of Series B Preferred Stock into Common Stock; *provided, further,* that the Corporation shall not be required to deliver the stock certificates representing such shares of Common Stock to their respective holder(s) until such time as the stock certificates representing the Series B Preferred Stock so converted are received by the Corporation or its transfer agent duly endorsed to the Corporation or in blank or marked for cancellation. Shares of the Series B Preferred Stock shall be deemed to have been converted as of the close of business on the Series B Conversion Date, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time.

Mandatory Conversion. In the event that the Corporation shall be consolidated with or merged into any other corporation, the Series B Preferred Stock will automatically convert into that number of shares of Common Stock as may be purchased for the Conversion Price, calculated as of the close of business the day immediately prior to the consummation of such consolidation or merger, based on the aggregate purchase price paid for the shares of Series B Preferred Stock; *provided that* such mandatory conversion shall occur as part of the terms of such consolidation or merger so that any holder of Series B Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him/her/it upon such mandatory conversion of his/her/its Series B Preferred Stock, the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock such holder would have otherwise received.

Redemption of Series B Preferred Stock. Subject at all times to the Series B Conversation Right set forth in **Section 6.4(b)**, the issued and outstanding shares of Series B Preferred Stock shall be redeemable, in whole or in part, at the option of the Corporation by resolution of the Board of Directors, from time to time and at any time, commencing any time after the date of issuance of the Series B Preferred Stock as follows:

(a) Redemption Price. The redemption price per share of Series B Preferred Stock shall be equal to the greater of: (i) one hundred and twenty five percent (125%) of the purchase price paid for such share or (ii) the book value for such share as determined by an independent auditing firm (the "**Series B Redemption Price**").

(b) Notice of Redemption. The Corporation shall give notice of redemption (the "**Series B Redemption Notice**") not less than twenty (20) nor more than sixty (60) calendar days prior to the date fixed for redemption of the Series B Preferred Stock or any part thereof (the "**Series B Redemption Date**"). Such Series B Redemption Notice shall specify the Series B Redemption Date along with the time and place for redemption, and shall be given by mail to each holder of record of shares of Series B Preferred Stock chosen for redemption at the address last shown on the records of the Corporation for such holder or given by such holder to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located. Any Series B Redemption Notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder received the Series B Redemption Notice.

Termination of Rights. Upon the Series B Redemption Date, or upon such earlier date as the Board of Directors shall designate for payment of the Series B Redemption Price (unless the Corporation shall default in the payment of the Series B Redemption Price as set forth in the Series B Redemption Notice), the holders of shares of Series B Preferred Stock selected for redemption to whom notice has been duly given and that have not converted as provided in **Section 6.3(b)** shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the moneys payable upon such redemption from, the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

General Voting Rights of Series B Preferred Stock. Except as otherwise required by law, each holder of record of the Series B Preferred Stock shall be entitled to notice of any and all meetings of the shareholders of the Corporation and shall be entitled to one (1) vote for each full share of Common Stock into which each share of Series B Preferred Stock registered in his/her/its name on the books of the Corporation would be convertible on the record date for any matter submitted to the shareholders of the Corporation for a vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited

Series C Preferred Stock

The holders of the Series C Preferred shall not be entitled to receive dividends.

Liquidation Preference of Series C Preferred Stock. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for

payment of the debts and other liabilities of the Corporation, the holders of the Series C Preferred Stock shall be entitled to receive, prior to the holders of any Series C Junior Stock (defined below) and/or Series C Parity Stock (defined below) and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the Corporation by reason of their ownership of such stock, an amount per share equal to the Conversion Rate in Section 7.04(a) below with respect to each share of Series C Preferred Stock.

Conversion of Series C Preferred Stock. The Series C Preferred Stock shall be convertible into shares of Common Stock, as follows:

- (c) Conversion Rate. All of the issued and outstanding shares of Series C Preferred Stock (the "**Total Series C Shares**") shall collectively be convertible into thirty percent (30%) of the total issued and outstanding shares of Common Stock at the time of such conversion (the "**Conversion Rate**") without any additional consideration by the holders to effectuate the conversion. For the avoidance of doubt, and as an example, in the event of a conversion of Series C Preferred Stock, Series C Preferred Shareholders whose shares have vested will own no more than 30% of all Common Stock post conversion, and the remaining 70% of Common Stock will be held by Common Stock shareholders.

- (d) Voluntary Conversion. Each share of Series C Preferred Stock that has fully vested shall be convertible in whole but not in part, at the option of the holder thereof at any time after the first (1st) anniversary of the date of its vesting, into that number of fully paid and non-assessable shares of Common Stock as may be purchased for the Conversion Price based on the aggregate purchase price paid for the shares of Series C Preferred Stock (the "**Series C Conversion Right**"). The Series C Conversion Right shall be exercised by a holder submitting written notice to the Corporation informing the Corporation of his/her/its intent to exercise its Series C Conversion Right, specifying the date for such conversion (the "**Series C Conversion Date**") and identifying which shares of Series C Preferred Stock such holder has elected to be converted into Common Stock in accordance with the Series C Conversion Right (the "**Series C Conversion Notice**"). Within ten (10) days of the Corporation's receipt of the Series C Conversion Notice, the Corporation shall be required to provide the respective Series C Preferred Stock holder with written notice setting forth the applicable Series C Conversion Price calculated as of the Series C Conversion Date, including back up calculations therefor, and the number of shares of Common Stock into which the shares of Series C Preferred Stock are being converted. In order to convert the shares of Series C Preferred Stock identified in the Series C Conversion Notice into shares of Common Stock, a holder of Series C Preferred Stock shall be required to surrender at the office of any transfer agent for the Corporation (or to the office of the Corporation if there is no transfer agent), all certificates representing the shares of Series C Preferred Stock elected to be converted, duly endorsed to the Corporation or in blank or marked for cancellation within thirty (30) days of the Series C Conversion Date; *provided that* in the event any holder of Series C Preferred Stock fails to surrender his/her/its certificate(s) representing the shares of Series C Preferred Stock to be converted, the Corporation shall be authorized in all respect to cancel such shares on the books of the Corporation and the transfer agent and to effectuate the conversion of such shares of Series C Preferred Stock into Common Stock; *provided, further,* that the Corporation shall not be required to deliver the stock certificates representing such shares of Common Stock to their respective holder(s) until such time as the stock certificates representing the Series C Preferred Stock so converted are received by the Corporation or its transfer agent duly endorsed to the Corporation or in blank or marked for cancellation. Shares of the Series C Preferred Stock shall be deemed to have been converted as of the close of business on the Series C Conversion Date, and the person(s) entitled to receive shares of Common Stock issuable upon such conversion shall be treated, for all purposes, as the record holder(s) of such shares of Common Stock at such time.

Mandatory Conversion. In the event that the Corporation shall be consolidated with or merged into any other corporation, all Series C Preferred Stock shall automatically vest, regardless of any longer vesting schedule set forth in an award document, and will, upon acceleration of vesting, automatically convert into that number of shares of Common Stock as may be issued at the Conversion Rate; *provided* that such mandatory conversion shall occur as part of the terms of such consolidation or merger so that any holder of Series C Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him/her/it upon such mandatory conversion of his/her/its Series C Preferred Stock, the same kind and amount of securities as may be distributable upon such consolidation or merger with respect to the Common Stock such holder would have otherwise received.

