

QUARTERLY REPORT

For the quarterly period ended June 30, 2026



Doofus Corporation

0002041052

(U.S. Securities and Exchange Commission File Number)

Delaware

(State of Incorporation or Organization)

61-2243436

(I.R.S. Employer Identification Number)

5900 Balcones Drive Suite 21697

Austin Texas 78731

United States

(Address of Principal Executive Offices)

+1 (512) 696-1570

(Telephone Number)

The number of shares of common stock outstanding as of June 30, 2026 was 615,405,000

TABLE OF CONTENTS

	Page
PART I – FINANCIAL INFORMATION	
Item 1. Unaudited Consolidated Financial Statements	3
Consolidated Balance Sheets	3
Consolidated Statements of Operations	4
Consolidated Statements of Comprehensive Loss	5
Consolidated Statements of Stockholders' Equity	6
Consolidated Statements of Cash Flows	7
Notes to Consolidated Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	17
Item 3. Quantitative and Qualitative Disclosures About Market Risk	23
Item 4. Controls and Procedures	24
PART II – OTHER INFORMATION	
Item 1. Legal Proceedings	25
Item 1. A. Risk Factors	25
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	35
Item 3. Defaults Upon Senior Securities	35
Item 4. Mine Safety Disclosures	35
Item 5. Other Information	35
Item 6. Exhibits	35
Signatures	36

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact contained in this Quarterly Report are forward-looking statements. These statements involve known and unknown risks, uncertainties, assumptions, and other important factors that may cause our actual results, performance, or achievements to differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential," "continue," or the negative of these terms or similar expressions that concern our expectations, strategy, plans, or intentions.

Forward-looking statements contained in this Quarterly Report include, but are not limited to, statements regarding:

- our ability to attract, retain, and engage customers;
- our priorities related to health, safety, and regulatory compliance, and the impact of such priorities on our reported metrics, policies, and enforcement efforts;
- the impact of macroeconomic conditions, geopolitical events, inflationary pressures, interest rate changes, supply chain disruptions, and regulatory developments on our operations, personnel, and financial performance;
- our ability to develop, enhance, and deliver products, features, and services, and increase their value proposition;
- our business strategies, growth initiatives, and investment priorities, including research and development, infrastructure scaling, and operational reliability;
- our efforts to enhance the stability, performance, scalability, security, and development velocity of our products and systems;
- our ability to obtain, process, protect, and provide data under commercially viable and legally compliant terms;
- our expectations regarding customer growth, engagement, retention, and related market opportunities;
- our ability to increase revenue, expand monetization strategies, improve margins, and sustain revenue growth;
- our future financial performance, including revenue, cost of revenue, operating expenses (including stock-based compensation), capital expenditures, income taxes, and cash flows;
- our expectations regarding deferred tax assets, valuation allowances, and fluctuations in tax-related expenses;
- the impact of evolving privacy, cybersecurity, data protection, artificial intelligence ("AI"), and other technology-related laws and regulations;
- our expectations regarding legal proceedings, claims, investigations, and regulatory matters;
- the effects of industry trends, technological change, and competitive dynamics on our operating results;
- the impact of corporate structuring, capital allocation decisions, and future transactions on our financial, operational, and tax position;
- the sufficiency of our cash, cash equivalents, investments, and cash flows from operations to meet our working capital, capital expenditure, and strategic investment needs;
- our ability to efficiently develop, invest in, scale, and adapt our technology and network infrastructure;
- our ability to successfully identify, acquire, integrate, and realize benefits from businesses, products, technologies, or other strategic assets; and
- our expectations regarding international expansion, operational challenges, localization efforts, and foreign currency fluctuations.

The foregoing list may not include all forward-looking statements made in this Quarterly Report.

You should not rely on forward-looking statements as predictions of future events. We have based these forward-looking statements primarily on our current expectations, estimates, forecasts, and assumptions about future events and trends that we believe may affect our business, financial condition, operating results, cash flows, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled *Risk Factors* and elsewhere in this Quarterly Report, as well as in other documents we file with the U.S. Securities and Exchange Commission ("SEC"). Moreover, we operate in a highly competitive, dynamic, and rapidly evolving industry, and new risks and uncertainties may emerge from time to time. It is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report.

Actual results, performance, or achievements may differ materially from those expressed or implied by the forward-looking statements. Except as required by applicable law, we disclaim any obligation to publicly update or revise any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report, whether as a result of new information, future developments, or otherwise. Forward-looking statements do not reflect the potential impact of future acquisitions, mergers, dispositions, joint ventures, financings, restructurings, or other strategic transactions that may be announced or completed after the date hereof.

PART I – FINANCIAL INFORMATION

Item 1. Unaudited Consolidated Financial Statements

DOOFUS CORPORATION

CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30,	December 31,
	2026	2025
Assets		
Current Assets:		
Cash and Cash Equivalents	\$ 150	\$ 1,396
Other Current Assets	-	85,729
Total Current Assets	-	87,125
Total Assets	\$ 150	\$ 87,125
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts Payable	\$ 7,219	\$ 18,031
Other Current Liabilities	3,805	709,039
Total Current Liabilities	11,024	727,070
Total Liabilities	11,024	727,070
Stockholders' Equity:		
Common Stock, \$0.000001 Par Value – 1,000,000,000 Shares Authorized; 615,405,000 Shares Outstanding	615	595
Additional Paid-In Capital	1,948,910	950,955
Deferred Compensation	(371,500)	(333,000)
Accumulated Other Comprehensive Loss	-	(84,820)
Retained Deficit	(1,588,899)	(1,173,675)
Total Stockholders' Equity	(10,874)	(639,945)
Total Liabilities and Stockholders' Equity	\$ 150	\$ 87,125

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Revenue	\$ -	\$ -	\$ -	\$ -
Costs and Expenses:				
Cost of Revenue	(125)	-	(250)	-
Research and Development	(9,000)	(23,576)	(18,000)	(45,267)
Sales and Marketing	(12,000)	-	(24,000)	-
General and Administrative	(63,007)	(39,157)	(127,111)	(72,999)
Total Costs and Expenses	(84,132)	(62,733)	(169,361)	(118,266)
Loss from Operations	(84,132)	(62,733)	(169,361)	(118,266)
Interest Expense, Net	-	(30)	-	(30)
Foreign Exchange Gain, Net	-	18,041	-	23,913
Loss on Deconsolidation	-	-	(1,239,525)	-
Other Income, Net	4	503	4	819
Loss Before Income Taxes	(84,128)	(44,219)	(1,408,882)	(93,564)
Benefit from Income Taxes	-	13,005	-	26,088
Net Loss	\$ (84,128)	\$ (31,214)	\$ (1,408,882)	\$ (67,476)
Net Loss per Share Attributable to Common Stockholders:				
Basic	\$ (0.00015)	\$ (0.00006)	\$ (0.00249)	\$ (0.00012)
Diluted	\$ (0.00015)	\$ (0.00006)	\$ (0.00249)	\$ (0.00012)
Weighted-Average Shares Used to Compute Net Loss per Share Attributable to Common Stockholders:				
Basic	570,018,000	551,255,000	565,161,000	549,830,000
Diluted	570,018,000	551,255,000	565,161,000	549,830,000

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Net Loss	\$ (84,128)	\$ (31,214)	\$ (1,408,882)	\$ (67,476)
Other Comprehensive Income (Loss), Net of Tax:				
Change in Foreign Currency Translation Adjustment	-	(56,658)	-	(71,485)
Reclassification of Cumulative Translation Adjustment to Loss on Deconsolidation	-	-	84,820	-
Net Change in Accumulated Other Comprehensive Income (Loss)	-	(56,658)	84,820	(71,485)
Comprehensive Loss	\$ (84,128)	\$ (87,872)	\$ (1,324,062)	\$ (138,961)

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

For the Three and Six Months Ended June 30, 2026 and 2025

	Common Stock		Additional Paid-In Capital	Deferred Compensation	Accumulated Other Comprehensive Loss	Retained Deficit	Total Stockholders' Equity
	Shares	Amount					
Balance, December 31, 2025	595,105,000	\$ 595	\$ 950,955	\$ (333,000)	\$ (84,820)	\$ (1,173,675)	\$ (639,945)
Issuance of Restricted Common Stock	20,300,000	20	202,980	(203,000)	-	-	-
Forgiveness of Owner-Related Liabilities	-	-	794,975	-	-	-	794,975
Recognition of Stock-Based Compensation	-	-	-	82,250	-	-	82,250
Change in Foreign Currency Translation Adjustment	-	-	-	-	84,820	-	84,820
Net Loss	-	-	-	-	-	(1,324,754)	(1,324,754)
Adjustment Related to Deconsolidation of Roguehog Corporation	-	-	-	-	-	993,658	993,658
Balance, March 31, 2026	615,405,000	615	1,948,910	(453,750)	-	(1,504,771)	(8,996)
Recognition of Stock-Based Compensation	-	-	-	82,250	-	-	82,250
Net Loss	-	-	-	-	-	(84,128)	(84,128)
Balance, June 30, 2026	615,405,000	\$ 615	\$ 1,948,910	\$ (371,500)	\$ -	\$ (1,588,899)	\$ (10,874)
Balance, December 31, 2024	574,405,000	\$ 574	\$ 743,976	\$ (260,000)	\$ (8,382)	\$ (723,560)	\$ (247,392)
Issuance of Restricted Common Stock	5,400,000	6	53,994	(54,000)	-	-	-
Recognition of Stock-Based Compensation	-	-	-	28,500	-	-	28,500
Change in Foreign Currency Translation Adjustment	-	-	-	-	(14,827)	-	(14,827)
Net Loss	-	-	-	-	-	(36,262)	(36,262)
Balance, March 31, 2025	579,805,000	580	797,970	(285,500)	(23,209)	(759,822)	(269,981)
Issuance of Common Stock for Cash	500,000	1	4,999	-	-	-	5,000
Issuance of Restricted Common Stock	10,000,000	9	99,991	(100,000)	-	-	-
Recognition of Stock-Based Compensation	-	-	-	33,500	-	-	33,500
Change in Foreign Currency Translation Adjustment	-	-	-	-	(56,658)	-	(56,658)
Net Loss	-	-	-	-	-	(31,214)	(31,214)
Balance, June 30, 2025	590,305,000	\$ 590	\$ 902,960	\$ (352,000)	\$ (79,867)	\$ (791,036)	\$ (319,353)

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended	
	June 30,	
	2026	2025
Cash Flows from Operating Activities		
Net Loss	\$ (1,408,882)	\$ (67,476)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Loss on Deconsolidation	1,239,525	-
Benefit from Income Taxes	-	(26,088)
Stock-Based Compensation Expense	164,500	62,000
Changes in Operating Assets and Liabilities:		
Other Current Assets	-	(8,570)
Accounts Payable	2,000	1,955
Accrued and Other Liabilities	2,968	123,411
Net Cash Provided by Operating Activities	<u>111</u>	<u>85,232</u>
Cash Flows from Financing Activities		
Proceeds from Issuances of Common Stock for Cash	-	5,000
Net Cash Provided by Financing Activities	<u>-</u>	<u>5,000</u>
Net Increase in Cash and Cash Equivalents	111	90,232
Effect of Foreign Exchange Rate Changes on Cash and Cash Equivalents	-	(89,930)
Cash and Cash Equivalents, Beginning of Period	1,396	1,072
Cash and Cash Equivalents of Subsidiary Deconsolidated	(1,357)	-
Cash and Cash Equivalents, End of Period	<u>\$ 150</u>	<u>\$ 1,374</u>

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1. Background and Basis of Presentation

Description of Business

Doofus Corporation (the "Corporation") was incorporated in Delaware on September 4, 2024 and is headquartered in Austin, Texas. The Corporation provides software and data services through its wholly owned subsidiaries.

On September 10, 2024, the Corporation completed a corporate reorganization, pursuant to which Doofus Corporation became the parent holding company of Roguehog Corporation (formerly Doofus Corporation). The reorganization was accounted for as a transaction among entities under common control. The accompanying unaudited consolidated financial statements reflect the historical results of Roguehog Corporation for all periods presented.

