ANNUAL REPORT

For the fiscal year ended December 31, 2025

Doofus Corporation

0002041052
(U.S. Securities and Exchange Commission File Number)

Delaware	**61-2243436**
(State of Incorporation or Organization)	(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 December 31, 2025 was 595,105,000.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual 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 Annual 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 Annual 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 Annual 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 Annual 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 Annual 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 Annual 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

Item 1. Business

Overview

Doofus Corporation (the "Corporation," "we," "our," or "us") is a multi-platform data and technology company focused on the sourcing, aggregation, analysis, and delivery of structured and unstructured data to support risk assessment, operational decision-making, and analytics-driven insights across multiple industries. Our solutions help businesses and other stakeholders make more informed decisions using data-driven insights.

In September 2024, we completed a reorganization under the Doofus Corporation Agreement and Plan of Reorganization, resulting in a one-for-one share exchange that established a new holding company structure. This reorganization did not affect any stockholders' rights and was undertaken to enhance operational efficiency.

Products and Services

Autorisk Solutions

Autorisk Solutions provides automotive risk intelligence through the Autorisk Reports platform. Autorisk Reports aggregates and analyzes driving behavior based on dashcam data to generate actionable insights for insurance carriers, fleet operators, risk managers, and other enterprise customers in the United States. These insights support underwriting, claims evaluation, loss prevention, compliance monitoring, and operational optimization.

We are pursuing expansion of the Autorisk Reports platform into additional international markets, subject to regulatory, operational, and commercial considerations. International expansion may require localization of data sources, compliance with foreign privacy and data protection laws, development of local partnerships, and adaptation of analytics models to reflect jurisdiction-specific driving patterns and regulatory frameworks.

Other Applications and Platforms

In addition to Autorisk Solutions, we are developing and evaluating additional applications and platforms designed to facilitate the collection, processing, analysis, and commercialization of data across multiple use cases. These initiatives may include:

- Enterprise data products and analytics platforms;
- Data marketplaces and application-specific solutions;
- Proprietary datasets, licensed data, and third-party integrations; and
- Tools and services that leverage AI for predictive modeling, pattern recognition, and data-driven decision support.

These products are intended to extend our reach beyond automotive risk intelligence into broader data-driven decision-making applications for enterprise customers.

Artificial Intelligence and Data Integration

We incorporate advanced analytics, machine learning ("ML"), and AI technologies into our products and internal processes where appropriate to enhance data normalization, pattern recognition, predictive modeling, automation, and operational efficiency. Our use of AI is intended to improve product performance, scalability, and development velocity while maintaining appropriate oversight, governance, and data protection safeguards.

Platform Architecture and Scalability

As a multi-platform organization, we structure our operations to support scalable data ingestion, secure data storage, flexible analytics deployment, and modular product development. This approach allows us to develop multiple applications and platforms in parallel, integrate new data sources efficiently, and provide enterprise customers with a range of solutions tailored to their operational and decision-making needs.

Competition

The data and technology industry in which we operate is characterized by rapid technological advancements, frequent product innovation, and evolving customer expectations regarding the availability, accuracy, and timeliness of high-quality data and insights.

We face significant competition across various dimensions of our business, including:

- Automotive risk data and analytics providers, including Verisk Analytics, LexisNexis Risk Solutions (a part of RELX), and CCC Intelligent Solutions, which offer insights for insurers and fleet operators;
- Vehicle telematics and dashcam-based data providers, such as Geotab, Samsara, and Lytx, which collect and analyze driving behavior data;
- Emerging AI-driven video and sensor analytics companies, including Nauto and Owlcam, which leverage advanced ML and computer vision to provide real-time insights;
- Insurtech and enterprise data platforms, including both established and newer entrants, that aim to leverage alternative data sources, predictive analytics, and connected vehicle ecosystems for underwriting, risk assessment, and claims handling; and
- Other data and technology firms developing multi-application or AI-integrated platforms, including companies expanding beyond automotive risk intelligence into broader enterprise data analytics.

As we continue to develop and introduce new products and platforms, including applications that leverage AI and other advanced analytics, we may face additional competition from firms focused on AI-powered automotive analytics, sensor data platforms, connected vehicle ecosystems, and multi-industry data solutions.

Our ability to compete successfully depends on the quality, accuracy, and depth of our data offerings, the sophistication of our analytical models, the trustworthiness and actionability of our insights, the effectiveness of our AI and technology infrastructure, and the strength of our relationships with customers.

See the sections titled “Risk Factors – If we are unable to compete effectively in highly competitive markets, our business and operating results could be harmed.” and “Risk Factors – If we fail to hire, retain, and motivate key executives, technical personnel, and skilled employees and contractors, our business may suffer.”

Technology, Research and Development

Our platforms are built on a combination of proprietary and open-source technologies designed to collect, process, and analyze high volumes of structured and unstructured data securely and efficiently. Our systems are capable of delivering actionable insights from dashcam video and other sensor data at scale, supporting both automotive risk intelligence and other enterprise data applications.

We continue to invest in technology and research and development to enhance the performance, scalability, and security of our platforms, including:

- ML and AI to improve data extraction, pattern recognition, predictive modeling, and operational decision support;
- Video and sensor processing pipelines to increase throughput, data accuracy, and analytic depth;
- Scalable cloud-based architectures and modular platform designs to support growing data volumes and multi-application deployment;
- Data security, privacy, and compliance frameworks to protect the integrity, confidentiality, and availability of collected data; and
- Integration capabilities to combine proprietary, licensed, and third-party data for broader enterprise analytics and multi-industry applications.