General Voting Rights of Series C Preferred Stock. Except as otherwise required by law, each holder of record of the Series C Preferred Stock shall be entitled to notice of any and all meetings of the shareholders of the Corporation and shall be entitled to ten (10) votes for each full share of Common Stock into which each share of Series C Preferred Stock registered in his/her/its name on the books of the Corporation would be convertible on the record date for any matter submitted to the shareholders of the Corporation for a vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited

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

NA

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

NA

3) **Issuance History**

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: 12/31/2021

Opening Balance

Common: 570,651,636

Series A Preferred: 0

Series B Preferred: 81,000

Series C Preferred: 30,000,000

*Right-click the rows below and select "Insert" to add rows as needed.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>01/10/2022</u>	New Issuance	1,000,000	<u>Common</u>	.05175	<u>No</u>	Paul Michaels	Officer Bonus	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/12/2022</u>	New Issuance	2,439,026	<u>Common</u>	.02	<u>No</u>	GG Capital, LLC (Joseph Gantz)	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/12/2022</u>	New Issuance	2,439,026	<u>Common</u>	.02	<u>No</u>	Stanley Silver	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/12/2022</u>	New Issuance	1,219,514	<u>Common</u>	.02	<u>No</u>	Zabrina Langer	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/12/2022</u>	New Issuance	302,419	<u>Common</u>	.02	<u>No</u>	Keller Family Trust/ (Adam Keller)	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/12/2022</u>	New Issuance	1,219,514	<u>Common</u>	.02	<u>No</u>	Rita Michaelson	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/15/2022</u>	New Issuance	35,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	Girish Navare	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/15/2022</u>	New Issuance	35,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	Glenn A. Turner	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/16/2022</u>	New Issuance	15,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	Ernest Spiegel	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/19/2022</u>	New Issuance	5,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	Anthony Silva	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/19/2022</u>	New Issuance	5,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	James Bonavita	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>

<u>12/19/2022</u>	New Issuance	5,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	Samuel Langer	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/21/2022</u>	New Issuance	5,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	John Skeadas	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/21/2022</u>	New Issuance	5,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	John P. Narciso	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/29/2022</u>	New Issuance	6,000	<u>Series B Preferred</u>	1.00	<u>NA</u>	Elanna Spiegel	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>01/10/2023</u>	New Issuance	20,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Todd Berman	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>01/10/2023</u>	New Issuance	10,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Dustin Allen	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/28/2023</u>	New Issuance	50,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	GG Capital, LLC (Joseph Gantz)	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/29/2023</u>	New Issuance	50,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Arthur and Marina Turovets	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/30/2023</u>	New Issuance	22,500	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Steven Nelson	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/30/2023</u>	<u>Cancelation</u>	6,000,000	<u>Series C Preferred</u>	<u>N/A</u>	<u>N/A</u>	I Richard Garr	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>03/30/2023</u>	New Issuance	49,651,812	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	I Richard Garr	<u>Conversion of Series C Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>03/31/2023</u>	New Issuance	11,250	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Domenico Cammarota	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/24/2023</u>	New Issuance	20,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Luis Mariano Garcia	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/24/2023</u>	New Issuance	10,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Charles McHenry	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>08/22/2023</u>	New Issuance	50,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Adam Stern	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>08/29/2023</u>	New Issuance	25,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Barbara Bergen Michaels	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>08/30/2023</u>	New Issuance	10,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Rita Michaelson	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>

<u>09/01/2023</u>	New Issuance	50,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Terry F. King	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>09/01/2023</u>	New Issuance	20,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Inga and Tom Community Investments LLC (Tom Poss)	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>09/19/2023</u>	New Issuance	25,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Daureen Castonguay	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/05/2023</u>	New Issuance	10,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Irnest Spiegel	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/06/2023</u>	New Issuance	15,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Luis Mariano Garcia	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/25/2023</u>	New Issuance	2,500,000	<u>Common</u>	.0098	<u>No</u>	Michael Fish	Board Fee	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/25/2023</u>	New Issuance	15,000,000	<u>Common</u>	.0098	<u>No</u>	Barry A. Ginsberg	Board Services	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/25/2023</u>	New Issuance	35,000,000	<u>Common</u>	.0098	<u>No</u>	I Richard Garr	Board Services	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/30/2023</u>	New Issuance	63,704,186	<u>Common</u>	.0104	<u>No</u>	Paul Michaels	In lieu of deferred salary	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/30/2023</u>	New Issuance	76,067,470	<u>Common</u>	.0104	<u>No</u>	I Richard Garr	In lieu of deferred salary	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/30/2023</u>	New Issuance	60,228,344	<u>Common</u>	.0104	<u>No</u>	Barry A. Ginsberg	In lieu of deferred salary	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/08/2023</u>	New Issuance	2,439,026	<u>Common</u>	.005	<u>No</u>	GG Capital, LLC (Joseph Gantz)	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>11/14/2023</u>	New Issuance	1,219,514	<u>Common</u>	.005	<u>No</u>	Rita Michaelson	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>11/20/2023</u>	New Issuance	1,219,514	<u>Common</u>	.005	<u>No</u>	Steven Nelson	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>11/20/2023</u>	New Issuance	1,219,514	<u>Common</u>	.005	<u>No</u>	Zabrina Langer	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>11/21/2023</u>	New Issuance	2,439,026	<u>Common</u>	.005	<u>No</u>	Harry Silver	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>

<u>11/22/2023</u>	New Issuance	7,500	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Keller Family Trust (Adam Keller)	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>11/22/2023</u>	New Issuance	403,226	<u>Common</u>	.005	<u>No</u>	Keller Family Trust (Adam Keller)	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>11/24/2023</u>	New Issuance	2,439,026	<u>Common</u>	.005	<u>No</u>	Stanley Silver	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>11/28/2023</u>	New Issuance	1,219,514	<u>Common</u>	.005	<u>No</u>	IPG Investments, LLC / (Bruce Combe)	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/01/2023</u>	New Issuance	2,719,514	<u>Common</u>	.005	<u>No</u>	Charles McHenry	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/18/2023</u>	New Issuance	20,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Irnest Spiegel	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/19/2023</u>	New Issuance	9,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Luis Mariano Garcia	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/27/2023</u>	New Issuance	4,378,050	<u>Common</u>	.005	<u>No</u>	Rochelle Langer	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/29/2023</u>	New Issuance	1,719,514	<u>Common</u>	.005	<u>No</u>	Hancock Western Investments, LLC (David Hancock)	<u>Warrant Exercise</u>	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/29/2023</u>	New Issuance	300,000	<u>Common</u>	.034	<u>No</u>	Max McKenna	Website Maintenance	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/29/2023</u>	New Issuance	125,000	<u>Common</u>	.005	<u>No</u>	Josh York	Warrant Exercise	<u>Restricted</u>	<u>3(a)(9)</u>
<u>12/29/2023</u>	New Issuance	100,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Vincent Lanteri	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/29/2023</u>	New Issuance	15,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Alan Otto	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/07/2024</u>	New Issuance	50,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Scott Curran	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/08/2024</u>	New Issuance	50,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Tara Barlin	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/08/2024</u>	New Issuance	50,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Christina MacIsaac	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/08/2024</u>	New Issuance	25,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Melissa and Robert Yee, JTWROS	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>

<u>02/08/2024</u>	New Issuance	25,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Christina and Francis Capodica	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/08/2024</u>	New Issuance	2,750	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Rochelle Langer	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/09/2024</u>	New Issuance	25,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Veronica G. Mocibob	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>02/12/2024</u>	New Issuance	25,000	<u>Series B Preferred</u>	1.00	<u>N/A</u>	Brian M. Farrell, Jr.	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/07/2024</u>	New Issuance	35,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Rochelle Langer	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/07/2024</u>	New Issuance	50,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Vincent Lanteri	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/07/2024</u>	New Issuance	20,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Rita Michaelson	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/07/2024</u>	New Issuance	15,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	GG Capital, LLC (Joseph Gantz)	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/07/2024</u>	New Issuance	5,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Charles McHenry	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/07/2024</u>	New Issuance	100,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Crespin Enterprises DBA Collaborate UP (Richard Crespin)	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/07/2024</u>	New Issuance	25,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Albert and Nickelsha Williams, JTWROS	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	5,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Hancock Western Investments, LLC (David Hancock)	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	John Acito	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	40,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Rita Michaelson	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	James Bonavita	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Gennadiy Khurgin	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Dina Lemkova-Seryy	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>

