

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **CYduct Diagnostics, Inc.**

A Nevada Corporation

1698 Post Road E.  
Westport, CT 06880

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Fax: 617-360-9740

www.cyductdx.com

info@cyductdx.com

SIC Code: 3841

## **Annual Report**

For the period ending June 30, 2024 (the "Reporting Period")

### **Outstanding Shares**

As of June 30, 2024, the number of shares outstanding of our Common Stock was: 5,240,857

As of March 31, 2024, the number of shares outstanding of our Common Stock was: 5,240,857

As of June 30, 2023, the number of shares outstanding of our Common Stock was: 5,141,239

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

- a) CYduct Diagnostics, Inc.
- b) Solos Endoscopy, Inc. until 12-20
- c) ViaDux Health, Inc. until 3-06
- d) Prime Capital Resources, Inc. until 9-16-05 State of Incorporation changed from Florida to Nevada concurrent with the name change
- e) MobileVest, Inc. until 8-02

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

February 2, 2005, State of Nevada, Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

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

None

The address(es) of the issuer's principal executive office:

1698 Post Road E.  
Westport, CT 06880

The address(es) of the issuer's principal place of business:

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

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

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

**2) Security Information**

**Transfer Agent**

Name: Pacific Stock Transfer  
Phone: 702-361-3033  
Email: joslyn@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119

**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: CYDX  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 23256Q105  
Par or stated value: \$0.001

Total shares authorized: 250,000,000 as of date: June 30, 2024  
Total shares outstanding: 5,240,857 as of date: June 30, 2024  
Total number of shareholders of record: 784 as of date: June 30, 2024

*All additional class(es) of publicly quoted or traded securities (if any):*

### **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.**

The common stock of the Company is fully paid and non-assessable, has dividend rights when dividends are declared by the Company, and have full voting rights. The common stockholders have no preemptive rights.

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

Series B Convertible Preferred Stock (the "Preferred")

The Series B Convertible Preferred Stock was withdrawn as of March 23, 2023.

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

None

**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.**

None

### **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

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:									
Date 7/1/2022			Common: 5,141,239 Preferred: Zero						
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 (entities must have individual with voting / investment control disclosed).	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.
11/10/2023	Purchase and Cancellation	-382	Common	\$0.50	N/A	N/A	N/A	Restricted	N/A
11/10/2023	New Issuance	100,000	Common	\$0.50	No	Jeffery W Maichen & Marianne F Maichen TTEES The Maichen Family Trust	Exercise of Warrants	Restricted	Reg D
Shares Outstanding on Date of This Report:									
Date 6/30/2024			Common: 5,240,857 Preferred: Zero						

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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.

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

## 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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
11/04/2021	\$126,521	\$100,000	\$26,521	6/30/2027	Convertible to common stock at a 20% discount to market value.	Maichen Family Trust Jeff Maichen	Loan
03/17/2022	\$122,877	\$100,000	\$22,877	6/30/2027	Convertible to common stock at a 20% discount to market value.	Maichen Family Trust Jeff Maichen	Loan
01/30/2024	\$52,086	\$50,000	\$2,086	06/30/2027	Convertible to common stock at a 20% discount to market value.	Maichen Family Trust Jeff Maichen	Loan
04/15/2024	\$51,041	\$50,000	\$1,041	06/30/2027	Convertible to common stock at a 20% discount to market value.	Maichen Family Trust Jeff Maichen	Loan
05/25/2023	\$55,493	\$50,000	\$5,493	09/30/2026	Convertible to common stock at a 30% discount to market value.	Taras Szmagala	Loan
06/02/2020	\$240,144	\$240,000	\$144	06/02/2050	N/A	U. S. Small Business Administration	Economic Injury Disaster Loan
09/07/2018	\$45,537	\$40,000	\$5,357	03/04/2020	*	Just Marketing Group Adam Rossique	Purchase of Preferred Stock
09/28/2018	\$45,222	\$40,000	\$5,222	*09/27/2019	*	Infinite Investments Nathaniel Rossique	Purchase of Preferred Stock