Fiscal Year

The Corporation's fiscal year ends on December 31.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP") and are presented in U.S. dollars, which is the Corporation's functional and reporting currency. These financial statements include the accounts of the Corporation and its wholly owned subsidiaries and reflect all adjustments, consisting of normal recurring adjustments, considered necessary by management for a fair presentation of the Corporation's financial position, results of operations, and cash flows for the periods presented.

These unaudited consolidated financial statements are unaudited and are not necessarily indicative of future performance. The results for interim periods may not be indicative of the results expected for a full fiscal year.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation

The unaudited consolidated financial statements include the accounts of the Corporation's wholly-owned subsidiaries. All intercompany balances and transactions are eliminated in consolidation.

Effective January 1, 2026, the Corporation deconsolidated Roguehog Corporation following its disposal to a related party. Refer to Note 12, *Related-Party Transactions* for additional information.

Use of Estimates

The preparation of the Corporation's unaudited consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses, as well as the related disclosures of contingent assets and liabilities. Actual results may differ materially from these estimates.

Certain prior-period amounts have been reclassified to conform to the current-period presentation. These reclassifications had no effect on previously reported net loss, total assets, total liabilities, total stockholders' equity or cash flows. Management evaluates its estimates and assumptions on an ongoing basis. Actual results could differ from those estimates, and such differences could materially affect the Corporation's financial position, results of operations and cash flows.

Cash and Cash Equivalents

The Corporation considers all highly liquid investments with original maturities of three months or less from the date of purchase, as well as unrestricted cash on hand, to be cash and cash equivalents.

Revenue Recognition

The Corporation is currently pre-revenue and expects to generate revenue primarily through subscription fees, which may include one-time and recurring subscription charges. Additional sources of revenue may include per-use charges, software licensing to third parties, and other arrangements. Revenue will be recognized when control of the promised goods or services is transferred to the customer in an amount that reflects the consideration expected to be received, consistent with ASC 606, *Revenue from Contracts with Customers*.

Stock-Based Compensation

The Corporation grants stock-based awards to directors, officers, employees, and consultants under various equity compensation plans. These awards may include stock options, restricted stock awards (RSAs), restricted stock units (RSUs), performance share units, or similar equity instruments.

In accordance with ASC 718, *Compensation – Stock Compensation*, the fair value of each award is measured at the grant date and recognized as compensation expense over the requisite service or vesting period. For awards with graded vesting, the Corporation recognizes compensation expense on a straight-line basis over the requisite service period for each tranche.

Earnings per Share

The Corporation computes earnings per share ("EPS") in accordance with ASC 260, *Earnings Per Share*.

Basic EPS is computed by dividing net income or loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period.

Diluted EPS reflects the potential dilution from common stock equivalents, including stock options, warrants, RSAs, RSUs, and other convertible securities, to the extent their inclusion would decrease EPS. Anti-dilutive instruments are excluded. The Corporation applies the treasury stock method and, where applicable, the if-converted method in calculating diluted EPS.

Income Taxes

The Corporation is treated as a C corporation for U.S. federal and applicable state income-tax purposes. The Corporation is subject to examination by taxing authorities in the United States and may remain subject to examination in Switzerland for periods before the January 1, 2026 deconsolidation of Roguehog Corporation and its subsidiary.

Deferred income taxes are recognized for temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements, using enacted tax rates expected to apply when those differences reverse. A valuation allowance is recognized when, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. As of June 30, 2026, the Corporation maintained a full valuation allowance against its deferred tax assets because it concluded that it was more likely than not that those assets would not be realized. This conclusion was based on an evaluation of all available evidence, including historical operating results, cumulative losses, projected future taxable income and the expected timing of the reversal of temporary differences.

The provision for or benefit from income taxes consists of current taxes, if any, and deferred taxes resulting from changes in deferred tax assets and liabilities, including changes in any related valuation allowance.

The Corporation recognizes the effect of an uncertain tax position only when it is more likely than not that the position will be sustained upon examination by the applicable taxing authority, based on the technical merits of the position. For a tax position meeting this recognition threshold, the amount recognized is the largest amount of tax benefit that is more than 50% likely to be realized upon ultimate settlement.

The Corporation has incurred net operating losses ("NOLs") since its inception. Subject to applicable limitations, these NOLs may be carried forward to offset future taxable income. Federal NOLs arising in taxable years beginning after December 31, 2017 generally may be carried forward indefinitely, but their use in taxable years beginning after December 31, 2020 generally is limited to 80% of taxable income. The Corporation's ability to use its NOL carryforwards may also be limited if it experiences an ownership change, as defined under Section 382 of the Internal Revenue Code.

In general, an ownership change occurs when the aggregate increase in the percentage ownership of the Corporation's stock by one or more 5% stockholders exceeds 50 percentage points over the applicable testing period, generally three years. If an ownership change occurs, the Corporation's annual use of NOLs and certain other tax attributes arising before the ownership change generally is limited based on the value of the Corporation immediately before the ownership change multiplied by the applicable long-term tax-exempt rate. Equity issuances, transfers, redemptions and other changes in stock ownership, including certain transactions involving stock-based compensation awards and equity financings, could cause or contribute to an ownership change.

The Corporation has not completed a formal analysis to determine whether an ownership change has occurred under Section 382. Accordingly, some or all of its NOL carryforwards may be subject to an annual limitation. Because the Corporation maintains a full valuation allowance against its deferred tax assets, any such limitation would not affect the net deferred tax asset recognized in the Corporation's unaudited consolidated financial statements as of June 30, 2026. However, a limitation could restrict the Corporation's ability to use its NOL carryforwards to offset future taxable income.

As of June 30, 2026, the Corporation had not recorded any liability for uncertain tax positions.

Recently Adopted Accounting Pronouncements

During the three months ended June 30, 2026, the Corporation did not adopt any new accounting standards that had a material impact on its unaudited consolidated financial statements or disclosures.

Recently Issued Accounting Pronouncements Not Yet Adopted

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). The amendments require additional disclosures related to income tax rate reconciliations, disaggregation of income taxes paid, significant jurisdictions, and quantitative thresholds for reconciling items.

The amendments are effective for fiscal years beginning after December 15, 2025, with early adoption permitted. The Corporation is currently evaluating the impact of ASU 2023-09 on its unaudited consolidated financial statements and related disclosures.

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, *Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures* (“ASU 2024-03”). The amendments require enhanced disclosure of disaggregated information about certain income statement expense captions, including purchases of inventory, employee compensation, depreciation, and amortization.

The amendments are effective for fiscal years beginning after December 15, 2026, with early adoption permitted. The Corporation is currently evaluating the impact of ASU 2024-03 on its unaudited consolidated financial statements and related disclosures.

Note 3. Liquidity and Management Plan

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis. The Corporation incurred net losses for the quarter ended June 30, 2026 and year ended December 31, 2025, and had an accumulated deficit as of those dates.

The Corporation’s principal sources of liquidity are cash and cash equivalents, together with anticipated proceeds from financing activities. Management believes that, based on current plans and available resources, the Corporation has sufficient liquidity to continue operations for at least twelve months from the issuance date of these unaudited consolidated financial statements.

Effective January 1, 2026, the Corporation sold all of its ownership interest in Roguehog Corporation, formerly a wholly owned subsidiary, to a related party for nominal consideration of \$1. The consideration was settled through a \$1 reduction in the amount due to the related party; accordingly, no cash proceeds were received. Upon completion of the transaction, the Corporation ceased to control and consolidate Roguehog Corporation. The disposition did not result in a material gain or loss.

Management continues to evaluate its liquidity needs and may seek additional capital through equity financings or other sources as necessary to fund operations, support growth initiatives, and meet contractual obligations. There can be no assurance that such financing, if required, will be available on acceptable terms or at all.

Note 4. Cash and Cash Equivalents

Cash and cash equivalents consist of unrestricted cash on hand and highly liquid investments with original maturities of three months or less from the date of acquisition. Cash and cash equivalents are readily available for general corporate purposes.

As of June 30, 2026, and December 31, 2025, cash and cash equivalents consisted of the following:

	June 30, 2026	December 31, 2025
Cash in Bank	\$ 150	\$ 1,396
Total	\$ 150	\$ 1,396

Note 5. Other Current Assets

As of June 30, 2026, and December 31, 2025, other current assets consisted of the following:

	June 30, 2026	December 31, 2025
Due from Related Party	\$ -	\$ 85,729
Total	\$ -	\$ 85,729

Note 6. Other Current Liabilities

As of June 30, 2026, and December 31, 2025, other current liabilities consisted of the following:

	June 30, 2026	December 31, 2025
Accrued Compensation	\$ -	\$ 504,051
Accrued Social Security	-	157,141
Accrued Tax Liabilities	-	47,547
Due to Related Party	3,805	-
Other Accrued Liabilities	-	300
Total	\$ 3,805	\$ 709,039

Note 7. Stockholders' Equity and Equity Compensation Plans

The Corporation had authorized 1,000,000,000 shares of common stock with a par value of \$0.000001, of which 615,405,000 were issued and outstanding as of June 30, 2026.

Equity Incentive Plan

The Corporation's 2020 Equity Incentive Plan (the "Plan") was adopted by the Board of Directors on May 15, 2020, and approved by the stockholders on June 24, 2020. The Plan authorizes the issuance of up to 100,000,000 shares of the Corporation's common stock. Under the Plan, the Corporation may grant incentive stock options, non-statutory stock options, and restricted stock to directors, officers, employees, and consultants.

As of June 30, 2026, a total of 90,925,000 RSAs had been granted under the Plan, of which 45,387,500 remained unvested.

Restricted Common Stock

The Corporation has granted RSAs to its directors, officers, employees, and consultants. Vesting of these RSAs is contingent upon the individual's continued service with the Corporation for a requisite period, which is generally up to five years from the grant date for directors, and as specified in the respective agreements for officers, employees, and consultants. The Corporation retains the right to repurchase unvested shares upon termination of service. Unvested RSAs may not be sold or transferred until the vesting conditions are met, but holders have voting rights as of the grant date. The fair value of the RSAs is recognized as compensation expense on a straight-line basis over the applicable vesting period.

For the six-months ended June 30, 2026, the Corporation awarded a total of 15,750,000 RSAs to two officers and 4,300,000 RSAs to two employees, each subject to a one-year service-based vesting period, and 250,000 RSAs to one employee of a subsidiary of the Corporation, subject to a five-year service-based vesting period.

Stock-Based Compensation Expense

The Corporation recognized stock-based compensation expenses related to directors, officers, employees, and consultants of \$82,250 and \$164,500 for the three and six months ended June 30, 2026, respectively, compared to \$33,500 and \$62,000 for the three and six months ended June 30, 2025, respectively.

Stock-based compensation expense is recognized in the same financial statement line items as cash compensation paid to the respective award recipients and is allocated based on the function in which the recipient performs services. The total stock-based compensation expense by functional classification for the three and six months ended June 30, 2026 and 2025 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Cost of Revenue	\$ 125	\$ -	\$ 250	\$ -
Research and Development	9,000	-	18,000	-
Sales and Marketing	12,000	-	24,000	-
General and Administrative	61,125	33,500	122,250	62,000
Total Stock-Based Compensation Expense	\$ 82,250	\$ 33,500	\$ 164,500	\$ 62,000

The expense is recognized on a straight-line basis over the applicable vesting period of the awards.

Activity of Unvested Restricted Common Stock

The table below presents the activity for unvested restricted common stock for the six months ended June 30, 2026:

	Shares	Weighted-Average Fair Value at Grant Date
Unvested at December 31, 2025	39,150,000	\$ 0.01
Grants During the Period	20,300,000	0.01
Vested During the Period	(14,062,500)	0.01
Unvested at June 30, 2026	45,387,500	\$ 0.01

The weighted-average grant-date fair value of unvested RSAs at June 30, 2026 was \$0.01 per share. The total carrying amount of these unvested RSAs was \$371,500 as of June 30, 2026 and is included in the deferred compensation balance presented in the Consolidated Statement of Stockholders' Equity.