<u>06/17/2024</u>	New Issuance	5,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Tracy Czik Gilvutin	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Viktoria Kats	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Christina Maclsaac	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Tara Berlin	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	25,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Scott Curan	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/17/2024</u>	New Issuance	25,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Sam Czik Carmel and Hadassa Czik Irrevocable Trust	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/28/2024</u>	New Issuance	50,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Brian M. Farrell, Jr.	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/28/2024</u>	New Issuance	5,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Melissa and Robert Yee, JTWROS	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/28/2024</u>	New Issuance	25,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Adam Stern	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/28/2024</u>	New Issuance	5,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Dean Chenarides	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
<u>06/28/2024</u>	New Issuance	10,000	<u>Series A Preferred</u>	1.00	<u>N/A</u>	Josh York	Subscription Agreement	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance Date 09/30/2024</u>									
<u>Ending Balance</u>									
Common: <u>903,263,385</u>									
Series A Preferred: 515,000									
Series B Preferred: 1,000,000									
Series C Preferred: 24,000,000									

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

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

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

N/A

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.)
<u>3/3/2022</u>	<u>2,534,190</u>	<u>1,142,857</u>	<u>1,391,333</u>	<u>11/15/2024</u>	Upon event of default, 70% of <u>lowest closing price for prior 20 trading days.</u>	<u>Puritan Partners, LLC</u> <u>(Richard Smithline)</u>	<u>Loan</u>
<u>5/27/2022</u>	<u>221,214</u>	<u>200,000</u>	<u>21,214</u>	<u>09/30/2024</u>	<u>None</u>	<u>UC ASSET LP</u> <u>(Greg Bankston)</u>	<u>Loan</u>
<u>03/14/2023</u>	<u>39,250</u>	<u>35,000</u>	<u>4,250</u>	<u>02/25/2025</u>	<u>None</u>	<u>SunMed Advisors, LLC</u> <u>(Barry Ginsberg & Paul Michaels)</u>	<u>Loan</u>

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

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

N/A

4) Issuer's Business, Products and Services

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

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

Curative Biotechnology, Inc. (Curative Biotech) is a development stage biomedical company focused on novel therapies for rare diseases. The Company is identifying, acquiring, and developing disease modifying therapeutic drug candidates with a concentration on rare disease indications. Curative Biotech currently has ongoing programs in three (3) different therapeutic areas: degenerative eye disease, infectious disease, and neuro oncology. The Company is now concentrating its energy and resources on its degenerative eye disease platform, based on a worldwide exclusive license from the National Eye Institute (NEI) at the National Institutes of Health (NIH). The first therapeutic to be developed on this platform is a Metformin Reformulation targeting the treatment of intermediate and late-stage Age-Related Macular Degeneration (AMD) disease with the goal of being in the clinic in 2025 for a first in human trial of its metformin-based eye drop. The trial will be conducted under a Cooperative Research and Development Agreement (CRADA) with the NEI.

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

NA

C. Describe the issuers' principal products or services.

The Company is focused on developing therapies with potentially accelerated development paths as a result of either the disease, the nature of the therapeutic itself, or the stage of clinical development. The Company operates on an outsource model, where its core management group oversees a network of subject matter experts, clinical advisors, manufacturing vendors and regulatory consultants.

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.

The Company utilizes Regus office space in Palm Beach Gardens, Florida. The offices have everything taken care of - from the furniture to the high-speed WiFi - and with flexible terms allowing for expansion as needed. The lease term is month to month with a recurring payment of \$129.

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

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

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 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
Paul M. Michaels	Officer and Director	Boca Raton, FL	65,877,999	Common	7.29%	
			6,000,000	Series C Preferred	25%	
Barry A. Ginsberg, O.D.	Consultant Owner of more than 5%	Boca Raton, FL	97,688,823	Common	10.82%	
			6,000,000	Series C Preferred	25%	
I Richard Garr, J.D.	Officer	Delray Beach, FL	127,719,282	Common	14.14%	
Ronald W. Bordens, Ph.D.	Officer	Boynton Beach, FL	250,000	Common	<1%	
			6,000,000	Series C Preferred	25%	
Michael J. Grace, Ph.D.	Advisor	Hamilton, NJ	250,000	Common	<1%	
			6,000,000	Series C Preferred	25%	
Cary Sucoff, J.D.	Director	Cold Spring Harbor, NY	-0-	N/A	N/A	
Lawrence Zaslow	Director	Chappaqua, NY	-0-	N/A	N/A	
Theresa Heah, M.D., M.B.A.	Director	Hoboken, NJ	-0-	N/A	<u>N/A</u>	
Rochelle Langer	Owner of more than 5%	Yonkers, NY	35,000	Series A Preferred	6.79%	
Rita Michaelson	Owner of more than 5%	New York, NY	60,000	Series A Preferred	11.65%	
Brian M. Farrell, Jr.	Owner of more than 5%	Clinton, CT	50,000	Series A Preferred	9.7%	
Crespin Enterprises DBA Collaborate UP (Richard Crespin)	Owner of more than 5%	Falls Church, VA	100,000	Series A Preferred	19.41%	
Vincent J. Lanteri, M.D.	Owner of more than 5%	Spring Lake, NJ	50,000	Series A Preferred	9.7%	
			100,000	Series B Preferred	10%	
Thomas C. Poss	Director	Guilford, CT	20,000	Series B Preferred	3.16%	

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

7) Legal/Disciplinary History

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

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

No

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;

No

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;

No

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.

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Amit Hazan
Firm: Lucosky Brookman, LLP
Nature of Services: Securities Counsel
Address 1: 101 S. Wood Avenue
Address 2: Woodbridge, N.J. 08830
Phone: 732-395-4400
Email: ahazan@lucbro.com
Accountant or Auditor

Name: Michael K. Fish
Firm: Michael K. Fish, CPA PA
Address 1: 7700 N Kendall Dr. #405
Address 2: Miami, FL 33156
Phone: 305-279-8484

Investor Relations

N/A

All other means of Investor Communication:

Twitter: <https://twitter.com/CurativeBiotech>

Discord: N/A

LinkedIn: <https://www.linkedin.com/company/curative-biotech/>

Facebook: N/A

Other Service Providers

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

Name: Jonathan Leinwand
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33180
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Name: Dr. Barry A. Ginsberg
Firm: Barry A Ginsberg, O.D., P.A.
Address 1: 1825 NW Corporate Blvd. Suite 110
Address 2: Boca Raton, FL 33431
Phone: 561-807-8812
Email: bagins@bellsouth.net

9) Disclosure & Financial Information

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

Name: Dr. Barry A. Ginsberg
Title: Consultant
Relationship to Issuer: 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):

Name: **Michael K. Fish**
Title: **Certified Public Accountant**
Relationship to Issuer: **Former Director**

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

Mr. Fish has over five years of business experience in the financial sector and had provided accounting and financial consulting services to private companies.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Richard Garr certify that:

1. I have reviewed this Disclosure Statement for Curative Biotechnology 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 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.

11/19/2024 [Date]

/S/ Richard Garr [CEO's Signature]

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

Principal Financial Officer:

I, Richard Garr certify that:

1. I have reviewed this Disclosure Statement for Curative Biotechnology 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 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.