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

\*In the event this Note is not repaid, or deemed repaid, in full on or before the Maturity Date of this Note, then on and after the Maturity Date the Holder shall have the right, but not the obligation, to convert the unpaid balance of this Note, principal and accrued interest, into that number of shares of the Maker's Common Stock as shall equal the quotient of a fraction, (x) the numerator of which shall be the amount of the unpaid balance of this Note and (y) the denominator of which shall be the product of (i) the average closing bid price of the Maker's Common Stock for the 10 days on which such Stock actually traded on the OTC immediately preceding the Maker's receipt of Holder's written notice of conversion, and (ii) .50 (resulting in the Holder receiving a 50% discount to such average closing price).

The holder of the note originally due on September 27, 2019 has agreed to extend the maturity of that note until September 27, 2021, under the same terms. The Issuer has not received any notices of default with respect to these notes.

#### 4) Issuer's Business, Products and Services

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

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

CYduct Diagnostics, Inc. is a clinical-stage diagnostic company. CYduct focuses on creating and enhancing a portfolio of technologies and assets based on the early assessment and detection of Breast Cancer. With this focus, The Company is currently engaged in developing evolutionary products which utilize precision medicine and advanced imaging techniques to bring breast cancer detection to its earliest stages possible.

The current CYduct technology platform of MammoView devices is single-use, high-margin products which assess, screen, detect, monitor and facilitate treating identifiable changes that distinguish variations in breast health. CYduct markets these products under its Solos Endoscopy brand, along with a line of branded surgical instruments, manufactured by third parties to its own design specifications, mainly endoscopes and hand-held surgical instruments for the minimally invasive surgery market.

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

None

- C. Describe the issuers' principal products or services.

CYduct's MammoView product is a fiberoptic technology with the ability to view and collect epithelial cells and other abnormalities in the tiny milk ducts of the breasts — abnormalities so small they are often missed on mammogram and ultrasound tests.

The CYduct HALO system (which was acquired in April 2021, is currently being updated and, therefore, is not being sold) is a noninvasive device that utilizes proprietary technology to obtain nipple aspirate fluid ("NAF") samples that can then be used to perform molecular diagnostics and facilitate early identification of breast cancer risk.

## 5) Issuer's Facilities

*The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company rents offices at 1698 Post Road E., Westport CT 06880.

## 6) Officers, Directors, and Control Persons

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

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Dom Gatto	Officer, Director, More than 5% Beneficial Owner	Branford, CT	4,475,133 Zero	Common Preferred	85.4%	None
Claus Madsen	Officer	Whitehouse, TX	None	N/A	N/A	None

## 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);

None

2. 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);

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

None

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.

None

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.

None

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 or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

### 8) Third Party Service Providers

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

#### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Brian F. Faulkner, Esq.  
Firm: Brian F. Faulkner, A Professional Law Corporation  
Address 1: 27127 Calle Arroyo, Suite 1923  
Address 2: San Juan Capistrano  
Phone: 949-240-1361  
Email: briffaulk@aol.com

#### Accountant or Auditor

Name: Frank Parrish  
Firm: TPS Thayer  
Address 1: 1600 Hwy 6, Suite 100  
Address 2: Sugar Land, TX 77478  
Phone: 281-552-8430  
Email: info@tpscpas.com

#### Investor Relations

Name: None  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

#### *All other means of Investor Communication:*

Twitter: <https://twitter.com/CYductDx>  
LinkedIn: <https://www.linkedin.com/company/cyductdx/>  
Facebook: <https://www.facebook.com/CYductDiagnostics>

#### Other Service Providers



Provide the name of any other service provider(s) **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: Richard Klein, Esq.  
Nature of Services: General Counsel  
Address 1: 70 Taymil Rd., Suite 200  
Address 2: New Rochelle, NY 10804-2802  
Phone: 914-498-4187  
Email: rgklawfirm@gmail.com

## 9) Financial Statements

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

Name: Claus Madsen  
Title: Chief Financial Officer  
Relationship to Issuer: Officer

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: Claus Madsen  
Title: Chief Financial Officer  
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

Certified Public Accountant, California, Active

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

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

The financial statements as of June 30, 2024 and 2023 are attached to this disclosure statement.