Note 8. Provision for or Benefit from Income Taxes

For interim reporting periods, the Corporation generally calculates its income-tax provision or benefit by applying an estimated annual effective tax rate to year-to-date ordinary income or loss and recognizing the tax effects of discrete items in the period in which they occur. The estimated annual effective tax rate is evaluated throughout the year and revised as necessary based on changes in facts and circumstances.

The U.S. federal statutory corporate income-tax rate was 21% for the three and six months ended June 30, 2026 and 2025. The Corporation did not recognize an income-tax provision or benefit for the three and six months ended June 30, 2026. Although the Corporation incurred pretax losses during these periods, it did not recognize a corresponding income-tax benefit because it maintained a full valuation allowance against its deferred tax assets. Accordingly, the Corporation's effective tax rate was 0% for the three and six months ended June 30, 2026.

The Corporation recognized income-tax benefits of \$13,005 and \$26,088 for the three and six months ended June 30, 2025, respectively.

The domestic and foreign components of loss before income taxes for the six months ended June 30, 2026 and 2025 were as follows:

	Six Months Ended June 30,	
	2026	2025
Domestic Loss	\$ 1,408,882	\$ 65,839
Foreign Loss	-	27,725
Loss Before Income Taxes	\$ 1,408,882	\$ 93,564

The tax effects of the temporary differences and carryforwards giving rise to the Corporation's deferred tax assets and liabilities were as follows:

	June 30, 2026	December 31, 2025
Deferred Tax Assets:		
Operating Loss Carryforwards, Net	\$ 4,752	\$ 259,081
Total Deferred Tax Assets	4,752	259,081
Valuation Allowance	(4,752)	(259,081)
Deferred Tax Assets, Net of Valuation Allowance	-	-
Deferred Tax Liabilities:		
Total Deferred Tax Liabilities	-	-
Deferred Tax Assets, Net	\$ -	\$ -

As of June 30, 2026 and December 31, 2025, the Corporation had gross deferred tax assets of \$4,752 and \$259,081, respectively, primarily attributable to net operating loss carryforwards. The Corporation maintained a full valuation allowance against its deferred tax assets as of both reporting dates because, based on the weight of available evidence, management concluded that it was more likely than not that the deferred tax assets would not be realized.

The decrease in gross deferred tax assets between December 31, 2025 and June 30, 2026 was primarily attributable to the January 1, 2026 deconsolidation of Roguehog Corporation and its subsidiary, which resulted in the removal of deferred tax assets associated with those entities from the Corporation's unaudited consolidated financial statements. See Note 12, *Related-Party Transactions*, for additional information regarding the disposition.

The Corporation recognizes interest and penalties associated with uncertain income-tax positions, if any, as components of income-tax expense. The Corporation did not recognize any such interest or penalties during the three or six months ended June 30, 2026 or 2025.

Following the deconsolidation of Roguehog Corporation and its subsidiary on January 1, 2026, the Corporation ceased conducting taxable operations in Switzerland through those entities. The Corporation remains subject to potential examination by the applicable tax authorities for tax years in which it filed income-tax returns in the United States and Switzerland.

As of June 30, 2026 and December 31, 2025, the Corporation had no unrecognized tax benefits. Accordingly, the Corporation does not expect its unrecognized tax benefits to change materially during the next 12 months.

Note 9. Net Loss per Share

Basic net loss per share is computed by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period.

Diluted net loss per share is computed by dividing the net loss attributable to common stockholders by the weighted-average number of common stock outstanding during the period, including the potential dilutive effect of common stock equivalents. Although the Corporation had outstanding potentially dilutive securities during the periods presented, these were excluded from the computation of diluted net loss per share because their effect would have been anti-dilutive due to the Corporation's net loss position.

Correction of Previously Reported Amounts

In the Corporation's previously issued unaudited consolidated financial statements for the three months ended March 31, 2026, unvested RSAs subject to service-based vesting conditions were incorrectly included in the weighted-average number of common shares outstanding used to calculate basic and diluted net loss per share from their respective grant dates. Because the shares were subject to forfeiture until the applicable service conditions were satisfied, they should have been excluded from the basic weighted-average share count until vested. In addition, because the Corporation reported a net loss for the period, the potential common shares associated with the unvested RSAs should have been excluded from diluted net loss per share because their inclusion would have been antidilutive.

The Corporation evaluated the error in accordance with ASC 250, *Accounting Changes and Error Corrections*, and concluded that it was not material to the previously issued unaudited consolidated financial statements for the three months ended March 31, 2026. Although the error was not material, the Corporation revised the previously reported amounts to correct it. The correction had no effect on net loss, total assets, total liabilities, total stockholders' equity or cash flows.

The effect of the correction on the amounts previously reported for the three months ended March 31, 2026 was as follows:

	Previously Reported	Adjustment	Revised
Weighted-average shares – basic and diluted	613,655,000	(53,350,000)	560,305,000
Net loss per share – basic and diluted	\$ (0.00216)	\$ (0.00020)	\$ (0.00236)

The revised amounts will be reflected whenever the financial statements for the three months ended March 31, 2026 are included as comparative information in subsequently issued financial statements.

For the three and six months ended June 30, 2026, weighted-average potential common shares of 45,387,000 and 49,369,000, respectively, associated with unvested RSAs were excluded from the computation of diluted net loss per share because their inclusion would have been antidilutive. For the corresponding periods in 2025, weighted-average potential common shares of 39,050,000 and 35,225,000, respectively, associated with unvested RSAs were excluded for the same reason.

The following table presents the computation of basic and diluted net loss per share for the three and six months ended June 30, 2026 and 2025:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Numerator:				
Net Loss Attributable to Common Stockholders	\$ (84,128)	\$ (31,214)	\$ (1,408,882)	\$ (67,476)
Denominator:				
Weighted-Average Common Shares Outstanding – Basic	570,018,000	551,255,000	565,161,000	549,830,000
Effect of Dilutive Securities	-	-	-	-
Weighted-Average Common Shares Outstanding – Diluted	570,018,000	551,255,000	565,161,000	549,830,000
Net Loss per Share Attributable to Common Stockholders:				
Basic	\$ (0.00015)	\$ (0.00006)	\$ (0.00249)	\$ (0.00012)
Diluted	\$ (0.00015)	\$ (0.00006)	\$ (0.00249)	\$ (0.00012)

Note 10. Statement of Cash Flows

Supplemental Non-Cash Investing and Financing Activities

During the six months ended June 30, 2026, the Corporation sold all of its ownership interest in Roguehog Corporation, formerly a wholly owned subsidiary, to a related party for nominal consideration of \$1. The consideration was settled through a \$1 reduction in the amount due to the related party; accordingly, no cash proceeds were received. The transaction was therefore excluded from the investing activities presented in the consolidated statement of cash flows as a non-cash investing activity.

Note 11. Commitments and Contingencies

Contractual Obligations

The Corporation had no contractual commitments as of June 30, 2026 and 2025.

Legal Proceedings

The Corporation is involved in legal proceedings, claims, and regulatory matters that arise in the ordinary course of business. These matters include, but are not limited to, contractual disputes, employment-related claims, regulatory compliance matters, and other business-related issues. The Corporation evaluates such matters on an ongoing basis and, in consultation with legal counsel, determines whether a liability should be recognized in the unaudited consolidated financial statements in accordance with ASC 450, *Contingencies*.

During prior periods, a labor-related legal proceeding was initiated in Switzerland against Roguehog Corporation, a Delaware corporation that was, at the time of initiation, a separate entity and was subsequently acquired by the Corporation as part of a reorganization. The matter remained with Roguehog Corporation throughout the period in which it was a wholly owned subsidiary of the Corporation and prior to its disposal effective January 1, 2026.

Following the disposal of Roguehog Corporation, the Corporation does not retain any guarantees, indemnification obligations, or other continuing involvement with respect to this matter, and all related rights and obligations remain with the disposed entity.

Accordingly, no liability has been recorded in the Corporation's unaudited consolidated financial statements as of June 30, 2026.

While legal proceedings are inherently uncertain, the Corporation does not expect that the resolution of this matter will have a material impact on its consolidated financial position, results of operations, or cash flows.

Non-Income Tax Matters

The Corporation is subject to non-income taxes, including sales and use, payroll, property, franchise and other taxes, in the jurisdictions in which it operates. Non-income-tax laws and regulations are complex and subject to varying interpretations, and the Corporation may be subject to examinations by tax authorities that could result in assessments of additional taxes, interest and penalties. As of June 30, 2026, the Corporation was not subject to any material examination concerning non-income taxes and had not recognized any material liability for non-income-tax contingencies.

Indemnification

In the ordinary course of business, the Corporation may enter into agreements that include standard indemnification provisions with customers, partners, suppliers, and vendors. These provisions may require the Corporation to indemnify such parties for losses

or claims arising from its services, breach of representations or covenants, intellectual property infringement, or other matters. Such indemnities are typically limited in duration and amount.

The Corporation also provides indemnification to its directors and officers to the maximum extent permitted under applicable law and its certificate of incorporation and bylaws, which generally include advancement of defense costs and indemnification for judgments, settlements, and related expenses incurred in connection with their service to the Corporation.

During the six months ended June 30, 2026 and the year ended December 31, 2025, the Corporation did not incur any material costs related to its indemnification obligations. As of June 30, 2026 and December 31, 2025, the Corporation had not recognized any material liabilities related to such obligations in its unaudited consolidated financial statements. The potential amount of future payments under these arrangements cannot be reasonably estimated because of the nature of the indemnification provisions and the absence of prior claims. The Corporation monitors its exposure and evaluates whether recognition or disclosure of a loss contingency is required under U.S. GAAP.

Note 12. Related-Party Transactions

Disposition of Roguehog Corporation

Effective January 1, 2026, the Corporation sold all of its ownership interest in Roguehog Corporation to Jacques Fourie, a director, the Chief Executive Officer and President of the Corporation, and a beneficial owner of more than 10% of the Corporation's outstanding common stock. Immediately before the disposition, Roguehog Corporation was a wholly owned subsidiary of the Corporation.

Roguehog Corporation was acquired in connection with the Corporation's reorganization in September 2024. Following its acquisition, Roguehog Corporation became dormant and had no material operations at the disposition date. The disposition was undertaken to streamline the Corporation's organizational structure and eliminate a dormant subsidiary.

The transaction was reviewed by the Audit Committee and approved by the Board of Directors. The sale price was nominal consideration of \$1, which was settled through a \$1 reduction in the amount due to Mr. Fourie. Accordingly, no cash proceeds were received. The transaction did not include any contingent consideration.

Upon completion of the transaction, the Corporation ceased to control and consolidate Roguehog Corporation. All intercompany balances and transactions between the Corporation and Roguehog Corporation were eliminated through the disposition date. The Corporation did not retain any ownership interest in Roguehog Corporation and has no continuing involvement in, guarantees of, indemnification obligations to, or other continuing financial interests in Roguehog Corporation.

The following table summarizes the calculation of the loss recognized upon deconsolidation:

Description	Amount
Investment in Subsidiary	\$ 444,550
Forgiveness of Related-Party Balances Recognized as a Capital Contribution	794,975
Consideration Received	(1)
Loss on Deconsolidation	\$ 1,239,525

The Corporation recognized a loss on deconsolidation of \$1,239,525 during the three months ended March 31, 2026. Accordingly, the loss is included in the consolidated statement of operations for the six months ended June 30, 2026 but not in the results for the three months ended June 30, 2026.

Related Equity Adjustment

Contemporaneously with, but separately from, the disposition, Mr. Fourie irrevocably and unconditionally forgave \$794,975 of related-party balances owed to him by the Corporation, consisting principally of accrued compensation and other amounts payable to him. Mr. Fourie received no consideration in exchange for the forgiveness, and the forgiven balances did not constitute consideration for his acquisition of Roguehog Corporation. Based on the written terms of the forgiveness and Mr. Fourie's express designation of the forgiveness as a capital contribution, the Corporation concluded that he acted in his capacity as a stockholder. Accordingly, the Corporation derecognized the related liabilities and recognized a corresponding \$794,975 increase in additional paid-in capital in accordance with ASC 505, *Equity*.