11/19/2024 [Date]

/S/ Richard Garr CFO's Signature]

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

INDEX TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

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Curative Biotechnology, Inc
Condensed Consolidated Balance Sheets

	September 30, 2024	December 31, 2023
ASSETS	(unaudited)	
CURRENT ASSETS		
Cash	\$ 36,840	\$ 56,400
Subscriptions receivable	-	115,625
Prepaid expenses	281,011	432,426
Total current assets	317,851	604,451
FIXED ASSETS		
Property and equipment	6,834	6,834
Accumulated depreciation	(4,100)	(1,025)
Total Fixed Assets	2,734	5,809
OTHER ASSETS		
Deferred offering costs	600,564	570,563
Intangible assets, net of amortization	1,370,163	1,422,373
Total other assets	1,970,727	1,992,936
Total Assets	\$ 2,291,312	\$ 2,603,196
LIABILITIES AND DEFICIENCY IN STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 3,986,718	\$ 3,487,440
Senior secured short term note payable net of discounts - third party	2,534,190	1,997,044
Short term note payable including accrued interest - third party	221,214	224,189
Short term loan including accrued interest - related party	39,250	37,148
Total current liabilities	6,781,372	5,745,821
Total Liabilities	6,781,372	5,745,821
Commitments and Contingencies		
DEFICIENCY IN STOCKHOLDERS' EQUITY		
Preferred stock, \$0.0001 par value, authorized 200,000,000 shares:		
Series A, 1,000,000 designated, 515,000 and zero shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	52	-
Series B, 1,000,000 designated, 1,000,000 and 747,250 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	100	75
Series C, 30,000,000 designated, 24,000,000 shares issued and outstanding at September 30, 2024 and December 31, 2023	2,400	2,400
Common stock, \$0.0001 par value, authorized 1,100,000,000 shares; 903,263,385 shares issued and outstanding at September 30, 2023 and December 31, 2023	90,326	90,326
Additional paid-in capital	36,309,251	34,994,471
Accumulated deficit	(40,892,189)	(38,229,897)
Total deficiency in stockholders' equity	(4,490,060)	(3,142,625)
Total Liabilities and Deficiency in Stockholders' Equity	\$ 2,291,312	\$ 2,603,196

The accompanying notes are an integral part of the unaudited condensed financial statements

Curative Biotechnology, Inc
Condensed Consolidated Statements of Operations
(Unaudited)

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2024	2023	2024	2023
REVENUES, net	\$ -	\$ -	\$ -	\$ -
COST OF REVENUES	-	-	-	-
GROSS MARGIN	-	-	-	-
OPERATING EXPENSES:				
General and administrative expenses	435,126	648,480	1,685,344	1,121,233
Research and development	3,525	18,696	12,952	260,043
Depreciation and amortization	21,928	1,989	70,284	5,967
Total operating expenses	460,579	669,165	1,768,580	1,387,243
OTHER EXPENSE				
Interest expense	421,486	94,632	893,712	474,365
Total other expense	421,486	94,632	893,712	474,365
Net loss before income taxes	\$ (882,065)	\$ (763,797)	\$ (2,662,292)	\$ (1,861,608)
Income taxes	-	-	-	-
Net loss	\$ (882,065)	\$ (763,797)	\$ (2,662,292)	\$ (1,861,608)
Loss per weighted average common share, basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Number of weighted average common shares outstanding, basic and diluted	903,263,385	628,922,947	903,263,385	612,736,093

The accompanying notes are an integral part of the unaudited condensed financial statements

Curative Biotechnology, Inc
Condensed Consolidated Statement of Deficiency in Stockholders' Equity
(Unaudited)

For the three and nine months ended September 30, 2024

	Number of Shares			Par Value				Additional Paid-in Capital	Accumulated Deficit	Total Deficiency in Stockholders Equity	
	Common	Series A Pfd	Series B Pfd	Series C Pfd	Common	Series A Pfd	Series B Pfd				Series C Pfd
BALANCE, December 31, 2023	903,263,385	-	747,250	24,000,000	\$ 90,326	\$ -	75	\$2,400	\$34,994,471	\$(38,229,897)	\$(3,142,625)
Series B preferred issued for cash	-	-	252,750	-	-	-	25	-	252,725	-	252,750
Options for services vested	-	-	-	-	-	-	-	-	134,750	-	134,750
Warrants issued in connection with debt	-	-	-	-	-	-	-	-	142,857	-	142,857
Net loss	-	-	-	-	-	-	-	-	-	(1,106,734)	(1,106,734)
BALANCE, March 31, 2024	903,263,385	-	1,000,000	24,000,000	90,326	-	100	2,400	35,524,803	(39,336,631)	(3,719,002)
Series A preferred issued for cash and subscription receivable	-	515,000	-	-	-	52	-	-	514,948	-	515,000
Options for services vested	-	-	-	-	-	-	-	-	134,750	-	134,750
Net loss	-	-	-	-	-	-	-	-	-	(673,493)	(673,493)
BALANCE, June 30, 2024	903,263,385	515,000	1,000,000	24,000,000	90,326	52	100	2,400	36,174,501	(40,010,124)	(3,742,745)
Options for services vested	-	-	-	-	-	-	-	-	134,750	-	134,750
Net loss	-	-	-	-	-	-	-	-	-	(882,065)	(882,065)
BALANCE, September 30, 2024	<u>903,263,385</u>	<u>515,000</u>	<u>1,000,000</u>	<u>24,000,000</u>	<u>\$ 90,326</u>	<u>\$ 52</u>	<u>\$ 100</u>	<u>\$2,400</u>	<u>\$36,309,251</u>	<u>\$(40,892,189)</u>	<u>\$(4,490,060)</u>

The accompanying notes are an integral part of the unaudited condensed financial statements

Curative Biotechnology, Inc
Statement of Deficiency in Stockholders' Equity
(Unaudited)

For the three and nine months ended September 30, 2023

	Number of Shares			Par Value			Additional Paid-in Capital	Accumulated Deficit	Total Deficiency in Stockholders' Equity
	Common	Series B Pfd	Series C Pfd	Common	Series B Pfd	Series C Pfd			
BALANCE , January 1, 2023	579,271,135	197,000	30,000,000	\$ 57,927	\$ 20	\$3,000	\$28,813,351	\$(32,412,644)	\$ (2,538,346)
Series C preferred converted to common	49,651,812	-	(6,000,000)	4,965	-	(600)	(4,365)	-	-
Series B preferred issued for cash	-	163,750	-	-	16	-	163,734	-	163,750
Deemed dividend	-	-	-	-	-	-	619,229	(619,229)	-
Net loss	-	-	-	-	-	-	-	(1,022,343)	(1,022,343)
BALANCE , March 31, 2023	<u>628,922,947</u>	<u>360,750</u>	<u>24,000,000</u>	<u>62,892</u>	<u>36</u>	<u>2,400</u>	<u>29,591,949</u>	<u>(34,054,216)</u>	<u>(3,396,939)</u>
Net loss	-	-	-	-	-	-	-	(507,598)	(507,598)
BALANCE , June 30, 2023	<u>628,922,947</u>	<u>360,750</u>	<u>24,000,000</u>	<u>62,892</u>	<u>36</u>	<u>2,400</u>	<u>29,591,949</u>	<u>(34,561,815)</u>	<u>(3,904,537)</u>
Series B preferred issued for cash	-	210,000	-	-	21	-	209,979	-	210,000
Net loss	-	-	-	-	-	-	-	(763,797)	(763,797)
BALANCE , September 30, 2023	<u>628,922,947</u>	<u>570,750</u>	<u>24,000,000</u>	<u>62,892</u>	<u>\$ 57</u>	<u>\$ 2,400</u>	<u>\$ 29,801,928</u>	<u>\$(35,325,612)</u>	<u>\$(4,458,334)</u>

The accompanying notes are an integral part of the unaudited condensed financial statements

Curative Biotechnology, Inc
Condensed Consolidated Statements of Cash Flows
(Unaudited)
Nine months ended September 30,

	<u>2024</u>	<u>2023</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	(\$2,662,292)	(\$1,861,608)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	70,284	5,967
Share based compensation	697,229	15,129
Amortization of Original Issue Discount	-	23,810
Amortization of debt discount	142,856	192,068
Changes in operating assets and liabilities		
Decrease (increase) in prepaid expenses	(153,562)	(107,375)
Increase in accrued interest and penalties	548,273	344,556
Increase in accounts payable and accrued liabilities	499,278	969,670
Net cash used in operating activities	<u>(857,934)</u>	<u>(417,783)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of intangible assets	<u>(15,000)</u>	<u>(14,052)</u>
Net cash used in investing activities	<u>(15,000)</u>	<u>(14,052)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash received for issuance of Series A preferred stock	515,000	-
Cash received for issuance of Series B preferred stock	252,750	373,750
Cash received from related party notes payable	-	35,000
Increase in deferred offering costs	(30,001)	-
Cash received from subscriptions receivable	<u>115,625</u>	<u>-</u>
Net cash provided by financing activities	<u>853,374</u>	<u>408,750</u>
Net (decrease) increase in cash	<u>(19,560)</u>	<u>(23,085)</u>
CASH, beginning of period	<u>56,400</u>	<u>58,668</u>
CASH, end of period	<u>\$ 36,840</u>	<u>\$ 35,583</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid in cash	<u>\$ 226,582</u>	<u>\$ 89,087</u>
Income taxes paid in cash	<u>\$ -</u>	<u>\$ -</u>
Non-cash financing activities:		
Series C preferred stock deemed dividend	<u>\$ -</u>	<u>\$ 619,229</u>
Warrants issued in conjunction with debt	<u>\$ 142,856</u>	<u>\$ -</u>