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<sup>5</sup> 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, Dom Gatto, certify that:

1. I have reviewed this Disclosure Statement for CYduct Diagnostics, 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.

September 11, 2024

/s/ Dom Gatto

### *Principal Financial Officer:*

I, Claus Madsen, certify that:

1. I have reviewed this Disclosure Statement for CYduct Diagnostics, 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.

September 11, 2024

/s/ Claus Madsen

# *CYduct Diagnostics, Inc.*

*Financial Statements as of June 30, 2024 and 2023 and for the years ended June 30, 2024 and 2023*

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**CYduct Diagnostics, Inc.**  
Balance Sheets  
for the Years ended June 30, 2024 and 2023

**ASSETS**

	June 30 2024	June 30 2023
Current Assets		
Cash	\$ 29,803	\$ 54,827
Accounts receivable, net	12,755	11,554
Inventory, net	12,190	14,469
Total Current Assets	54,748	80,850
Total Assets	\$ 54,748	\$ 80,850

**LIABILITIES AND STOCKHOLDERS' (DEFICIT)**

Current Liabilities		
Accounts payable and accrued expenses	\$ 116,628	\$ 69,656
Accounts payable and accrued expenses-related parties	1,663,180	1,468,030
Current maturities of convertible long-term debt	80,000	280,000
Total Current Liabilities	1,859,808	1,817,686
Convertible notes payable	350,000	50,000
Notes payable	240,000	240,000
Total Non-Current Liabilities	590,000	290,000
Total Liabilities	2,449,808	2,107,686
Commitments and Contingencies		
Stockholder's (Deficit)		
Common stock, 250,000,000 shares authorized \$.001 par value, 5,240,857 and 5,141,239 shares issued and outstanding at December 31, 2023 and June 30, 2023, respectively	5,143	5,138
Additional paid-in capital	11,738,174	11,688,370
Accumulated (Deficit)	(14,138,377)	(13,720,344)
Total Stockholders' (Deficit)	(2,395,060)	(2,026,836)
Total Liabilities and Stockholders' (Deficit)	\$ 54,748	\$ 80,850

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

**CYduct Diagnostics, Inc.**  
**Statements of Operations**  
For the Years Ended June 30, 2024 and 2023

	Years Ended	
	June 30	
	2024	2023
Revenues	\$ 84,484	\$ 119,339
Cost of goods sold	27,890	35,936
Gross Profit	56,594	83,403
Operating Expenses		
General and administrative	435,500	528,051
	435,500	528,051
(Loss) from Operations	(378,906)	(444,648)
Other (expenses)		
Interest expense	(39,127)	(31,493)
	(39,127)	(31,493)
Income before income taxes	(418,033)	(476,141)
Income taxes	-	-
Net Loss	\$ (418,033)	\$ (476,141)
Loss per share	\$ (0.08)	\$ (0.09)
Weighted average shares outstanding	5,204,831	5,141,239

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

**CYduct Diagnostics, Inc.**  
**Statements of Changes in Stockholders' (Deficit)**  
**For the Years Ended June 30, 2024 and 2023**

	Common Stock		Additional Paid-In Capital	Accumulated (Deficit)	Total
	Shares	Amount			
Balance-July 1, 2022	5,141,239	5,138	11,688,370	(13,244,203)	(1,550,695)
Net income for the year	-	-	-	(476,141)	(476,141)
Balance-June 30, 2023	5,141,239	\$ 5,138	\$ 11,688,370	\$ (13,720,344)	\$ (2,026,836)
Purchase and retirement of shares	(382)	(0)	(191)		(191)
Exercise of warrants	100,000	5	49,995		50,000
Net income for the year	-	-	-	(418,033)	(418,033)
Balance-June 30, 2024	<u>5,240,857</u>	<u>\$ 5,143</u>	<u>\$ 11,738,174</u>	<u>\$ (14,138,377)</u>	<u>\$ (2,395,060)</u>