The effects recognized in connection with the transaction were as follows:

Effect Recognized	Financial-Statement Classification	Amount
Loss on Deconsolidation	Consolidated Statement of Operations	\$ 1,239,525
Related Equity Adjustment	Additional Paid-In Capital	\$ 794,975

The loss recognized in earnings and the adjustment recognized in additional paid-in capital represent separate accounting effects and have therefore not been combined into a single "total accounting impact."

Other Related-Party Transactions

As of June 30, 2026, the Corporation owed Jacques Fourie \$3,500 for advances made to the Corporation in his capacity as a director and stockholder. The related-party loan is unsecured, non-interest-bearing and payable on demand. The amount is included in current liabilities in the consolidated balance sheet and is separately presented in Note 6. The \$1 consideration for the disposition of Roguehog Corporation was settled through a corresponding reduction in the amount owed to Mr. Fourie.

Except for the transactions and balances disclosed in this note and elsewhere in these unaudited consolidated financial statements, the Corporation had no other material related-party transactions during the three and six months ended June 30, 2026.

Note 13. Employee Benefit Plan

The Corporation did not sponsor or maintain any employee benefit plans subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) or any other formal employee benefit plans during the three and six months ended June 30, 2026, and during the year ended December 31, 2025.

Note 14. Segment Information and Operations by Geographic Area

The Corporation has a single operating segment and reporting unit structure. The Corporation's Chief Executive Officer, who serves as the chief operating decision-maker, reviews financial information on a consolidated basis for the purpose of allocating resources and evaluating financial performance. Accordingly, the Corporation has determined that it operates as a single reportable segment.

Revenue

The Corporation is in the development stage and has not generated revenue to date. It operates within a single operating segment and a single geographic area.

Property and Equipment, Net

As of June 30, 2026 and December 31, 2025, the Corporation did not have any material property and equipment. Accordingly, no related amounts are presented in the consolidated balance sheets.

Note 15. Subsequent Events

The Corporation evaluated subsequent events through October 1, 2026, the date the unaudited consolidated financial statements were available to be issued, for events requiring recognition or disclosure under ASC 855, *Subsequent Events*. No significant events have occurred subsequent to June 30, 2026, that require adjustment or disclosure in the unaudited consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited consolidated financial statements and accompanying notes included in Item 1, *Unaudited Consolidated Financial Statements*, of this Quarterly Report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those discussed below due to various factors, including but not limited to those identified in this section and those discussed under *Risk Factors* elsewhere in this Quarterly Report.

Overview and Highlights of Quarterly Results

The Corporation was pre-revenue for the three and six months ended June 30, 2026, respectively, and for the three and six months ended June 30, 2025, respectively.

Net loss was \$84,128 and \$1,408,882 for the three and six months ended June 30, 2026, respectively, compared to net loss of \$31,214 and \$67,476 for the three and six months ended June 30, 2025, respectively.

Loss from operations was \$84,132 and \$169,361 for the three and six months ended June 30, 2026, respectively, compared to loss from operations of \$62,733 and \$118,266 for the three and six months ended June 30, 2025, respectively.

Cash and cash equivalents totaled \$150 as of June 30, 2026.

Results of Operations

The following tables set forth our statements of operations data for each of the periods presented:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Revenue	\$ -	\$ -	\$ -	\$ -
Costs and Expenses:				
Cost of Revenue	(125)	-	(250)	-
Research and Development	(9,000)	(23,576)	(18,000)	(45,267)
Sales and Marketing	(12,000)	-	(24,000)	-
General and Administrative	(63,007)	(39,157)	(127,111)	(72,999)
Total Costs and Expenses	(84,132)	(62,733)	(169,361)	(118,266)
Loss from Operations	(84,132)	(62,733)	(169,361)	(118,266)
Interest Expense, Net	-	(30)	-	(30)
Foreign Exchange Gain, Net	-	18,041	-	23,913
Loss on Deconsolidation	-	-	(1,239,525)	-
Other Income, Net	4	503	4	819
Loss Before Income Taxes	(84,128)	(44,219)	(1,408,882)	(93,564)
Benefit from Income Taxes	-	13,005	-	26,088
Net Loss	\$ (84,128)	\$ (31,214)	\$ (1,408,882)	\$ (67,476)
Net Loss per Share Attributable to Common Stockholders:				
Basic	\$ (0.00015)	\$ (0.00006)	\$ (0.00249)	\$ (0.00012)
Diluted	\$ (0.00015)	\$ (0.00006)	\$ (0.00249)	\$ (0.00012)
Weighted-Average Shares Used to Compute Net Loss per Share Attributable to Common Stockholders:				
Basic	570,018,000	551,255,000	565,161,000	549,830,000
Diluted	570,018,000	551,255,000	565,161,000	549,830,000

Revenue

No revenue was generated for the three and six months ended June 30, 2026, respectively, and for the three and six months ended June 30, 2025, respectively.

Cost of Revenue

Cost of revenue consists primarily of direct personnel and third-party costs associated with data collection, processing and the delivery of the Corporation's products and services. Cost of revenue may also include data-procurement costs, software and hosting expenses, third-party service fees and other costs directly attributable to revenue-generating activities.

	Three Months Ended			Six Months Ended		
	June 30,			June 30,		
	2026	2025	% Change	2026	2025	% Change
Cost of Revenue	\$ 125	\$ -	- %	\$ 250	\$ -	- %
Cost of Revenue as a Percentage of Revenue	- %	- %		- %	- %	

Cost of revenue increased by \$125 and \$250 for the three and six months ended June 30, 2026, respectively, compared with the corresponding periods in 2025. The increases were primarily attributable to direct personnel costs associated with data-collection and processing activities undertaken to support the Corporation's revenue-generating operations. Cost of revenue remained minimal because the Corporation did not generate material revenue during the periods presented.

The Corporation expects cost of revenue to increase in absolute dollar terms as it expands its operations and revenue-generating activities.

Research and Development

Research and development expenses consist primarily of personnel-related costs, including salaries, benefits and stock-based compensation for employees engaged in engineering, product development and related technical functions. Research and development expenses may also include costs associated with software development, product testing, prototype development, consulting services, tools, technology infrastructure, and allocated facilities and overhead.

	Three Months Ended			Six Months Ended		
	June 30,			June 30,		
	2026	2025	% Change	2026	2025	% Change
Research and Development	\$ 9,000	\$ 23,576	(61.8 %)	\$ 18,000	\$ 45,267	(60.2 %)
Research and Development as a Percentage of Revenue	- %	- %		- %	- %	

Research and development expenses decreased by \$14,576, or 61.8%, and \$27,267, or 60.2%, for the three and six months ended June 30, 2026, respectively, compared with the corresponding periods in 2025. The decreases were primarily attributable to the January 1, 2026 deconsolidation of Roguehog Corporation, which had previously performed certain of the Corporation's product-development activities through its Swiss-based operations, whose functional currency was the Swiss franc.

The Corporation continues to evaluate key areas of investment in research and development to support our innovation efforts and strategic priorities. We expect research and development expenses to fluctuate as a percentage of revenue and increase in absolute U.S. dollar terms over time as our operations evolve.

Sales and Marketing

Sales and marketing expenses consist primarily of personnel-related costs, including salaries, commissions, benefits and stock-based compensation for employees engaged in sales, sales support, business development, media, marketing, corporate communications and customer-service functions. Sales and marketing expenses may also include advertising, market research, trade shows, branding, public relations, amortization of acquired intangible assets, allocated facilities costs and other supporting overhead.

	Three Months Ended			Six Months Ended		
	June 30,			June 30,		
	2026	2025	% Change	2026	2025	% Change
Sales and Marketing	\$ 12,000	\$ -	- %	\$ 24,000	\$ -	- %
Sales and Marketing as a Percentage of Revenue	- %	- %		- %	- %	

Sales and marketing expenses were \$12,000 and \$24,000 for the three and six months ended June 30, 2026, respectively, compared with no sales and marketing expenses during the corresponding periods in 2025. The increases were primarily attributable to the initiation of marketing and business-development activities during 2026.

The Corporation continues to evaluate its sales and marketing activities to ensure that its expenditures are aligned with its strategic priorities and objectives. The Corporation expects sales and marketing expenses to increase in absolute dollar terms as it expands its marketing and business-development activities and to vary as a percentage of revenue over time.

General and Administrative

General and administrative expenses consist primarily of personnel-related costs, including salaries, benefits and stock-based compensation for employees and service providers performing executive, administrative, finance, human-resources, legal, technology and other corporate functions. General and administrative expenses also include professional service costs, such as legal, accounting and consulting fees, as well as facilities expenses and other supporting overhead not allocated to other functions.

	Three Months Ended			Six Months Ended		
	June 30,			June 30,		
	2026	2025	% Change	2026	2025	% Change
General and Administrative	\$ 63,007	\$ 39,157	60.9 %	\$ 127,111	\$ 72,999	74.1 %
General and Administrative as a Percentage of Revenue	- %	- %		- %	- %	

General and administrative expenses increased by \$23,850, or 60.9%, and \$54,112, or 74.1%, for the three and six months ended June 30, 2026, respectively, compared with the corresponding periods in 2025. The increases were primarily attributable to higher administrative costs incurred to support the Corporation's business operations and increased personnel-related expenses, including stock-based compensation associated with restricted stock awards.

The Corporation continues to evaluate its investment in general and administrative functions to ensure an appropriate level of support for its operational priorities. The Corporation expects general and administrative expenses to increase in absolute dollar terms as its operations expand and to vary as a percentage of revenue over time.

Interest Expense, Net

Interest income consists primarily of interest earned on cash and cash equivalents held with financial institutions. Interest expense consists primarily of interest incurred on outstanding debt obligations and other financing arrangements.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Interest Expense, Net	\$ -	\$ 30	\$ -	\$ 30

Net interest expense decreased by \$30 for both the three and six months ended June 30, 2026 compared with the corresponding periods in 2025. The decreases were attributable to the absence of interest-bearing obligations during the 2026 periods.

The Corporation continues to monitor interest-rate trends and its financing arrangements as part of its capital-management strategy.

Foreign Exchange Gain, Net

Foreign exchange gains and losses arise primarily from the remeasurement of monetary assets and liabilities denominated in currencies other than an entity's functional currency and from realized gains and losses on foreign-currency transactions. These amounts are affected by movements in foreign exchange rates and the composition of the Corporation's foreign-currency-denominated balances.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Foreign Exchange Gain, Net	\$ -	\$ 18,041	\$ -	\$ 23,913

The Corporation recognized no net foreign exchange gain or loss for the three and six months ended June 30, 2026, compared with net foreign exchange gains of \$18,041 and \$23,913 for the corresponding periods in 2025, respectively. The decreases were primarily attributable to the January 1, 2026 deconsolidation of Roguehog Corporation, through which the Corporation had previously conducted Swiss-based operations with the Swiss franc as the functional currency. The deconsolidation eliminated the foreign-currency exposure associated with those operations. See Note 12, *Related-Party Transactions*, to the unaudited consolidated financial statements.

Following the deconsolidation of Roguehog Corporation, the Corporation no longer conducts foreign-currency-denominated operations and does not currently expect to recognize material foreign exchange gains or losses. The Corporation will continue to monitor its foreign-currency exposure as its business activities evolve.

Loss on Deconsolidation

During the six months ended June 30, 2026, the Corporation recognized a loss on deconsolidation of \$1,239,525 in connection with the sale of all of its ownership interest in Roguehog Corporation, formerly a wholly owned subsidiary, to a related party. The disposition was effective January 1, 2026, and was undertaken to streamline the Corporation's organizational structure and eliminate a dormant subsidiary. Because the loss was recognized during the first quarter of 2026, no loss on deconsolidation was recognized during the three months ended June 30, 2026.

The loss resulted primarily from the difference between the carrying amount of Roguehog Corporation's net assets derecognized and the nominal consideration of \$1. The consideration was settled through a corresponding reduction in the amount owed to the related party; accordingly, no cash proceeds were received. For additional information, see Note 12, *Related-Party Transactions*, to the unaudited consolidated financial statements.