The accompanying notes are an integral part of the unaudited condensed financial statements

Curative Biotechnology, Inc
Condensed Notes to Financial Statements
September 30, 2024
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS

Curative Biotechnology Inc., (“CUBT” or the “Company”), is a Florida corporation, formed as a Nevada corporation on June 29, 1995, reincorporated in Florida on October 30, 2007, with a name change November 30, 2020, which conducts business from its headquarters in Palm Beach Gardens, Florida. Curative Biotechnology, Inc. is a development stage biomedical company that seeks to develop, in-license, sub-license and bring to market products in both the Pharmaceutical and Medical Device space. The Company focuses on products that are targeted at FDA-defined "Orphan Diseases" with patient populations under 200,000 in the United States. The company leverages management's experience and business relationships with Life Science research institutions as well as Life Science industry members to acquire Life Science candidates that fit within the Company's business model. The Company has established a scientific advisory board with a successful track record of bringing pharmaceuticals to market.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation The accompanying condensed interim financial statements have been prepared without audit in accordance with Generally Accepted Accounting Principles ("GAAP") in the United States of America ("U.S.") as promulgated by the Financial Accounting Standards Board ("FASB") and Accounting Standards Codification ("ASC"). In our opinion, the accompanying unaudited interim financial statements contain all adjustments (which are of a normal recurring nature) necessary for a fair presentation. Operating results for the nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

(b) Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates during 2024 and 2023 include valuation of intangible assets, valuation of stock-based compensation and warrant and option issuance valuations and the valuation of deferred tax assets. Actual results could differ from these estimates.

(c) Cash and equivalents For purposes of the statement of cash flows, the Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents at September 30, 2024 and December 31, 2023.

(d) Prepaid expenses From time to time, the Company may prepay expenses either through the transfer of cash, assets or the issuance of securities. Prepaid expenses are amortized over the period of benefit.

(e) Property and equipment All property and equipment are recorded at cost and depreciated over their estimated useful lives, using the straight-line method. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from their respective accounts, and the resulting gain or loss is included in the results of operations. Repairs and maintenance charges, which do not increase the useful lives of the assets, are charged to operations as incurred. Depreciation expense was \$3,075 and \$341 for the nine months ended September 30, 2024 and 2023, respectively.

(f) Intangible Assets The useful life of intangible assets is assessed as either finite or indefinite. Following the initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite useful lives are carried at cost less accumulated amortization. Amortization is calculated using the straight line method over the estimated useful lives. These assets are reviewed for impairment when events or circumstances indicate that the carrying amount of the asset may not be recoverable.

Curative Biotechnology, Inc
Condensed Notes to Financial Statements
September 30, 2024
(Unaudited)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES, continued

(f) Intangible Assets, continued Intangible assets with indefinite useful lives are amortized using a presumed life of 20 years, and are tested for impairment annually or more frequently if events or changes in circumstances indicate that it is more likely than not that the asset is impaired. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. If impairment indicators are present, these assets are subject to an impairment review. Any loss resulting from impairment of intangible assets is expensed in the period the impairment is identified.

(g) Impairment of Long-Lived Assets A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying value amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

(h) Financial Instruments and Fair Value Measurements ASC 825-10 “Financial Instruments”, allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding instruments.

ASC 825 also requires disclosures of the fair value of financial instruments. The carrying value of the Company’s current financial instruments, which include cash and cash equivalents, accounts payable and accrued liabilities approximates their fair values because of the short-term maturities of these instruments.

FASB ASC 820 “Fair Value Measurement” clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. It also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability.

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

(i) Related Party Transactions All transactions with related parties are in the normal course of operations and are measured at the exchange amount.

(j) Revenue Recognition The Company will recognize revenue in accordance with Accounting Standards Codification, (“ASC”), 606, “Revenue from Contracts with Customer”. This revenue recognition standard has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; e) Recognize revenue when (or as) performance obligations are satisfied.

Curative Biotechnology, Inc
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NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES, continued

(k) Stock based compensation Stock-based compensation is accounted for based on the requirements of ASC 718 and ASU 2018-07 Compensation - Stock Compensation. ASU 2018-07 simplified the accounting for share-based payments made to non-employees so the accounting for such payments is substantially the same as those made to employees. Under this ASU, share-based awards to non-employees will be measured at fair value on the grant date of the awards, entities will need to assess the probability of satisfying performance conditions if any are present, and awards will continue to be classified according to ASC 718 upon vesting, which eliminates the need to reassess classification upon vesting, consistent with awards granted to employees.

Share-Based Payment Topic of ASC 718 requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award or the vesting period, whichever is lesser. The ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award. For share-based payments to non-employees," the expense is recognized over the service period of the award.

(l) Income Taxes Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income, and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the consolidated financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB ASC 740. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the positions will be sustained upon examination by the tax authorities.

(m) Net loss per share Basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless consideration of such dilutive potential shares would result in anti-dilution. At September 30, 2024, the outstanding 71,230,919 warrants and 58,001,500 options and 133,333,333 and 387,112,879 shares issuable upon conversion of the Series B and Series C preferred stock, respectively, to common stock are anti-dilutive. At December 31, 2023, the outstanding 75,127,744 warrants and 58,001,500 options and 99,633,333 and 387,112,879 shares issuable upon conversion of the Series B and Series C preferred stock, respectively, to common stock are anti-dilutive.

(n) Recent Accounting Pronouncements The Company has considered recent accounting pronouncements during the preparation of these financial statements.

NOTE 3 - LIQUIDITY AND GOING CONCERN CONSIDERATIONS

The accompanying interim condensed financial statements have been prepared assuming that the Company will continue as a going concern. The Company's financial position and operating results raise substantial doubt about the Company's ability to continue as a going concern, as reflected by the net loss of approximately \$2.7 million, and cash used in operations of approximately \$0.85 million for the nine months ended September 30, 2024. The Company also had a working capital deficit and accumulated deficit and deficit in stockholders' equity of approximately \$6.5 million, \$40.9 million and \$4.5 million at September 30, 2024. The ability of the Company to continue as a going concern for one year from the date these financial statements are issued is dependent upon commencing operations, developing sales and obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company is currently seeking additional capital to allow it to continue its research and development and related activities.

Curative Biotechnology, Inc
Condensed Notes to Financial Statements
September 30, 2024
(Unaudited)

NOTE 4 - INTANGIBLE ASSETS

The Company owns the following intangible assets:

(a) MABT Covid-19 license The Company entered into a licensing agreement with Mid-Atlantic BioTherapeutics, Inc., (MABT), to license MABT's COVID-19 vaccine which is composed of a recombinant S1 and S2 protein from SARS-CoV-2 plus an IMT504 adjuvant. The Company issued 12,500,000 shares of common stock valued at \$1,425,000 to acquire this license. The stock price was determined at the closing price on the date the agreement was executed and the obligation to issue arose. In April 2022, the Company paid \$39,632 of regulatory and legal costs related to this license. Amortization expense for the nine months ended September 30, 2024 and 2023 was \$54,962 and \$54,962, respectively, and a net balance of \$1,251,739 and \$1,306,701 at September 30, 2024 and December 31, 2023, respectively.

(b) Website In December 2020, the Company contracted with a third party to develop and produce a new website for the Company for a contract price of \$22,500, one-half in cash and one-half in common stock of the Company. The Company is amortizing this cost over 3 years. This website was placed into service in March 2021. Amortization expense was \$1,250 and \$5,625 for the nine months ended September 30, 2024 and 2023, respectively, and was fully amortized at September 30, 2024.