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

**CYduct Diagnostics, Inc.**  
**Statements of Cash Flows**  
For the Years Ended March 31, 2024 and 2023

	Years Ended June 30	
	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (418,033)	\$ (476,141)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in assets and liabilities:		
Accounts receivable	(1,201)	(3,907)
Inventory	2,279	2,196
Prepaid expenses	-	680
Accounts payable and accrued expenses-related parties	195,150	183,000
Accounts payable and accrued expenses	46,972	27,318
Net cash (used in) operating activities	(174,833)	(266,854)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase and retirement of shares	(191)	-
Net cash USED IN INVESTING activities	(191)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Issuance of Convertible Promissory Note	100,000	50,000
Exercise of warrants	50,000	-
Net cash provided by financing activities	150,000	50,000
Net Increase/(Decrease) in cash	(25,024)	(216,854)
CASH AT BEGINNING OF THE PERIOD	\$ 54,827	271,681
CASH AT END OF THE PERIOD	\$ 29,803	\$ 54,827
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid for interest	\$ 14,148	\$ 9,432
Cash paid for income taxes	\$ 302	\$ 615

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



**CYduct Diagnostics, Inc.**  
**NOTES TO FINANCIAL STATEMENTS**  
**June 30, 2024 and 2023**

**NOTE 1 – Organization and Business Activity**

CYduct Diagnostics, Inc. (“CYduct” or “the Company”) is a Nevada corporation. CYduct is in the business of developing and marketing technology, applications, medical devices and procedural techniques for the screening, diagnosis, treatment and management of disease and medical conditions.

**NOTE 2 – Summary of Significant Accounting Policies**

This summary of significant accounting policies of CYduct is presented to assist in understanding CYduct’s financial statements. The financial statements and notes are representations of CYduct’s management, which is responsible for their integrity and objectivity. These financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Actual results could differ from those estimates.

*Concentration of Risk*

CYduct places its cash and temporary cash investments with established financial institutions. Management feels this risk is mitigated due to the longstanding reputation of these banks.

In the normal course of business, the Company extends unsecured credit to most of its customers. Management periodically reviews its outstanding accounts receivable and establishes an allowance for doubtful accounts based on historical collection trends and other criteria.

*Cash*

CYduct considers all highly liquid investments with maturities of three months or less to be cash equivalents.

*Fair Value of Financial Instruments*

The Company has adopted the provisions of ASC Topic 820, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. ASC 820 does not require any new fair value measurements, but it does provide guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. The fair value hierarchy distinguishes

between assumptions based on market data (observable inputs) and an entity's own assumptions (unobservable inputs).

Level 1 — Quoted prices for identical assets and liabilities in active markets;

Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets of liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Fair value of financial instruments: The carrying amounts of financial instruments, accounts payable, accrued expenses, and notes payables approximated fair value as of June 30, 2024 and 2023 because of the relative short term nature of these instruments. At June 30, 2024 and 2023 the fair value of the Company's debt approximates carrying value.

### ***Accounts Receivable***

Accounts receivable are recorded net of an allowance for expected losses. The allowance is estimated from historical performance and projections of trends.

### ***Inventory***

The Company's inventory is valued at the lower of cost (first in, first out) or net realizable value.

### ***Leases***

In February 2016, the Financial Accounting Standards Board ("FASB") issued amended guidance on the accounting for leasing transactions. The primary objective of ASC Topic 842, *Leases*, is to increase transparency and comparability among organizations by requiring lessees to recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term. The guidance also makes some changes to lessor accounting and requires additional disclosures about all leasing arrangements.

Companies are required to use a modified retrospective approach, with the option of applying the requirements of the standard either (1) retrospectively to each prior comparative reporting period presented, or (2) on a modified retrospective basis at the beginning of the period of adoption. The Company adopted this standard on the effective date, which was January 1, 2019. No leases were in place at June 30, 2024 or during the years ended June 30, 2023 and 2022.