Other Income, Net

Other income, net consists of rewards earned through the Corporation's financial accounts and payment-card activity.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Other Income, Net	\$ 4	\$ 503	\$ 4	\$ 819

Other income, net decreased by \$499 and \$815 for the three and six months ended June 30, 2026, respectively, compared with the corresponding periods in 2025. The decreases were attributable to lower rewards earned through the Corporation's financial accounts and payment-card activity during the 2026 periods.

Benefit from Income Taxes

For interim reporting periods, the Corporation calculates its income-tax provision or benefit by applying an estimated annual effective tax rate to year-to-date ordinary income or loss and recognizing the tax effects of discrete items in the period in which they occur. If the Corporation cannot reliably estimate its annual effective tax rate, it calculates its interim income-tax provision or benefit using the actual effective tax rate for the year-to-date period.

The U.S. federal statutory corporate income-tax rate was 21% for the three and six months ended June 30, 2026 and 2025. The Corporation's effective tax rate was 0% for the three and six months ended June 30, 2026 because no income-tax benefit was recognized on its pretax losses. The Corporation maintained a full valuation allowance against its net deferred tax assets because management concluded that it was not more likely than not that those assets would be realized.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2026	2025	2026	2025
Benefit from Income Taxes	\$ -	\$ 13,005	\$ -	\$ 26,088

The Corporation recognized no benefit from income taxes for the three and six months ended June 30, 2026, compared with income-tax benefits of \$13,005 and \$26,088 for the corresponding periods in 2025, respectively. The decreases were primarily attributable to the full valuation allowance maintained against the Corporation's net deferred tax assets during 2026.

The Corporation's effective tax rate may be affected by several factors, including the jurisdictions in which income or losses arise, changes in valuation allowances, changes in tax laws and rates, nondeductible expenses, tax examinations, changes in the Corporation's legal or operating structure, and discrete items recognized during a reporting period.

Liquidity and Capital Resources

	Six Months Ended	
	June 30,	
	2026	2025
Net Loss	\$ (1,408,882)	\$ (67,476)
Net Cash Provided by Operating Activities	\$ 111	\$ 85,232
Net Cash Provided by Investing Activities	\$ -	\$ -
Net Cash Provided by Financing Activities	\$ -	\$ 5,000
Effect of Foreign Exchange Rate Changes on Cash and Cash Equivalents	\$ -	\$ (89,930)

The Corporation's principal source of liquidity is its cash and cash equivalents. As of June 30, 2026, the Corporation had cash and cash equivalents of \$150.

The Corporation's ability to satisfy its working-capital requirements and fund its planned activities depends on obtaining additional capital from stockholders or other financing sources. The Corporation is pursuing additional stockholder investments; however, no assurance can be provided that additional financing will be available when required or on acceptable terms.

Operating Activities

Cash flows from operating activities consist of net loss adjusted for noncash items, including stock-based compensation, depreciation and amortization, deferred income taxes, the loss on deconsolidation, and changes in operating assets and liabilities.

For the six months ended June 30, 2026, net cash provided by operating activities was \$111, a decrease of \$85,121 from \$85,232 during the corresponding period in 2025. Net cash provided by operating activities during the 2026 period consisted of a net loss of \$1,408,882, adjusted for noncash expenses and other noncash adjustments totaling \$1,404,025 and net cash provided by changes in operating assets and liabilities of \$4,968. The non-cash adjustments primarily included the loss on deconsolidation and stock-based compensation.

For the six months ended June 30, 2025, net cash provided by operating activities was \$85,232. This amount consisted of a net loss of \$67,476, adjusted for non-cash expenses and other non-cash adjustments totaling \$35,912 and net cash provided by changes in operating assets and liabilities of \$116,796.

The Corporation expects its operating cash flows to fluctuate as a result of changes in operating expenses, working-capital requirements and the timing of payments and collections. For additional information regarding the risks affecting the Corporation's liquidity, see Part II, Item 1A, *Risk Factors*.

Investing Activities

The Corporation's investing activities may include purchases of property and equipment, including computer and related equipment.

No cash was provided by or used in investing activities during the six months ended June 30, 2026 or 2025. The January 1, 2026 disposition of Roguehog Corporation was a noncash investing activity because the nominal consideration of \$1 was settled through a corresponding reduction in the amount owed to the related-party purchaser. Accordingly, the transaction did not result in cash proceeds or cash used in investing activities.

Financing Activities

The Corporation's financing activities may include issuance of common stock for cash, proceeds from the exercise of stock-based awards, and loans or advances from directors and stockholders.

No cash was provided by or used in financing activities during the six months ended June 30, 2026, compared with \$5,000 of net cash provided by financing activities during the corresponding period in 2025. The decrease was attributable to the absence of cash proceeds from share issuances during the 2026 period.

Contractual Obligations

As of June 30, 2026, the Corporation did not have any material contractual obligations.

Off-Balance Sheet Arrangements

As of June 30, 2026, the Corporation did not have any off-balance sheet arrangements.

Significant Accounting Policies

The Corporation prepares its unaudited consolidated financial statements in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities. Management bases its estimates on historical experience, currently available information and other assumptions it considers reasonable under the circumstances. Management evaluates its estimates and assumptions on an ongoing basis. Actual results could differ materially from those estimates.

For information regarding the Corporation's significant accounting policies, see Note 2, *Summary of Significant Accounting Policies*, to the unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

Critical Accounting Estimates

The Corporation's critical accounting estimates are those made in accordance with U.S. GAAP that involve a significant degree of estimation uncertainty and have had, or are reasonably likely to have, a material effect on its financial condition or results of operations. Management considers the estimates discussed below to be critical.

Stock-Based Compensation

The Corporation measures equity-classified stock-based awards granted to directors, officers, employees and non-employee service providers at fair value on the grant date and recognizes compensation expense over the applicable requisite service period.

Because the Corporation's common stock is not publicly traded, determining the grant-date fair value of restricted stock awards requires management to estimate the fair value of the underlying common stock. In making this determination, management considers available information regarding the Corporation's financial condition, operating results, business prospects, recent arm's-length transactions involving its common stock, the rights and preferences of its securities, market conditions and other relevant factors.

Changes in the estimated fair value of the Corporation's common stock could materially affect the grant-date fair value of stock-based awards and the amount of compensation expense recognized in current and future periods. Once the grant-date fair value of an equity-classified award has been established, subsequent changes in the estimated fair value of the underlying common stock generally do not affect the measurement of that award.

Deferred Tax Assets and Valuation Allowance

The Corporation evaluates its deferred tax assets at each reporting date to determine whether a valuation allowance is required. A valuation allowance is recognized when, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

This evaluation requires significant judgment and considers both positive and negative evidence, including historical operating results, cumulative losses, expectations regarding future taxable income, the expected timing of reversals of existing temporary differences, available loss carryforward periods and prudent and feasible tax-planning strategies. Greater weight is given to objectively verifiable evidence, such as cumulative losses, than to subjective evidence, such as projections of future taxable income.

Changes in the facts and circumstances considered by management could result in a material change in the valuation allowance. Any change in the valuation allowance would generally be recognized through income-tax expense or benefit and could materially affect the Corporation's results of operations and effective tax rate.

For additional information regarding the Corporation's significant accounting policies, see Note 2, *Summary of Significant Accounting Policies*, to the unaudited consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Corporation is exposed to market risks in the ordinary course of business, including foreign currency exchange rate fluctuations.

Foreign Currency Exchange Risk

Transaction Exposure

The Corporation may from time to time incur expenses or enter into transactions denominated in foreign currencies, which exposes it to exchange rate fluctuations. Changes in foreign currency exchange rates may affect operating expenses and other transactions when translated into U.S. dollars.

Additionally, the Corporation's results of operations may be affected by foreign currency transaction gains and losses arising from the remeasurement and settlement of monetary assets and liabilities denominated in currencies other than the applicable entity's functional currency. The Corporation recognized no net foreign currency transaction gain or loss during the three months ended June 30, 2026, compared with a net gain of \$18,041 during the corresponding period in 2025. The 2025 gain related primarily to operations that were subsequently deconsolidated effective January 1, 2026.

Translation Exposure

The Corporation is no longer exposed to foreign currency risks associated with the operations of the Swiss branch of Roguehog Corporation following the deconsolidation of Roguehog Corporation effective January 1, 2026. As a result, the Corporation's exposure to foreign currency transaction gains and losses has been significantly reduced as of June 30, 2026.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2026, in accordance with Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed with or submitted to the U.S. Securities and Exchange Commission ("SEC") under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the SEC's rules and forms. These controls also ensure that information is communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

Management recognizes that any system of disclosure controls and procedures has inherent limitations and can provide only reasonable assurance that its objectives will be achieved.

Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2026, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

Effective January 1, 2026, the Corporation deconsolidated Roguehog Corporation following its disposal to a related party. This transaction resulted in the removal of a previously consolidated subsidiary from the Corporation's financial reporting structure. Other than this change, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as required by Rules 13a-15(d) and 15d-15(d) under the Exchange Act.

Cybersecurity Considerations

Management considers information technology and cybersecurity risks as part of the Corporation's overall system of internal control over financial reporting and disclosure controls and procedures. The Corporation has not identified any cybersecurity incidents or risks during the period covered by this Quarterly Report that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting or disclosure controls and procedures.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to legal proceedings, claims, investigations, and government inquiries that arise in the ordinary course of business. These matters may include individual and class action litigation, as well as administrative proceedings, involving issues such as:

- Data offered on our platforms
- Intellectual property disputes
- Privacy and data protection compliance
- Securities regulations
- Employment-related claims
- Contractual rights and obligations

Legal risks may be heightened in jurisdictions outside the United States, where liability for data transactions may be uncertain and legal protections may be more limited than in the U.S. We may need to engage in litigation in the future to defend ourselves, protect our customers, or establish our rights.

For additional details, refer to *Legal Proceedings* in Note 10 of the accompanying notes to the unaudited consolidated financial statements, which is incorporated herein by reference.

The outcomes of these legal proceedings, claims, investigations, and government inquiries cannot be predicted with certainty. We may be exposed to losses exceeding any amounts accrued. Additionally, litigation – regardless of the outcome – may adversely affect our business due to defense and settlement costs, diversion of management resources, reputational impact, and other related factors.

Item 1. A. Risk Factors

Investing in our common stock involves a high degree of risk. We are an early-stage technology company, and our business, prospects, financial condition, and results of operations are subject to numerous uncertainties and risks. You should carefully consider the risks and uncertainties described below, together with all other information contained in this Quarterly Report, including *Management's Discussion and Analysis of Financial Condition and Results of Operations* and our unaudited consolidated financial statements and related notes, before making an investment decision.

Our limited operating history, evolving business model, dependence on new technologies, and the competitive and rapidly changing markets in which we operate make it difficult to evaluate our current business and future prospects. The risks described below are not the only risks we face. Additional risks and uncertainties not presently known to us, or that we currently believe to be immaterial, may also materially and adversely affect our business, financial condition, results of operations, cash flows, and growth prospects.

If any of these risks occur, our business could be harmed, and the value of our common stock could decline, potentially resulting in the loss of all or part of your investment.

Risk Factor Summary

Our business is subject to numerous risks and uncertainties, many of which are beyond our control, that could materially and adversely affect our business, financial condition, results of operations, cash flows, and prospects. These risks include, but are not limited to, the following:

Business and Operational Risks

- Our limited operating history and evolving multi-platform business model make it difficult to evaluate our current performance and future prospects.
- Our ability to attract, retain, and expand customers, data contributors, and strategic partners.
- Intense competition from established data analytics providers, telematics companies, AI-driven analytics platforms, and emerging technology startups.
- Our ability to successfully develop, launch, and monetize new applications, platforms, and AI-enabled products.
- Dependence on key executives, technical personnel, and the ability to hire and retain highly skilled employees and independent contractors.
- Challenges in maintaining and enhancing our brand reputation and market credibility.
- Disruptions to our operations caused by catastrophic events, infrastructure failures, or third-party service interruptions.
- Risks associated with international expansion, including regulatory complexity, localization challenges, geopolitical instability, and foreign exchange fluctuations.
- Reliance on third-party cloud infrastructure, data providers, and service partners.