(c) IMT504 Patent license In October 2020, the Company entered into a license agreement with MidAtlantic BioTherapeutics, Inc., (MABT), to license the development of a pharmaceutical compound known as IMT504, as immunotherapy for late stage symptomatic rabies. The license is for worldwide use. There are certain conditions to the license, principally that the Company raise \$6.5 million to fund the development. There is not a time limit on raising these funds unless the Company utilizes a public offering process, such as Regulation A.

The total cost for this license is 20 million shares of the Company's common stock, issuable in three tranches - (1) 7 million shares upon execution of the license (which have been issued, valued at \$91,000), (2) 6.5 million shares upon the submission of an Investigational New Drug (IND) to the FDA and (3) 6.5 million shares upon the successful completion of the first rabies clinical trial of this IND. This license calls for royalties of 50% of the net profit, after reimbursement for development costs, of successfully marketed products utilizing IMT504. In March 2022, the Company paid \$30,366 of regulatory and legal costs related to this license. Amortization expense for the nine months ended September 30, 2024 and 2023 was \$4,650 and \$4,650, respectively, and a net balance of \$99,582 and \$104,232 at September 30, 2024 and December 31, 2023, respectively.

(d) National Institute of Health (NIH) Patent license #1 In October 2020, the Company entered into an exclusive 24 month evaluation license of Provisional Patent Application No. 62/199,707, filed July 31, 2015; PCT Application No. PCT/US2016/044777 filed July 29, 2016 and Patent No. 10,548,987 issued February 4, 2020. This license is for the evaluation of and development of an anti-CD56 antibody drug conjugate for the treatment of glioblastoma. Should the Company develop a marketable product, the Company is then required to negotiate a new license with market based royalties. This license calls for the payment of a non-creditable non-refundable license issue royalty of \$10,000, paid at issuance and \$5,000 on the one year anniversary, for a total of \$15,000.

In October 2023, the NIH agree to extend this agreement for an additional 12 months and again in February 2024 for three years in exchange for a single \$10,000 fee. Amortization expense for the nine months ended September 30, 2024 and 2023 was \$1,944 and \$0, respectively, and a net balance of \$8,056 and \$0 at September 30, 2024 and December 31, 2023, respectively.

(e) National Institute of Health (NIH) Patent license #2 In January 2021 the Company entered into an NIH exclusive 36 month worldwide license of Provisional Patent Application No. 62/899,899, filed September 13, 2019 and PCT Application No. PCT/US2020/050540 filed September 11, 2020. This license is for the development of ocular metformin formulation for the treatment of retinal degenerative diseases.

This license requires two separate royalty streams of payments. First is a royalty equal to the un-reimbursed patent expenses paid by NIH, with an initial amount of \$8,500 due within 30 days of execution of the license. At the first anniversary of the license NIH will supply a statement of additional un-reimbursed patent expenses paid by NIH during the year, of which the Company is required to pay 50%, with the remaining balance due on the third anniversary.

Curative Biotechnology, Inc
Condensed Notes to Financial Statements
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NOTE 4 - INTANGIBLE ASSETS, continued

(e) **National Institute of Health (NIH) Patent license #2**, continued Second is an ongoing royalty schedule: an initial royalty of \$5,000 upon execution of the license, and annually thereafter as the minimum royalty amount. The license can be extended on the third anniversary to the remaining life of the licensed patent by the payment of a one-time non-refundable non-creditable royalty of \$45,000. There are three benchmark royalties - \$75,000 upon the initiation of the first Phase 2 Clinical Study; \$300,000 upon the completion of Phase 3 Clinical Study and \$600,000 upon the FDA approval of the first Licensed Product. Upon first commercial sale there is a royalty of \$100,000 each for the United States, Canada, European Union and Asian region. Last is a 3.5% of net sales royalty. In January 2024, this payment was extended to June 2025 upon the payment of a \$5,000 fee. Amortization expense for the nine months ended September 30, 2024 and 2023 was \$4,403 and \$7,265, respectively, and a net balance of \$2,353 and \$1,756 at September 30, 2024 and December 31, 2023, respectively.

The Company's intangible assets, net of accumulated amortization, consists of the following::

	Estimated life (years)	September 30, 2024	December 31, 2023
Website	3	\$ -	\$ 1,250
MABT Covid-19 license	20	1,251,739	1,306,701
IMT504 Patent license	20	99,582	104,232
NIH Patent license #1	2	8,056	-
NIH Patent license #2	3	2,353	1,756
Other	20	8,434	8,434
Total		<u>\$ 1,370,164</u>	<u>\$ 1,422,373</u>

Amortization expense was \$21,586 and \$24,557 and \$67,209 and \$72,502 for the three and nine months ended September 30, 2024 and 2023, respectively. Accumulated amortization was \$296,783 and \$229,574 at September 30, 2024 and December 31, 2023, respectively.

NOTE 5 - RELATED PARTY TRANSACTIONS

During the second quarter of 2023, a related party owned by two officers of the Company, extended a loan of \$15,000, which carries an 8% rate of interest and matured on September 2, 2023. In September the maturity date was extended to December 15, 2023. In December 2023, the maturity was extended to February 15, 2024. In January 2024, the lender agreed to extend the maturity date to May 15, 2024. In May 2024, the maturity was extended to September 15, 2024. In September 2024, the maturity date was extended to December 31, 2024. Interest expense was \$302 and \$302 and \$901 and \$565 for the three and nine months ended September 30, 2024 and 2023, respectively. At September 30, 2024, the balance was \$16,769, including accrued interest of \$1,769.

During the first quarter of 2023, a related party owned by two officers of the Company, extended a loan of \$20,000, which carries an 8% rate of interest and matured on June 14, 2023. In June 2023, the maturity of this note was extended to September 14, 2023. In September the maturity date was extended to December 15, 2023. In December 2023, the maturity was extended to February 15, 2024. In January 2024, the lender agreed to extend the maturity date to May 15, 2024. In May 2024, the maturity was extended to September 15, 2024. In September 2024, the maturity date was extended to December 31, 2024. Interest expense was \$403 and \$403 and \$1,201 and \$877 for the three and nine months ended September 30, 2024 and 2023, respectively. At September 30, 2024, the balance was \$22,481, including accrued interest of \$2,481.

NOTE 6 - NOTE PAYABLE

During the second quarter of 2022, the Company issued a promissory note in exchange for \$200,000 in cash. This note carries a 12% interest rate, interest payable monthly, and a six month maturity. At maturity, the maturity was extended for an additional six months and the interest rate was increased to 18%, interest payable monthly. On December 16, 2023, the maturity date was .

Curative Biotechnology, Inc
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NOTE 6 - NOTE PAYABLE, continued

extended to January 31, 2024, upon the payment of \$18,000 of accrued interest. In January 2024, the note was extended to May 31, 2024, upon the payment of a \$6,000 late fee by February 1, 2024, and \$6,250 for accrued interest and a \$250 late fee by February 29, 2024. In February 2024, the note was extended to July 31, 2024, upon the payment of \$12,000 of accrued interest. In August 2024, the Company and the lender agreed to fifth extension of the note. The maturity was reset to September 30, 2024, in August 2024. See Note 17.

Upon default, as defined in the note, all amounts become due. The balance was \$221,214 including principal of \$200,000 and accrued interest of \$21,214, at September 30, 2024. Interest expense was \$9,074 and \$9,074 and \$27,123 and \$26,630 for the three and nine months ended September 30, 2024 and 2023, respectively. The balance was \$224,189 including principal of \$200,000 and accrued interest of \$24,189 at December 31, 2023.

NOTE 7 - SENIOR SECURED NOTE PAYABLE

In March 2022, the Company issued a 12-month Senior Secured Note, (“the Note”), with a face amount of \$1,142,857, with a stated 12.5% original issue discount (OID). The Note carries a 12.5% interest rate with interest-only payable monthly from April through August 2022. The Company received \$869,972 in cash, net of the OID of \$142,857 and legal and other fees in the amount of \$120,028.