### ***Convertible Financial Instruments***

The Company bifurcates conversion options from their host instruments and accounts for them as freestanding derivative financial instruments if certain criteria are met. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted

accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Based on the review of the terms of the convertible debt contract, the company did not identify any beneficial conversion feature which can be fair valued as of the date of the financial statements. In addition, based on management's assessment, no separate instrument recognition was deemed necessary.

### ***Warrants***

The company reviews the terms of the stock warrants to analyze whether the warrants have a standalone value and needs to be bifurcated from the host contract. If this is the case, the Company reviews the terms of warrants to purchase its common stock to determine whether warrants should be classified as liabilities or stockholders' equity in its balance sheets. Based on management assessment the company determined the outstanding stock warrants do not have a standalone value and do not require bifurcation.

### ***Revenue Recognition***

The Company recognizes revenue in accordance with ASC Topic 606, Revenue Recognition, which states that revenues are generally recognized when the Company has satisfied all of its performance obligations to the customer.

Revenue is recognized when control of the goods is transferred to the customer, which occurs upon our delivery to a third-party carrier.

The Company acts as principal in the formulation of this revenue recognition policy.

### ***Income Taxes***

The Company accounts for income taxes under an asset and liability approach. This process involves calculating the temporary and permanent differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The temporary differences result in deferred tax assets and liabilities, which would be recorded on the Company's balance sheets in accordance with ASC 740, which established financial accounting and reporting standards for the effect of income taxes. The Company must assess the likelihood that its deferred tax assets will be recovered from future taxable income and, to the extent the Company believes that recovery is not likely, the Company must establish a valuation allowance. Changes in the Company's valuation allowance in a period are recorded through the income tax provision on the consolidated statements of operations.

The Company has adopted ASC 740-10 (formerly known as FIN No. 48, Accounting for Uncertainty in Income Taxes). ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements and prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under ASC 740-10, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Additionally, ASC 740-10

provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As a result of the implementation of ASC 740-10, the Company recognized no material adjustment in its unrecognized income tax benefits.

### ***Segments***

The Company operates in one business segment, namely the business of developing and marketing technology, applications, medical devices and procedural techniques for the screening, diagnosis, treatment and management of disease and medical conditions.

### ***Loss Per Share***

The Company is required to provide basic and dilutive earnings (loss) per common share information. The basic net loss per common share is computed by dividing the net loss applicable to common stockholders by the weighted average number of common shares outstanding.

Diluted net loss per common share is computed by dividing the net loss applicable to common stockholders, adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities.

For the years ended June 30, 2024 and 2023, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

### ***Covid-19 Disclosure***

The COVID-19 global pandemic may seriously negatively affect the Company's operations and business. It is possible that this ongoing global pandemic may cause the Company to have to significantly delay or suspend its operations, which would likely result in a material adverse impact on its business and financial positions.

Furthermore, the Company may be unable to raise sufficient capital due to COVID-19's effects on the general economy and the capital markets. If the Company is not able to obtain financing due to COVID-19, then it is highly likely that it will be forced to cease operations. Smaller companies such as Perpetual, who lack significant revenues, earnings and cash flows as well as who lack diversified business operations are particularly vulnerable to having to potentially cease operations due to the effects of COVID-19. If the Company were to be unable to raise capital and cease its operations then it would be very highly likely that the Company would not survive and lenders and investors would suffer a complete loss of all capital loaned to or invested in the Company.

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

On June 16, 2016, the FASB completed its Financial Instruments—Credit Losses project by issuing Accounting Standards Update No. 2016-13, Financial Instruments—Credit Losses (Topic 326). The new guidance requires organizations to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts.

The new guidance; (i) eliminates the probable initial recognition threshold in current GAAP and, instead, reflects an organization's current estimate of all expected credit losses over the contractual term of its financial assets, (ii) broadens the information that an entity can consider when measuring credit losses to include forward-looking information, (iii) increases usefulness of the financial statements by requiring timely inclusion of forecasted information in forming expectations of credit losses, (iv) increases comparability of purchased financial assets with credit deterioration (PCD assets) with other purchased assets that do not have credit deterioration as well as originated assets because credit losses that are expected will be recorded through an allowance for credit losses for all assets, (v) increases users' understanding of underwriting standards and credit quality trends by requiring additional information about credit quality indicators by year of origination (vintage), and (vi) aligns the income statement recognition of credit losses, for available-for sale debt securities, with the reporting period in which changes occur by recording credit losses (and subsequent changes in credit losses) through an allowance rather than a write down.