Cybersecurity and Data Risks

- Cybersecurity threats, including ransomware attacks, phishing schemes, distributed denial-of-service (DDoS) attacks, malware, and other malicious intrusions.
- Unauthorized access to, or breaches of, dashcam-derived data, or other sensitive information.
- Vulnerabilities in our AI models, data pipelines, software systems, or third-party integrations.
- Data corruption, loss, or system outages that could impair our ability to deliver products and services.

- Increasing sophistication of cyber threats and the potential insufficiency of our cybersecurity measures.
- Reputational harm, regulatory penalties, contractual liability, and litigation resulting from data security incidents.

Technology and Artificial Intelligence Risks

- Our ability to scale and optimize our technology infrastructure to support increasing data volumes and product complexity.
- Risks inherent in the development, deployment, and reliance on AI and ML models, including model inaccuracies, bias, explainability challenges, and evolving regulatory scrutiny.
- Potential failures or delays in integrating new technologies into our platforms.
- Compliance risks associated with the use of open-source software.
- Risks related to protecting our proprietary technology, algorithms, and data assets.

Regulatory and Legal Risks

- Compliance with evolving U.S. and international data privacy, cybersecurity, and data protection laws and regulations.
- Increased regulatory scrutiny of AI systems, automated decision-making tools, and data aggregation practices.
- Legal liability arising from the use, interpretation, or reliance on our data products by customers.
- Exposure to regulatory investigations, enforcement actions, fines, and litigation.
- Changes in insurance, telematics, automotive, or cross-border data transfer regulations that may impact our business model.
- Risks associated with maintaining effective disclosure controls and internal control over financial reporting.

Financial and Capital Risks

- Historical operating losses and the potential inability to achieve or sustain profitability.
- The need for additional capital to fund operations, growth initiatives, and technology development.
- Revenue volatility and difficulty forecasting due to evolving customer adoption and market conditions.
- Risks associated with acquisitions, investments, and strategic transactions, including integration challenges.
- Exposure to changes in tax laws and the potential limitation of net operating loss carryforwards.
- Potential impairment of goodwill or intangible assets.

Governance and Capital Market Risks

- Volatility in the value of our common stock.
- Provisions in our governing documents and Delaware law that could deter or delay a change in control.
- Concentration of ownership or influence by significant stockholders or management.
- Limited public market history for our common stock.

Business and Operational Risks

Our limited operating history and evolving multi-platform business model make it difficult to evaluate our current performance and future prospects.

We are an early-stage technology company with a limited operating history and an evolving multi-platform business strategy. As we continue to develop and expand our platforms, products, and services, it is difficult to forecast our future results, customer adoption rates, revenue growth, or long-term viability. Our historical results may not be indicative of future performance. Factors that may make it difficult to evaluate our business and prospects include:

- Limited historical financial and operating data upon which to base projections.
- An evolving business model that includes the development of multiple platforms and AI-enabled products.
- Uncertainty regarding market acceptance of new or expanded offerings.
- Rapid changes in technology, data analytics, and customer expectations.
- The need to continuously refine our monetization strategies.
- Potential shifts in regulatory requirements affecting our business model.

If we are unable to effectively manage our growth and evolving operations, our business, financial condition, and operating results may be materially and adversely affected.

If we fail to attract, retain, and grow our customer base, data contributors, and strategic partners, our revenue and business may be adversely affected.

Our long-term success depends on our ability to attract and retain customers, data contributors, and strategic partners. Our revenue model relies significantly on subscriptions, licensing, and enterprise relationships. Several factors could negatively affect our ability to grow and retain these relationships, including:

- Failure to clearly demonstrate the value and accuracy of our data and analytics.
- Customer budget constraints or macroeconomic pressures.
- Concerns related to privacy, cybersecurity, or regulatory compliance.
- Non-renewals, contract terminations, or renegotiated pricing.
- Inability to provide high-quality customer support or maintain service levels.
- Reduced engagement from data contributors or strategic partners.
- Increased competition offering alternative or lower-cost solutions.

If we are unable to maintain and expand these relationships, our revenue growth and operating results could be materially harmed.

If we are unable to compete effectively in highly competitive markets, our business and operating results could be harmed.

We operate in competitive and rapidly evolving markets, including automotive data analytics, telematics, AI-driven analytics, and enterprise data services. Competition may increase as new entrants emerge and existing competitors expand their offerings. Competitive pressures may arise from:

- Larger, well-capitalized competitors with greater brand recognition.
- Competitors offering broader product suites or integrated ecosystems.
- Price competition or bundled service offerings.
- Rapid technological advancements by competitors.
- Strategic partnerships or consolidation among competitors.

Failure to compete effectively could result in reduced market share, lower pricing, and diminished revenue.

If we fail to successfully develop, launch, and monetize new applications, platforms, and AI-enabled products, our growth may be limited.

Our strategy includes the development and commercialization of new platforms, applications, and AI-driven capabilities. Our ability to generate revenue depends in part on successful product innovation and adoption. Challenges that could affect our ability to execute this strategy include:

- Delays in product development or feature deployment.
- Technical limitations or scalability issues.
- Insufficient market demand for new offerings.
- Inability to effectively price or monetize new products.
- Regulatory or compliance constraints affecting AI-enabled solutions.
- Competitive products entering the market more quickly.

If we are unable to successfully innovate and commercialize new offerings, our business and financial performance could be adversely affected.

If we fail to hire, retain, and motivate key executives, technical personnel, and skilled employees and contractors, our business may suffer.

Our success depends on attracting and retaining qualified personnel, including executives, engineers, data scientists, AI specialists, and business development professionals. Competition for talent in the technology sector is intense. Risks include:

- Inability to offer competitive compensation or equity incentives.
- Loss of key executives or technical leaders.
- High employee turnover disrupting product development or operations.
- Difficulty recruiting specialized AI or data engineering talent.
- Challenges in managing remote or distributed teams.

Failure to retain or attract qualified personnel could disrupt operations and impair our ability to execute our strategy.

If our brand reputation or market credibility is harmed, our business and customer relationships may be adversely affected.

Trust and credibility are critical in the data and analytics industry. Any damage to our reputation could negatively impact customer acquisition and retention. Potential risks include:

- Negative publicity regarding data practices or security incidents.
- Perceived inaccuracies or limitations in our analytics.
- Ethical concerns regarding AI or data usage.
- Service disruptions or customer dissatisfaction.
- Public criticism from industry participants or media outlets.

Damage to our brand could materially reduce demand for our products and services.

Disruptions to our operations caused by catastrophic events, infrastructure failures, or third-party service interruptions could impair our ability to deliver services.

Our platforms depend on reliable cloud infrastructure, telecommunications networks, and third-party services. Disruptions could occur due to:

- Natural disasters, pandemics, or geopolitical conflicts.
- Power outages or data center failures.
- Ransomware attacks, cyber intrusions, or distributed denial-of-service attacks.
- Software defects or system misconfigurations.

- Interruptions in third-party service providers.

Operational disruptions could result in lost revenue, contractual penalties, reputational damage, and increased costs.

Risks associated with international expansion could adversely affect our growth and operations.

As we pursue international expansion, we face risks inherent in operating across multiple jurisdictions. These risks include:

- Compliance with foreign laws and regulations.
- Data localization and cross-border data transfer restrictions.
- Currency exchange rate fluctuations.
- Political instability or trade restrictions.
- Cultural and market differences affecting product adoption.

If we fail to successfully manage international operations, our expansion efforts and financial results may be adversely affected.

Our reliance on third-party cloud infrastructure, data providers, and service partners exposes us to operational and strategic risks.

We depend on third-party providers for hosting, infrastructure, data sourcing, and other critical services. Risks associated with this reliance include:

- Service outages or performance failures.
- Security vulnerabilities within third-party systems.
- Changes in pricing or contractual terms.
- Vendor insolvency or termination of services.
- Difficulty transitioning to alternative providers.

If our third-party service providers fail to perform as expected, our business, financial condition, and operating results could be materially harmed.

Cybersecurity and Data Risks

Cybersecurity threats, including ransomware attacks, phishing schemes, distributed denial-of-service (DDoS) attacks, malware, and other malicious intrusions, could materially disrupt our operations and harm our business.

We operate technology platforms that collect, process, store, and analyze significant volumes of data. As a result, we are a potential target for cybersecurity threats and malicious actors. Cyber incidents may originate from external attackers, internal actors, or sophisticated criminal organizations. The types of cybersecurity threats we face include:

- Ransomware attacks that could encrypt or disable critical systems and demand payment for restoration.
- Phishing schemes targeting employees, contractors, or executives to gain unauthorized system access.
- Distributed denial-of-service (DDoS) attacks designed to disrupt platform availability.
- Malware, spyware, or other malicious code introduced into our systems.
- Credential theft, social engineering, or insider threats.
- Attacks targeting third-party vendors or service providers connected to our systems.

Any successful cyberattack could result in operational disruption, financial loss, reputational damage, and regulatory exposure, which could materially and adversely affect our business and operating results.

Unauthorized access to, or breaches of, dashcam-derived data or other sensitive information could result in significant legal, financial, and reputational harm.

Our platforms process dashcam-derived data and other potentially sensitive information. Unauthorized access, disclosure, or misuse of such data could expose us to significant risk. Data breaches may occur due to malicious attacks, system vulnerabilities, human error, or third-party failures. Risks associated with data breaches include:

- Compromise of sensitive customer or contributor data.
- Violations of data privacy, cybersecurity, or consumer protection laws.
- Regulatory investigations, fines, or enforcement actions.
- Contractual liability to customers or business partners.
- Class action litigation or other legal proceedings.
- Loss of customer trust and reputational damage.

Any significant data breach could materially harm our business, financial condition, and operating results.

Vulnerabilities in our AI models, data pipelines, software systems, or third-party integrations could impair the reliability and security of our platforms.

Our technology infrastructure includes AI and ML models, complex data ingestion pipelines, cloud-based systems, and third-party integrations. These systems may contain undetected vulnerabilities or weaknesses that could be exploited by malicious actors or result in operational failures. Risks include:

- Coding errors or misconfigurations in AI models or software systems.
- Weaknesses in data validation or processing pipelines.
- Security flaws in third-party APIs, software libraries, or integrations.
- Inadequate access controls or authentication mechanisms.
- Delays in identifying or remediating vulnerabilities.

Exploitation of system vulnerabilities could result in data compromise, inaccurate analytics, service disruptions, or regulatory scrutiny, which could materially and adversely affect our business.

Data corruption, loss, or system outages could impair our ability to deliver products and services and negatively impact customer trust.

Our ability to provide reliable data and analytics depends on the continuous availability and integrity of our systems. Data corruption, accidental deletion, system outages, or infrastructure failures could disrupt our operations. Such disruptions may result from:

- Hardware failures, power outages, or network interruptions.
- Software defects or configuration errors.
- Failed system upgrades or migrations.
- Human error in system management or data handling.
- Third-party cloud or hosting service disruptions.

Extended outages or data integrity failures could lead to customer dissatisfaction, lost revenue, contractual penalties, and reputational harm.

The increasing sophistication of cyber threats may render our cybersecurity measures insufficient to protect our systems and data.

Cyber threats continue to evolve in sophistication, scale, and coordination. Despite our efforts to implement technical, administrative, and organizational safeguards, no cybersecurity program can eliminate all risk. Emerging risks include:

- Advanced persistent threats (APTs) conducted by organized criminal groups or nation-state actors.
- AI-assisted cyberattacks that bypass traditional detection methods.
- Zero-day vulnerabilities exploited before patches are available.
- Supply chain attacks targeting vendors or service providers.
- Rapidly evolving ransomware tactics and extortion schemes.

If our cybersecurity measures fail to prevent or detect such threats in a timely manner, our business and financial results could be materially harmed.

Reputational harm, regulatory penalties, contractual liability, and litigation resulting from data security incidents could materially and adversely affect our business.

A significant cybersecurity incident or data breach could expose us to substantial legal and financial consequences. Even if an incident does not result in confirmed data loss, public perception of a security weakness could damage our reputation. Consequences of data security incidents may include:

- Regulatory investigations and administrative penalties.
- Civil litigation, including class action lawsuits.
- Contractual indemnification obligations or customer claims.
- Increased cybersecurity insurance premiums or reduced coverage availability.
- Remediation costs, including forensic investigations and system enhancements.
- Long-term damage to customer trust and brand reputation.