The Note is secured by all the tangible and intangible assets of the Company and is summarized as follows:

	September 30, 2024	December 31, 2023
Note payable	\$ 1,142,857	\$ 1,142,857
Accrued interest and penalties	1,391,333	854,187
Unamortized discounts	-	-
	\$ 2,534,190	\$ 1,997,044

Beginning in September 2022, the Company was required to make monthly redemptions at the rate of 110% of one seventh of the original principal amount, (\$179,592), plus interest. It also carries a mandatory prepayment at 125% of the original principal amount, or \$1,428,571, less any redemptions made, plus any unpaid accrued interest upon the completion of a Qualified Offering, as defined or sale of substantially all assets of the Company or a change of control of the Company. In the event that the Company issue or sells additional shares of Common Stock or Common Stock Equivalents in a Qualified Offering at a price per share which multiplied by 75% is less than the Warrant Calculation Price, the number of Warrant Shares issuable upon exercise of this Warrant will increase to be equal to the product obtained by multiplying: (WCP/BP) x (WS) whereby: (WCP) = the Warrant Calculation Price. (BP) = 75% of the price per share sold in the Qualified Offering. (WS) = the number of Warrant Shares that would be issuable upon exercise of this Warrant in accordance with the terms of this Warrant immediately prior to the Qualified Offering if such exercise were by means of a cash exercise rather than a cash-less exercise; The term “Warrant Calculation Price” means \$0.05

The Note is convertible at the election of the holder into common stock of the Company upon an event of default, as defined. The conversion price is 70% of the lowest closing price of the Company’s common stock for the prior 20 trading days. The lender received five-year warrants to purchase 22,857,143 shares of common stock of the Company, with an exercise price of \$0.0001 per share. The relative fair value of these warrants were recorded as debt discount in the amount of \$531,983 which is being amortized over the term of the Note. The warrants can be exercised on a cash-less basis if a registration statement for the common shares underlying the warrants is not declared effective by September 2022.

In August 2022, the Company and the lender agreed to the first modification of the Note. In exchange for a one-month extension to begin the principal payments under this Note, the parties agreed to reduce the qualified offering amount from \$10 million to \$7.2 million; modify the payment schedule from seven (7) months to six (6) months. In addition, the lender received 1,904,762 additional warrants having a fair value of \$58,884, (\$0.03 per share), which were recorded as an additional debt discount and amortized over the remaining life of the Note.

Curative Biotechnology, Inc
Condensed Notes to Financial Statements
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NOTE 7 - SENIOR SECURED NOTE PAYABLE, continued

In October 2022, the Company and the lender agreed to the second modification of the Note. The first payment due was delayed from October 2, 2022 to October 17, 2022. In October 2022, the Company and the lender agreed to the third modification of the Note. The first payment due was delayed from October 17, 2022 to November 2, 2022. The lender received 1,904,762 additional warrants having a fair value of \$36,053, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In November 2022, the Company and the lender agreed to the fourth modification of the Note. The first payment due was delayed from November 2, 2022 to November 17, 2022.

In November 2022, the Company and the lender agreed to the fifth modification of the Note. The first payment due was delayed from November 17, 2022 to December 17, 2022. The lender received 1,904,762 additional warrants having a fair value of \$37,955, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In December 2022, the Company and the lender agreed to the sixth modification of the Note. The first payment due was delayed from December 17, 2022 to January 17, 2023. The lender received 1,904,762 additional warrants having a fair value of \$33,936, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In the first quarter 2023, the Company and the lender agreed to the seventh through eleventh modifications of the Note. The maturity was reset to May 16, 2023; the default and optional redemption rates were reset to 137.5% and the qualified offering, as described, was reset to \$3 million.

In the second quarter 2023, the Company and the lender agreed to the twelfth modification of the Note. The maturity was reset to July 2, 2023; the default and optional redemption rates were reset to 142.5% and the qualified offering, as described, was reset to \$3 million in one continuous offering of a single security.

In the third quarter 2023, the Company and the lender agreed to the 13th modification of the Note. In exchange for the right to convert to common stock at 1.5 times the original principal balance should there be an event of default, the lender agreed to a five month extension of the maturity of this Note to December 2, 2023, and accrual of the monthly interest from July 2, 2023, to be paid at maturity.

In the fourth quarter 2023, the Company and the lender agreed to the 14th and 15th modifications of the Note. In exchange for receipt of \$5,000 of accrued interest for each modification, the maturity date was extended to January 31, 2024.

In January 2024, The Company and the lender agreed to the 16th modification of the Note. In exchange for receipt of \$15,000 of accrued interest and 4,571,429 additional warrants, having a fair value of \$114,285, which were recorded as an additional debt discount and amortized over the remaining life of the Note, for the modification, the maturity date was extended to April 2, 2024. This modification allowed for a further extension to May 2, 2024, at the option of the Company in exchange for payment of \$10,000 of accrued interest and an additional 1,142,857 warrants. On March 25, 2024, the Company exercised the option to extend this note to May 2, 2024, the warrants had a fair value of \$28,572, which were recorded as an additional debt discount and amortized over the remaining life of the Note.

In April 2024, the Company and the lender agreed to the seventeenth modification of the Note. The maturity was reset to June 2, 2024, in exchange for the receipt of \$7,500 of accrued interest.

In May 2024, the Company and the lender agreed to the eighteenth modification of the Note. The maturity was reset to July 15, 2024, in exchange for the receipt of \$7,500 of accrued interest.

In July 2024, the Company and the lender agreed to the nineteenth modification of the Note. The maturity was reset to August 15, 2024, in exchange for the receipt of \$11,905 of accrued interest. This modification allowed for a further extension to September 15,, 2024, at the option of the Company in exchange for payment of \$11,905 of accrued interest, which CUBT exercised.

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NOTE 7 - SENIOR SECURED NOTE PAYABLE, continued

In September 2024, the Company and the lender agreed to the twentieth modification of the Note. The maturity was reset to October 15, 2024, in exchange for the receipt of \$17,143 of accrued interest. This modification allowed for a further extension to November 15, 2024, at the option of the Company in exchange for payment of \$17,143 of accrued interest, which CUBT exercised.

Interest expense for the three and nine months ended September 30, 2024 and 2023, was \$74,914 and \$221,486 and \$73,286 and \$146,698, respectively. Fee expense for the three and nine months ended September 30, 2024 and 2023 was \$255,715 and \$257,474 and \$318,351 and \$318,606 respectively. Amortization of the common stock warrants issued as fees for maturity extensions for the three and nine months ended September 30, 2024 and 2023 was \$0 and \$142,857 and \$0 and \$226,728, respectively. Amortization of OID for the three and nine months ended September 30, 2024 and 2023, was zero and zero and zero and \$23,810, respectively.

NOTE 8 – DEFICIENCY IN STOCKHOLDERS' EQUITY

At September 30, 2024 and December 31, 2023, the Company has 1,500,000,000 shares of par value \$0.0001 common stock authorized and 903,263,385 and 903,263,385 shares issued and outstanding, respectively. At September 30, 2024 and December 31, 2023, the Company has 200,000,000 shares of \$0.0001 par value preferred stock authorized with 515,000 and zero shares of Series A, 1,000,000 and 747,250 shares of Series B and 24,000,000 and 24,000,000 shares of Series C issued and outstanding, respectively.

The preferred shares have the following respective rights and privileges:

Series A Preferred - In May 2024, the Company amended the rights and privileges of the Series A. The amended rights and privileges are: Convertible into shares of common stock at a conversion price of \$0.0025 per share based on the purchase price of the preferred shares; are redeemable at the Company's option at the greater of price of 125% of the purchase price paid for the shares or the calculation of the book value per share of the Company made by an independent audit firm; carry 1 vote for each share of common stock that each Series A shares are convertible into common stock. There are no dividend rights and a stated liquidation value of \$1.00 per share of outstanding shares, with a preference over other corporate stock. The Series A shares may be subject to mandatory conversion based on a fundamental change, as defined in the Amended Articles of Incorporation..