The new guidance affects organizations that hold financial assets and net investments in leases that are not accounted for at fair value with changes in fair value reported in net income. It affects loans, debt securities, trade receivables, net investments in leases, off-balance-sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash.

For public business entities that meet the definition of a U.S. Securities and Exchange (SEC) filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. For all other entities, it is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early application is permitted. The Company has adopted the new standard effective July 1, 2023, and does not expect the adoption of this guidance to have a material impact on the financial statements.

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 "Debt—Debt with Conversion and Other Options" and ASC subtopic 815-40 "Hedging—Contracts in Entity's Own Equity". The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its financial statements.

### **NOTE 3 – Financial Condition and Going Concern**

CYduct's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of

business. CYduct has incurred an accumulated deficit through June 30, 2024 and 2023, in the amount of \$14,138,377 and \$13,720,344. This factor raises doubt as to CYduct’s ability to obtain debt and/or equity financing and achieve profitable operations.

CYduct’s management intends to raise additional operating funds through equity and/or debt offerings. However, there can be no assurance management will be successful in its endeavors. Ultimately, CYduct will need to achieve profitable operations to continue as a going concern.

There are no assurances that CYduct will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support CYduct working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, CYduct will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available, CYduct will be required to curtail its operations.

**NOTE 4 – Accounts Receivable**

Accounts receivable as of June 30, 2024 and 2023 were \$12,755 and \$11,554, respectively.

**NOTE 5 – Inventory**

Inventory consists of components and finished goods and is stated at the lower of cost or net realizable value. Cost is determined using the first-in first-out method.

	June 30, <u>2024</u>	June 30, <u>2023</u>
Inventory	19,416	21,576
Allowance for obsolete inventory	<u>(7,226)</u>	<u>(7,107)</u>
Inventory, net	<u>\$ 12,190</u>	<u>\$ 14,469</u>

At June 30, 2021, the Company wrote-off, as obsolete, \$61,500, at cost, certain inventory items acquired in the HALO asset purchase.

**NOTE 6 – Notes Payable**

Effective June 2, 2020, the Company received funds from the U.S. Small Business Administration Economic Injury Disaster Loan Program in the amount of \$59,500. In April 2022, the Company received an additional \$180,500 under the program. The amended loan agreement increased the total loan amount to \$240,000 and increased the monthly payment to \$1,179 beginning in December 2022. The note carries an annual interest rate of 3.75%. Any remaining accrued interest and principal are due thirty years after the date of the original promissory note. Collateral for the note is a security interest in substantially all the assets of the Company.

## **NOTE 7 – Convertible Notes Payable**

In September 2018, with effect in October 2018, the Company bought from two stockholders all their holdings of the Company's Series B Convertible Preferred Stock ("Series B"), a total of 64,613 Series B shares, and an aggregate of \$15,000 principal amount of the Company's Convertible Promissory Notes, for an aggregate purchase price of \$80,000. The Company paid the purchase price by delivering to each seller a new Convertible Promissory Note in the principal amount of \$40,000, bearing interest at the rate of one and one-half percent (1.5%) per annum. One Note was due on September 27, 2019, and the other on March 4, 2020, and each Note is convertible by the holder after maturity if the Note has not been paid in full. Additionally, the interest after maturity was accrued at two and one-half percent (2.5%) per annum.

Since these notes have now matured, and past due, they are payable to the holders on demand or convertible into common stock. The company analyzed the conversion feature noting that upon the maturity date, the Holder shall have the right, but not the obligation, to convert the unpaid balance of this Note, principal and accrued interest, into that number of shares of the Maker's Common Stock as shall equal the quotient of a fraction, (x) the numerator of which shall be the amount of the unpaid balance of this Note and (y) the denominator of which shall be the product of (i) the average closing bid price of the Maker's Common Stock for the 10 days on which such Stock actually traded on the OTC immediately preceding the Maker's receipt of Holder's written notice of conversion, and (ii) .50 (resulting in the Holder receiving a 50% discount to such average closing price).