Any of these consequences could materially and adversely affect our business, financial condition, and operating results.

Technology and Artificial Intelligence Risks

If we are unable to effectively scale and optimize our technology infrastructure to support increasing data volumes and product complexity, our business and operating results may be adversely affected.

Our platforms process and analyze growing volumes of data and incorporate increasingly complex analytical models and features. As our customer base expands and our products evolve, we must continuously enhance the scalability, performance, and reliability of our infrastructure. Challenges associated with scaling our technology include:

- Managing increased data ingestion, storage, and processing requirements.
- Ensuring system performance and low latency as customer demand grows.
- Maintaining uptime and reliability across distributed cloud environments.
- Upgrading or replacing legacy systems without disrupting services.
- Controlling infrastructure and cloud hosting costs as data volumes expand.
- Recruiting and retaining technical personnel capable of supporting complex systems.

If our infrastructure fails to scale efficiently or cost-effectively, we may experience service disruptions, reduced customer satisfaction, and increased operating expenses, which could materially and adversely affect our business.

Risks inherent in the development, deployment, and reliance on AI and ML models could adversely affect our products, reputation, and regulatory compliance.

Our platforms rely in part on AI and ML models to analyze data and generate insights. AI technologies present unique risks and uncertainties. If our AI systems perform inaccurately, produce biased outputs, or are perceived as unreliable, our reputation and customer relationships could be harmed. Risks associated with AI development and deployment include:

- Model inaccuracies or errors that lead to flawed insights or customer decisions.
- Bias or unintended discriminatory outcomes in algorithmic outputs.
- Limited explainability or transparency of AI-driven decisions.
- Overreliance by customers on automated outputs without human oversight.
- Rapidly evolving regulatory scrutiny and potential restrictions on AI usage.
- Increased public concern regarding ethical use of AI technologies.

If our AI models fail to perform as intended or if regulatory requirements limit their use, our business, financial condition, and operating results could be materially and adversely affected.

Potential failures or delays in integrating new technologies into our platforms could limit our competitiveness and growth.

Our competitive position depends in part on our ability to adopt and integrate emerging technologies, tools, and frameworks into our platforms. Integrating new technologies can be complex and may introduce operational or security risks. Challenges may include:

- Technical incompatibilities between new technologies and existing systems.
- Implementation delays or cost overruns.
- Disruption to existing products during integration processes.
- Insufficient employee expertise to effectively implement new technologies.
- Increased cybersecurity or operational risks introduced by new tools or frameworks.

If we are unable to effectively integrate new technologies, our products may become less competitive, and our ability to grow and innovate may be adversely affected.

Failure to comply with open-source software licensing requirements could expose us to legal and operational risks.

We use open-source software components in certain aspects of our platforms. The use of open-source software is subject to various license terms and conditions, which may impose obligations on us. Risks associated with open-source software include:

- Failure to comply with licensing terms, resulting in legal claims or demands for remediation.
- Requirements to disclose proprietary source code under certain license conditions.
- Inability to replace critical open-source components if licensing terms change.
- Security vulnerabilities inherent in publicly available code.
- Limited contractual protections or warranties associated with open-source software.

Noncompliance with open-source licensing requirements or vulnerabilities in open-source components could materially and adversely affect our business and operations.

If we are unable to adequately protect our proprietary technology, algorithms, and data assets, our competitive position may be harmed.

Our success depends on protecting our proprietary technology, including software, algorithms, AI models, data processing methodologies, and data assets. We rely on a combination of trade secrets, intellectual property protections, and contractual agreements to safeguard these assets. Risks to our proprietary technology include:

- Unauthorized access, reverse engineering, or misappropriation of proprietary systems.
- Inadequate contractual protections with employees, contractors, or partners.
- Difficulty enforcing intellectual property rights in certain jurisdictions.
- Litigation or disputes concerning ownership of technology or data assets.
- Rapid technological advancements that reduce the value of our proprietary solutions.

If we fail to adequately protect our proprietary technology and data assets, competitors may replicate or surpass our offerings, which could materially and adversely affect our business and financial performance.

Regulatory and Legal Risks

Failure to comply with evolving U.S. and international data privacy, cybersecurity, and data protection laws and regulations could materially and adversely affect our business.

We are subject to complex and evolving laws and regulations governing data privacy, cybersecurity, data protection, and consumer rights in the United States and in foreign jurisdictions where we operate or offer our products. These laws impose

significant compliance obligations and may restrict how we collect, process, store, transfer, and use data. Regulatory frameworks continue to evolve, and new or amended laws may impose additional requirements or liabilities. Risks associated with regulatory compliance include:

- The need to modify our data practices, systems, or product features to comply with new or updated regulations.
- Increased compliance costs, including legal, technical, and administrative expenses.
- Potential restrictions on data collection, aggregation, analytics, or commercialization practices.
- Enhanced enforcement activity and higher penalties for noncompliance.
- Conflicts between U.S. and foreign data transfer or localization requirements.
- Reputational harm resulting from perceived or actual noncompliance.

Failure to comply with applicable data protection and cybersecurity regulations could result in fines, penalties, litigation, contractual liability, and harm to our business and reputation.

Increased regulatory scrutiny of AI systems, automated decision-making tools, and data aggregation practices could restrict our operations or increase compliance costs.

Regulators in the United States and internationally are increasingly focused on AI, automated decision-making systems, and large-scale data aggregation practices. Proposed and enacted regulations may impose transparency, explainability, bias mitigation, and governance requirements on AI-enabled products. These evolving frameworks may:

- Require additional testing, validation, documentation, or monitoring of AI models.
- Limit certain automated decision-making uses or require human oversight mechanisms.
- Mandate disclosures to customers or end users regarding AI functionality.
- Impose reporting or audit obligations on AI systems deemed high-risk.
- Create new liability standards for algorithmic outcomes.

Complying with emerging AI regulatory requirements may require significant investment in governance frameworks, personnel, and technical controls. If regulatory restrictions limit our ability to deploy AI-driven products, our innovation capabilities and competitive position may be adversely affected.

We may face legal liability arising from the use, interpretation, or reliance on our data products by customers.

Our customers may use our data products, analytics, and insights to inform business decisions, risk assessments, underwriting, safety analyses, or other operational determinations. If our data products contain inaccuracies, are misinterpreted, or are used in unintended ways, we may face claims alleging damages or losses. Risks include:

- Allegations that inaccurate, incomplete, or outdated data contributed to financial losses or adverse outcomes.
- Claims related to reliance on predictive analytics or AI-generated outputs.
- Disputes regarding contractual representations, warranties, or service levels.
- Third-party claims alleging harm arising from customer use of our data.
- Indemnification obligations under customer or partner agreements.

Even if such claims lack merit, defending against them could result in significant costs, diversion of management attention, reputational harm, and potential liability.

We are subject to regulatory investigations, enforcement actions, fines, and litigation that could materially and adversely affect our business.

As a data-driven technology company, we operate in a highly regulated environment and may be subject to investigations, audits, or enforcement actions by regulatory authorities. Government agencies or private plaintiffs may initiate actions related to data practices, cybersecurity, AI systems, consumer protection, securities disclosures, employment matters, or other aspects of our operations. Such proceedings may result in:

- Substantial fines, penalties, or settlement payments.
- Injunctive relief limiting certain business practices.
- Mandatory changes to products, processes, or governance structures.
- Increased compliance monitoring or reporting obligations.
- Significant legal expenses and diversion of management resources.

Adverse outcomes in regulatory or legal proceedings could materially harm our financial condition, operations, and reputation.

Changes in insurance, telematics, automotive, or cross-border data transfer regulations may impact our business model and revenue streams.

Our business model may be influenced by regulatory frameworks governing insurance markets, telematics programs, automotive data collection, and cross-border data transfers. Legislative or regulatory changes affecting these sectors could:

- Restrict the collection or use of vehicle or telematics data.
- Limit insurers' or other customers' ability to use data-driven analytics.
- Impose data localization requirements that increase operational costs.
- Disrupt cross-border data transfers or invalidate existing transfer mechanisms.
- Reduce demand for certain data products or services.

Regulatory shifts in these areas could require material changes to our business practices, reduce revenue opportunities, or increase compliance and operational costs.

If we fail to maintain effective disclosure controls and internal control over financial reporting, we may be unable to accurately report our financial results or comply with regulatory requirements.

We are required to maintain effective disclosure controls and procedures, as well as internal control over financial reporting, to ensure the accuracy and reliability of our financial statements and public disclosures. As our business grows and becomes more complex, maintaining effective controls may become increasingly challenging. Risks include:

- Inadequate segregation of duties or control design deficiencies.
- Errors in revenue recognition, data reporting, or financial statement preparation.
- Failure to remediate identified material weaknesses or significant deficiencies.
- Increased scrutiny from auditors, regulators, or investors.
- Higher compliance costs associated with regulatory requirements.

If we fail to maintain effective internal controls, we may be unable to produce timely and accurate financial statements, which could result in regulatory sanctions, loss of investor confidence, and adverse effects on our stock price and business.

Financial and Capital Risks

We have incurred historical operating losses and may not achieve or sustain profitability in the future.

As a technology startup, we have incurred operating losses since inception and expect to continue incurring losses for the foreseeable future as we invest in product development, infrastructure, sales and marketing, cybersecurity, and compliance. Our limited operating history makes it difficult to evaluate our long-term business prospects. Our ability to achieve and sustain profitability depends on numerous factors, including:

- Successfully scaling our customer base and revenue streams.
- Effectively managing operating expenses while investing in growth.
- Achieving sufficient gross margins on our data and analytics products.
- Controlling infrastructure, cloud hosting, and data acquisition costs.
- Maintaining competitive pricing in evolving markets.

If revenue growth does not meet expectations or costs increase more rapidly than anticipated, we may continue to incur losses, which could materially and adversely affect our financial condition and ability to operate our business.

We may require additional capital to fund operations, growth initiatives, and technology development, and such capital may not be available on favorable terms, or at all.

Our growth strategy may require significant additional capital to fund operations, expand our technology infrastructure, enhance cybersecurity capabilities, develop AI-driven products, pursue strategic partnerships, and support working capital needs. We may seek to raise capital through equity offerings, debt financings, or other strategic transactions. Risks associated with additional capital needs include:

- Inability to raise sufficient funds on acceptable terms.
- Dilution to existing stockholders in the event of equity issuances.
- Restrictive covenants in debt agreements that limit operational flexibility.
- Increased interest expense and repayment obligations.
- Market conditions that reduce access to capital.

If we are unable to secure adequate financing when needed, we may be required to delay, reduce, or eliminate strategic initiatives, which could adversely affect our growth prospects.

Our revenue may be volatile and difficult to forecast due to evolving customer adoption patterns and changing market conditions.

Our revenue may fluctuate significantly from period to period due to a variety of factors, many of which are outside our control. As an emerging company with evolving products and customer segments, forecasting revenue accurately is inherently difficult. Revenue volatility may result from:

- Variability in customer onboarding timelines and sales cycles.
- Delays or cancellations of subscription agreements or data licensing arrangements.
- Changes in customer budgets, particularly in insurance, automotive, or technology sectors.
- Macroeconomic conditions affecting enterprise spending.
- Seasonal or industry-specific purchasing patterns.
- Pricing changes or competitive pressures.

Unexpected fluctuations in revenue may make it difficult to manage expenses, plan investments, or meet internal expectations, which could adversely impact our financial performance.

Acquisitions, investments, and strategic transactions may expose us to integration challenges and other risks.

We may pursue acquisitions, strategic investments, joint ventures, or other transactions to expand our capabilities, customer base, or technology assets. Such transactions involve significant risks, including:

- Difficulties integrating acquired technologies, data assets, or personnel.
- Diversion of management attention from core operations.
- Unanticipated liabilities or contractual obligations.
- Cultural integration challenges.
- Failure to realize anticipated synergies or financial benefits.
- Increased operational complexity and costs.