Series B Preferred are convertible into shares of common stock at a conversion price of \$0.0075 per share based on the purchase price of the preferred shares; are redeemable at the Company's option at a price of 125% of the purchase price paid for the shares; carry one vote for each common share that the Series B is convertible into at the record date; are senior to all other securities in the event of a liquidation. There are no dividend rights and a stated liquidation value of \$1.00 per share of outstanding shares. The Series B shares may be subject to mandatory conversion based on a fundamental change, as defined.

Series C Preferred are convertible into common stock aggregating 30% of the total issued and outstanding common shares at conversion date post conversion; carries ten votes for each common share that the Series C is convertible into at the record date. There are no dividend rights and have liquidation rights commensurate with the common stock each share the Series C is convertible into. The Series C shares may be subject to mandatory conversion based on a fundamental change, as defined.

In June 2024, the Company issued 515,000 shares of Series A preferred stock in exchange for \$505,000 in cash and a subscription agreement for \$10,000, which was received in July 2024. In February 2024, the Company issued 252,750 shares of Series B preferred stock in exchange for \$252,750 in cash.

During the fourth quarter 2023, the Company issued 176,500 shares of Series B preferred stock in exchange for \$61,500 in cash and \$115,000 subscription receivable. During the third quarter 2023, the Company issued 210,000 shares of Series B preferred stock in exchange for \$210,000 in cash. During the first quarter 2023, the Company issued 163,750 shares of Series B preferred stock in exchange for \$163,750 in cash.

A deemed dividend for the Series C preferred stock is calculated and recorded as shares of common stock are issued. This is calculated as the increase in common shares that the Series C would receive upon conversion, as a result of the change in the number of common shares issued and outstanding during the period multiplied by the closing price of the common stock at the end of the period. The deemed dividend was \$0 and \$619,229 for the nine months ended September 30, 2024 and 2023, respectively.

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NOTE 9 - WARRANTS

	September 30, 2024	September 30, 2023
Beginning balance	75,127,744	75,527,744
Issued	5,714,286	-
Exercised	-	-
Expired/Cancelled	(9,611,111)	-
Ending Balance	71,230,919	75,527,744

During the third quarter 2024, 4,611,111 warrants expired. During the second quarter 2024, 5,000,000 warrants expired

During the first quarter 2024, the Company and the lender agreed to a modification of the Note maturity, which included an option to further extend the maturity. In exchange for ultimately a three month extension of the maturity date, the lender received 4,571,429 and 1,142,857 additional warrants having a fair value of \$114,285 and \$28,571, which was recorded as an additional debt discount and amortized over the remaining life of the Note.

Warrants outstanding at September 30, 2024:

Number	Remaining Life	Exercise Price	Intrinsic Value
1,142,857	54 months	\$ 0.0001	\$ 18,629
4,571,429	52 months	\$0.0001	\$ 74,514
1,904,762	35 months	\$0.0001	\$ 31,048
1,904,762	37 months	\$ 0.0001	\$ 31,048
1,904,762	38 months	\$ 0.0001	\$ 31,048
1,904,762	39 months	\$ 0.0001	\$ 31,048
22,857,147	31 months	\$ 0.0001	\$ 372,571
21,540,438	26 months	\$ 0.02	-
3,000,000	3 months	\$ 0.09	-
4,000,000	20 months	\$ 0.10	-
3,500,000	20 months	\$ 0.11	-
3,000,000	3 months	\$ 0.15	-
71,230,919	28.36 weighted average	\$0.0272 weighted average	\$ 589,905

The aggregate intrinsic value of vested share warrants (the market value was less than or equal to the exercise price) at September 30, 2024 was zero. At September 30, 2024 and December 31, 2023, there were 71,230,919 and 75,127,744 warrants fully vested issued and outstanding with a weighted average exercise price of \$0.0272 and \$0.048 per share, respectively.

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NOTE 10 - NON-EQUITY INCENTIVE PLAN OPTIONS

During the fourth quarter 2023, the Company issued 55,000,000 options to three (one new) members of the Board of Directors. These options carry an exercise price of \$0.0001 per share and expire in October 2033. These options were valued at \$539,000, (\$0.01 per share), and vest at the rate of 25% per quarter beginning January 2nd, 2024. The method utilized to value the options was the Black-Scholes pricing model with the following assumption ranges: Expected life - 6.5 years using the simplified method; stock price \$0.0098; volatility 311.4%; exercise price \$0.0001 and discount rate 2.52%. In the nine months ended September 30, 2024, \$404,250 of compensation expense was recognized with \$134,750 remaining to be recognized in future periods. At September 30, 2024, the weighted average exercise price is \$0.0001 and the weighted average life is 9.33 years.

NOTE 11 - EQUITY INCENTIVE PLAN

On August 26, 2021, the Company adopted a equity incentive plan, (the “2021 Plan”), providing for the issuance of shares of common stock, options or SARs with a rolling maximum number equal to 10% of the issued and outstanding Common Shares set at the beginning of each fiscal year. The Company may grant incentives to its directors, officers, employees and service providers. The options are exercisable for a maximum of up to ten years from the date of grant and may be subject to vesting provisions as set by the Plan Administrator.

As of September 30, 2024 and December 31, 2023, there were 3,001,500 fully vested options issued and outstanding under the plan with a weighted average exercise price of \$0.0518 per share . There were no non-vested options outstanding.

A summary of the Company's stock option plan and changes for the nine months ended September 30, 2024 is as follows:

	<u>Number of options</u>	<u>Weighted average exercise price</u>
Balance - beginning of the year	3,001,500	\$ 0.0518
Granted	-	-
Exercised	-	-
Cancelled	-	-
Balance - end of period	<u>3,001,500</u>	<u>\$ 0.0518</u>

The aggregate intrinsic value of vested share options (the market value less the exercise price) at September 30, 2023 was zero.

NOTE 12 - FINANCIAL INSTRUMENTS

(a) Liquidity Risk Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company relies on cash flows generated from operations, as well as injections of capital through the issuance of the Company's capital stock to settle its liabilities when they become due.

(b) Interest Rate Risk The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

NOTE 13 - GENERAL AND ADMINISTRATIVE EXPENSES

Nine months ended September 30,	<u>2024</u>	<u>2023</u>
Compensation	\$ 483,182	\$ 792,833
Share based compensation	697,229	15,129
Professional fees	296,741	50,465
Other	<u>208,192</u>	<u>262,806</u>
Total general and administrative expenses	<u>\$ 1,685,344</u>	<u>\$ 1,121,233</u>

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NOTE 14 - COMMITMENTS AND CONTINGENCIES

The Company is subject to asserted claims and liabilities that arise in the ordinary course of business. The Company maintains insurance policies to mitigate potential losses from these actions. In the opinion of management, the amount of the ultimate liability with respect to those actions will not materially affect the Company's financial position or results of operations.

NOTE 15 - CONCENTRATIONS OF CREDIT RISK

The Company maintains its cash in bank deposit accounts, which may, at times, may exceed federally insured limits. The Company had \$0 cash balance in excess of FDIC insured limits at September 30, 2024 and December 31, 2023.

NOTE 16 - COVID-19 PANDEMIC AND VARIANTS

The full extent to which the COVID-19 pandemic may directly or indirectly impact our business, results of operations and financial condition, will depend on future developments that are uncertain, including as a result of new information that may emerge concerning COVID-19 and the actions taken to contain it or treat COVID-19, as well as the economic impact on local, regional, national and international customers and markets. We have made estimates of the impact of COVID-19 within our financial statements, and although there is currently no major impact, there may be changes to those estimates in future periods.

NOTE 17 - SUBSEQUENT EVENTS

(a) Senior Secured Note In November 2024, the Company and the lender have verbally agrees to the twenty-first modification of the Note, with he maturity being reset to November 2025.

(b) Series A Preferred Stock During the fourth quarter 2024, the Company has received \$107,500 in cash in exchange for issuing 107,500 shares of Series A preferred stock..