The Company has not received any notices of default with respect to these notes. Therefore, the company is unable to calculate the beneficial conversion feature as this is based on a future event resulting in no separate accounting necessary.

## **NOTE 8 – Convertible Notes - Warrants**

To provide the company with additional resources to conduct its business, CYduct entered into an agreement to borrow up to an aggregate of \$2,000,000 in convertible note payables. In November 2021, the Company issued \$100,000 in convertible notes payable. In March 2022, the Company issued an additional \$100,000 in convertible notes. In May 2023, the Company issued an additional \$50,000 in convertible notes. In January 2024, the Company issued an additional \$50,000 in convertible notes. In April 2024, the Company issued an additional \$50,000 in convertible notes. The notes carry interest at 10%. \$300,000 of the notes mature on June 30, 2027, with \$50,000 maturing at September 30, 2026. The company may not prepay these notes prior to the maturity date without the consent of the Holders of the outstanding principal amount of the notes.

In the event that the Company issues and sells shares of its equity securities to investors while this Note remains outstanding in an equity financing with total proceeds to the Company of not less than \$3,000,000, then the outstanding principal amount of these notes and any unpaid accrued interest shall automatically convert in whole without any further action by the holder into equity securities sold in the this financing at a conversion price equal to the lesser of (i) the cash price paid per share for equity securities by the investors in the this financing multiplied by 0.80, and (ii) the quotient resulting from dividing \$15,000,000 by the number of outstanding shares of common stock of the Company immediately prior to the this financing.

In the event the Company consummates, while these notes remain outstanding, an equity financing pursuant to which it sells shares of equity securities in a transaction that does not meet the definition of the financing described in the paragraph above, then the holders shall have the option to treat such equity financing on the same terms set forth above.

In connection with these convertible notes payable, the Company issued 100,000 warrants to purchase the Company's common stock at an exercise price of \$0.50 per share. These warrants can only be exercised in the event that the company chooses to close the debt offering. Only then, the holder will have the option to exercise the warrant from the date of the close of debt until December 31, 2023. In November 2023, a holder of 100,000 warrants for the Company's common stock elected to exercise those warrants at the exercise price of \$0.50 per share.

In November 2023, a holder of \$200,000 of convertible notes agreed to extend the maturity of those notes from December 31, 2023, until December 31, 2024.

In April 2024, a holder of \$200,000 of convertible notes agreed to extend the maturity of those notes from December 31, 2024, until June 30, 2027.

In connection with this convertible note payable, issued in April 2024, the Company issued warrants to purchase the Company's common stock. 50,000 warrants were issued at an exercise price of \$0.50 per share and 50,000 warrants were issued at an exercise price of \$0.25 per share.

The Company analyzed these warrants and determined that this embedded derivative does not require bifurcation and separate accounting as the warrants can only be converted during the period commencing on the date the company terminates the offering of the notes.

#### **NOTE 9 – Income Taxes**

The Company has adopted the provisions of ASC 740-10 (formerly known as FIN No. 48, Accounting for Uncertainty in Income Taxes). ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements. ASC 740-10 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements. The application of income tax law is inherently complex.

Laws and regulation in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding the income tax exposures. Interpretations and guidance surrounding income tax laws and regulations change over time. As such, changes in the subjective assumptions and judgments can materially affect amounts recognized in the balance sheets and statements of income.

At the adoption, we had no unrecognized tax benefit, which would affect the effective tax rate if recognized. There has been no significant change in the unrecognized tax benefit during the years ended June 30, 2024 and 2023.