If we are unable to successfully integrate acquired businesses or assets, or if transactions do not perform as expected, our financial results and strategic objectives may be adversely affected.

Changes in tax laws or limitations on our net operating loss carryforwards could increase our future tax obligations.

We are subject to U.S. federal, state, and potentially foreign tax laws. Changes in tax legislation, regulations, or interpretations could materially impact our effective tax rate and tax liabilities. In addition, we may have net operating loss ("NOL") carryforwards that could offset future taxable income. However:

- Legislative or regulatory changes could limit the availability or utilization of NOL carryforwards.
- Ownership changes could trigger limitations under applicable tax rules.
- Future taxable income may be insufficient to fully utilize NOL carryforwards before expiration.

If we are unable to use our NOL carryforwards or if tax laws change unfavorably, our future tax expense could increase, negatively affecting our financial condition and results of operations.

We may be required to record impairment charges related to goodwill or intangible assets.

If we complete acquisitions or recognize intangible assets in connection with strategic transactions, we may record goodwill and other identifiable intangible assets on our balance sheet. These assets are subject to periodic impairment testing or evaluation for recoverability. Factors that could result in impairment charges include:

- Underperformance of acquired businesses or assets relative to projections.
- Adverse changes in market conditions or industry trends.
- Declines in our stock price or market capitalization.
- Technological obsolescence or reduced demand for certain products.

Impairment charges could be material and would adversely affect our reported financial results in the period in which they are recorded.

Governance and Capital Market Risks

Volatility in the value of our common stock could result in significant losses for investors.

The market price of our common stock may be highly volatile due to factors both within and outside our control. Stock price fluctuations could occur as a result of:

- Changes in market sentiment toward technology, data analytics, or AI-driven companies.
- Variations in quarterly or annual operating results, revenue, or profitability.
- Announcements of new products, strategic partnerships, acquisitions, or other corporate developments.
- Industry trends, competitor actions, or emerging technologies.
- Global economic conditions, geopolitical events, or regulatory changes.
- Sales of significant amounts of stock by existing stockholders or insiders.

Significant volatility could lead to substantial losses for stockholders and may adversely affect our ability to raise capital or retain key personnel through equity incentives.

Provisions in our governing documents and Delaware law could deter or delay a change in control.

Our certificate of incorporation, bylaws, and Delaware law contain provisions that may discourage, delay, or prevent a change of control or acquisition of the Corporation, even if such a transaction could benefit stockholders. These provisions include:

- Authorization of preferred stock that may be issued without stockholder approval.
- Requirements for supermajority voting to approve certain corporate actions.
- Restrictions on stockholder actions by written consent or special meetings.
- Limitations on the ability to remove directors or amend governance documents.

These anti-takeover provisions could reduce the likelihood of a change in control, limit stockholder influence, and potentially depress the trading price of our common stock.

Concentration of ownership or influence by significant stockholders or management could limit other stockholders' ability to influence corporate decisions.

Certain stockholders, including our executive officers, directors, and early investors, may hold a substantial portion of our outstanding shares. This concentration of ownership could allow these parties to:

- Influence or control the outcome of corporate matters requiring stockholder approval.
- Delay or prevent changes in control or governance policies.
- Impact decisions on strategic initiatives, including mergers, acquisitions, or divestitures.

As a result, other stockholders may have limited ability to affect the Corporation's strategic direction or policies, and conflicts of interest could arise.

Limited public market history for our common stock may increase the volatility and illiquidity of our shares.

Our common stock has a limited trading history, and there is currently no active public market for our shares. As a result, the market value of our stock may fluctuate significantly, and stockholders may have difficulty selling shares at acceptable prices. Factors that may affect the future market for our stock include:

- Investor perception of our business, growth prospects, and financial performance.
- Market conditions and investor interest in technology, data analytics, or AI companies.
- The number of stockholders willing to trade shares and the volume of trades.
- Significant sales or transfers of stock by early investors, insiders, or affiliates.
- Macroeconomic, political, or industry-specific conditions influencing investor sentiment.

Because of the limited trading history and current lack of a public market, our stock may experience significant volatility and illiquidity, which could materially limit stockholders' ability to sell shares at prices they find acceptable and adversely affect stockholder value.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds***Unregistered Sales of Equity Securities***

The Corporation did not sell or issue any equity securities during the three months ended June 30, 2026 that were not registered under the Securities Act of 1933, as amended, and there were no proceeds from any such transactions.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description	Incorporated by Reference Herein	
		Form	Date
10.1	Stock Transfer Agreement, dated January 1, 2026, by and between the Corporation and Jacques Fourie, relating to the sale of Roguehog Corporation, a wholly owned subsidiary of the Corporation.	—	January 1, 2026

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Doofus Corporation has duly caused this Quarterly Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Doofus Corporation

Date: October 1, 2026

By: /s/ JACQUES FOURIE
Jacques Fourie
President and Chief Executive Officer
(Principal Executive Officer)

Date: October 1, 2026

By: /s/ GABRIEL ALAN OTTO
Gabriel Alan Otto
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Jacques Fourie, certify that:

1. I have reviewed this Quarterly Report of Doofus Corporation (the "Corporation");
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the unaudited consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Corporation as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Corporation and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Corporation, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Corporation's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Corporation's internal control over financial reporting that occurred during the Corporation's most recent fiscal quarter (the Corporation's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the audit committee of the Corporation's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting.

Date: October 1, 2026

/s/ JACQUES FOURIE
Jacques Fourie
President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Gabriel Alan Otto, certify that:

1. I have reviewed this Quarterly Report of the Doofus Corporation (the "Corporation");
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the unaudited consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Corporation as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Corporation and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Corporation, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Corporation's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Corporation's internal control over financial reporting that occurred during the Corporation's most recent fiscal quarter (the Corporation's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the audit committee of the Corporation's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting.

Date: October 1, 2026

/s/ GABRIEL ALAN OTTO
Gabriel Alan Otto
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT**

I, Jacques Fourie, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act, that the Quarterly Report of Doofus Corporation (the "Corporation") for the period ended June 30, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in such Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: October 1, 2026

By: /s/ JACQUES FOURIE
Name: Jacques Fourie
Title: President and Chief Executive Officer

I, Gabriel Alan Otto, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act, that the Quarterly Report of Doofus Corporation (the "Corporation") for the fiscal quarter ended June 30, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and that the information contained in such Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: October 1, 2026

By: /s/ GABRIEL ALAN OTTO
Name: Gabriel Alan Otto
Title: Chief Financial Officer

ROGUEHOG CORPORATION

COMMON STOCK TRANSFER AGREEMENT

This COMMON STOCK TRANSFER AGREEMENT (this “Agreement”) is made effective as of January 1, 2026 (the “Effective Date”) by and between Doofus Corporation, a Delaware corporation, having its principal office at 108 West 13th Street, Wilmington, Delaware, 19801, United States (the “Transferor”), and Jacques Fourie, an individual, residing at 5900 Balcones Drive, Suite 21697, Austin, Texas, 78731, United States (the “Transferee”) (collectively, the “Parties”), with respect to the shares of common stock of Roguehog Corporation, a Delaware corporation (the “Corporation”), having its principal office at 108 West 13th Street, Wilmington, Delaware, 19801, United States.

WHEREAS, the Transferor is the legal and beneficial owner of 544,405,000 shares of the common stock of the Corporation (the “Shares”);

WHEREAS, the Corporation is the holding entity of a dormant group comprising a Swiss branch and Roguehog LLC (together, the “Roguehog Group”), which is currently dormant and does not conduct any active business operations;

WHEREAS, a valuation memorandum prepared by the Transferor’s management indicates that the Roguehog Group has a significantly negative net asset value and that its equity value is approximately zero; and

WHEREAS, the Transferor desires to transfer the Shares to the Transferee, and the Transferee desires to acquire the Shares, on the terms and subject to the conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained in this Agreement, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Transferor and the Transferee hereby agree as follows:

- 1. Transfer of Shares.** The Transferor hereby agrees to transfer to the Transferee, and the Transferee hereby agrees to accept from the Transferor, all of the Shares for an aggregate purchase amount of \$1.00 (USD One Dollar) (the “Purchase Amount”), subject to the terms and conditions of this Agreement.
- 2. Representations and Warranties of the Transferor.** The Transferor represents and warrants to the Transferee that: (i) the Transferor is the legal and beneficial owner of the Shares, free and clear of any liens, encumbrances, claims, or restrictions of any kind; (ii) the Transferor has the full right, power, and authority to transfer the Shares to the Transferee; and (iii) the execution and delivery of this

Agreement and the consummation of the transactions contemplated herein do not and shall not result in any violation of, or conflict with, any law, regulation, or agreement to which the Transferor is a party.

3. **Representations and Warranties of the Transferee.** The Transferee represents and warrants to the Transferor that: (i) the Transferee has the full right, power, and authority to purchase the Shares from the Transferor; and (ii) the execution and delivery of this Agreement and the consummation of the transactions contemplated herein do not and shall not result in any violation of, or conflict with, any law, regulation, or agreement to which the Transferee is a party.
4. **Closing.** The closing of the transaction contemplated by this Agreement (the “Closing”) shall take place on the Effective Date, or such other date as the Parties may mutually agree. At the Closing: (i) the Transferee shall pay the Purchase Amount to the Transferor in cash (by debit card, credit card, certified or official bank check, or by wire transfer) of immediately available funds to the account specified in writing by the Transferor; and (ii) the Transferor shall deliver duly executed instruments of transfer, including a stock power, and the Corporation shall update its stock ledger to reflect the transfer of the Shares to the Transferee.
5. **Conditions of Closing.** The obligations of the Parties to consummate the transfer of the Shares are subject to the following conditions: (i) the representations and warranties of the Parties set forth in this Agreement shall be true and correct in all material respects as of the Effective Date; and (ii) all required approvals, consents, and authorizations necessary for the transfer of the Shares, including approval by the Board of Directors of the Transferor, shall have been obtained.
6. **Post-Closing Undertakings.** The Transferee hereby acknowledges and agrees that: (i) the Transferee shall commence liquidation of the Roguehog Group (including the Swiss branch and Roguehog LLC) as soon as practicable following Closing; (ii) the Roguehog Group shall not be used for any future business or commercial activities; and (iii) the Transferee shall be responsible for the management and settlement of the assets, liabilities, and obligations of the Roguehog Group from and after the Closing.
7. **Valuation Acknowledgement.** The Parties acknowledge that the Purchase Amount has been determined with reference to a valuation memorandum prepared by management of the Transferor using an Adjusted Net Asset Value methodology, which indicates that the equity value of the Corporation is approximately nil.
8. **Indemnification.** Each party agrees to indemnify, defend, and hold harmless the other party from and against any and all claims, damages, liabilities, and expenses (including reasonable attorneys’ fees) arising out of or resulting from any breach of the representations, warranties, or covenants made by

such party in this Agreement.

- 9. Governing Law.** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without giving effect to any conflict of law principles.
- 10. Entire Agreement.** This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof and supersedes all prior and contemporaneous agreements and understandings, whether written or oral, with respect to such matters.
- 11. Amendments.** This Agreement may not be amended or modified except by a written instrument executed by both Parties.
- 12. Counterparts.** This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.
- 13. Electronic Signatures.** Any signature page delivered electronically (including without limitation transmission by PDF) shall be binding to the same extent as an original signature page. Any party who delivers such a signature page agrees to later deliver an original counterpart to the other party if so requested.

IN WITNESS WHEREOF, the Parties hereto have executed this COMMON STOCK TRANSFER AGREEMENT as of the date first above written.

[Signatures on Next Page]

Doofus Corporation:

Christopher Ernst van Rooyen

Christopher Ernst van Rooyen (May 7, 2026 09:39:04 GMT+1)

By: Christopher Ernst van Rooyen

Title: Lead Independent Director

Jacques Fourie:

A handwritten signature in black ink, consisting of a vertical line followed by a horizontal line and a stylized flourish.

Jacques Fourie

Roguehog Corporation:

A handwritten signature in black ink, consisting of a vertical line followed by a horizontal line and a stylized flourish.

By: Jacques Fourie

Title: President