We classify interest and penalties arising from the underpayment of income taxes in the statement of income under general and administrative expenses. As of June 30, 2024, we had no accrued interest or penalties related to uncertain tax positions. The tax years 2023, 2022 and 2021 federal returns remain open to examination.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The provision (benefit) for income taxes for the nine months ended June, 2024 and 2023, consists of the following:

	<u>2024</u>	<u>2023</u>
Federal:		
Current	\$ -	\$ -
Deferred	-	-
State:		
Current	-	-
Deferred	-	-
	<u>\$ -</u>	<u>\$ -</u>

Net deferred tax assets consist of the following components as of June 30, 2024 and 2023:

	<u>June 30, 2024</u>	<u>June 30, 2023</u>
Deferred tax asset:		
Operating Loss	\$2,969,059	\$2,880,558
Deferred tax liabilities:	-	-
Valuation allowance	<u>(2,969,059)</u>	<u>(2,880,558)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Due to the passage of the “Tax Cuts and Jobs Act” on December 20, 2017 the rate of the U.S. Federal Income Tax has been retroactively dropped from 34% to 21%, which is a flat percentage tax rate.

#### **NOTE 10 – Preferred Stock**

The Company’s Series B Convertible Preferred Stock was withdrawn as of March 23, 2023.

#### **NOTE 11 – Common Stock**

On December 1, 2020, the Company affected a 1 for 250 reverse stock split of its common stock and reduced the authorized shares to 250,000,000. The number of share outstanding and per-share amounts for prior periods have been retrospectively adjusted. As of June 30, 2024, the total number of shares authorized is 250,000,000, shares issued and outstanding are 5,240,857.

#### **NOTE 12 – Related Party Transactions**

On June 8, 2018, the Company’s former President executed a promissory note to the Company in the amount of \$330,000 in a conversion of the previous receivable from him in connection with his resignation and separation agreement. However, due to the uncertainty concerning the ability of the Company to collect this note receivable, which is non-recourse, the Company has fully reserved against this note receivable.

Included in the accrued liabilities-related parties are accrued but unpaid salaries due to the President of the Company. The amounts accrued but unpaid were \$1,605,590 and \$1,422,590 as of June 30, 2024 and 2023, respectively.

The Company has accrued \$36,000 for the year ended June 30, 2024, for rent on office space leased on a month-to-month basis from an affiliate of the current President of the Company, as further discussed in Note 13. On June 30, 2024 and 2023, the Company had \$57,590 and \$45,440, respectively, accrued for rents due to the President of the Company.

#### **NOTE 13 – Commitments and Contingencies**

##### **Lease Commitments**

The Company leases approximately 1,650 square feet of office space from an affiliate of the current President of the Company for a monthly base rent of \$3,000. The original lease expired on December 31, 2019 and includes two three-year renewal options at a five percent (5%) annual escalation. These renewal options were not exercised. Once the lease expired, rent of \$2,500 had been paid on a month-to-month basis, until October 1, 2022, when the monthly rent was increased to \$3,000. Under the current month-to-month arrangement, the Company will accrue \$36,000 in minimum lease payments during the year ending June 30, 2024.

Rent expense totaled \$36,000 and \$25,500 for the years ended June 30, 2024 and 2023 respectively. Rents of \$16,850 and \$27,500 were paid during the years ended June 30, 2024 and

2023, respectively.

#### **NOTE 14 – Equity Incentive Plan**

On February 18, 2022, the Company adopted the 2022 Equity Incentive Plan (the "Plan") which permits the granting of stock options to employees and other service providers, up to 770,000 shares of common stock. All option awards are granted with an exercise price equal to the fair market value of the Company's stock on the grant date. Options granted by the Company vest on an accelerated basis if there is a change of control of the Company.

On April 3, 2023, the Company granted options for 537,500 shares to purchase common stock at \$0.50 per share, under the Plan. Options for 457,500 shares were fully vested and options for 80,000 shares are to be vested over periods from six to twelve months from the date of grant. In addition, the Company granted options for 300,000 shares that were granted as standalone options and were fully vested at the date of grant. Management has concluded, based on its analysis of the market value of the Company's common stock, that the fair market value of the stock is equal to the exercise price on the date of grant.

#### **NOTE 15 – Subsequent Events**

In accordance with ASC 855-10, the Company has analyzed its operations after June 30, 2024, and has no subsequent events to disclose.