Research and development remains a central component of our strategy to drive innovation, expand our product and platform portfolio, and improve the quality, relevance, and actionable value of our data and analytics offerings.

Sales and Marketing

Our sales and marketing efforts are directed toward enterprise customers, including insurance carriers, fleet operators, risk managers, and other organizations that rely on high-quality data and analytics to support operational decision-making.

We employ a combination of direct sales, strategic partnerships, industry events, and digital marketing initiatives to promote our platforms and demonstrate the value of our data and analytics offerings. These efforts support the adoption of both our automotive risk intelligence solutions and other emerging applications, highlighting their role in enhancing predictive modeling, operational efficiency, and risk management.

As we expand our multi-platform portfolio, we aim to leverage scalable sales and marketing strategies that allow us to reach new industries and geographies, while maintaining strong relationships with existing customers and partners.

Intellectual Property

We protect our technology, data assets, platforms, and brands through a combination of intellectual property rights, contractual protections, and operational safeguards, implemented as appropriate based on the nature of the asset and strategic priorities. Our proprietary data processing techniques, analytics platforms, and AI models represent key competitive advantages across our multi-platform portfolio.

Our protective measures include, but are not limited to:

- Trademark registrations to protect brand names, logos, and service marks;
- Copyright protections for proprietary software, content, and documentation;
- Trade secrets and confidentiality protections for internal algorithms, data processing methods, and analytics workflows; and
- Agreements requiring confidentiality and intellectual property assignment with our directors, employees, consultants, and partners.

These protections are intended to safeguard our technology and data assets while enabling continued innovation across our platforms and emerging applications.

Government Regulation

Our business is subject to evolving data privacy, cybersecurity, and automotive data regulations in the United States and internationally.

Key areas of regulation that affect our platforms and data offerings include:

- Data protection and privacy laws, including the General Data Protection Regulation (GDPR), California Consumer Privacy Act (CCPA), and California Privacy Rights Act (CPRA);

- Industry-specific standards governing the use of data in insurance underwriting, claims evaluation, and risk management;
- Cybersecurity requirements to safeguard personally identifiable information (PII), dashcam and sensor data, and other sensitive enterprise information; and
- Export controls and cross-border data transfer restrictions, particularly as we expand our data products and platforms into additional international markets.

Given the dynamic regulatory environment, we continually monitor legal and compliance developments and adapt our policies, procedures, and technology controls to meet requirements in all jurisdictions where we operate.

See “Risk Factors – 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.”

Seasonality

Our business may experience seasonal patterns, particularly reflecting higher insurance underwriting activity and fleet management spending during the fourth quarter, which can influence demand for our automotive risk data and other data-driven analytics products.

As we expand our multi-platform portfolio and introduce additional applications, the impact of seasonal trends may vary across different products, customer segments, and geographies.

Human Capital

Our people are fundamental to the success of our multi-platform data and technology business. We focus on attracting, retaining, and developing professionals with expertise across data science, software engineering, AI, analytics, product development, and business operations.

Key elements of our human capital strategy include:

- Talent acquisition and retention of highly skilled professionals to support platform development, data products, and AI-driven analytics;
- Flexible and decentralized work environment to promote collaboration, innovation, and employee engagement;
- Performance-driven compensation and incentive programs aligned with company objectives; and
- Employee health, wellness, and professional development initiatives to maintain a productive and inclusive workforce.

Our human capital strategy is designed to support our mission to develop and deliver high-quality, reliable, and actionable data and analytics across our multi-platform portfolio.

Corporate Information

The Corporation was incorporated in Delaware on September 4, 2024. Our principal executive offices are located at 5900 Balcones Drive, Suite 21697, Austin, Texas 78731, United States, and our telephone number is +1 (512) 696-1570.

Available Information

Our website is located at https://www.doofus.xyz. Copies of documents we file with the SEC are available free of charge on our website as soon as reasonably practicable after they are filed.

We use our website to provide investors with important information, including corporate announcements, SEC filings, and other company updates. Any references to our website are included solely for informational purposes and do not constitute incorporation of any content by reference.

Item 1A. 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 Annual Report, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our 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 NOLs.
- 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 NOLs 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 1B. Unresolved Staff Comments

As of the date of this Annual Report, the Corporation has no unresolved comments from the staff of the SEC.

Item 2. Properties

We are a fully remote company and do not maintain a physical headquarters. Our principal executive offices are located at 5900 Balcones Drive, Suite 21697, Austin, Texas 78731, United States, but this address is used primarily for corporate and legal purposes.

We believe that our remote operating model is well-suited to the conduct of our business. It provides flexibility, scalability, and cost efficiency, allowing us to attract talent across multiple geographies and support anticipated future growth without the limitations of a traditional centralized office.

Item 3. 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 our 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 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Market Information for Common Stock

The Corporation's common stock is not currently publicly traded, and, as a result, there is no market information available for our shares. There can be no assurance that an active public market will develop in the future, and stockholders may have difficulty selling their shares at acceptable prices.

Holders of Record

As of March 27, 2026, there were 47 holders of record of our common stock.

Dividend Policy

The Corporation has never declared or paid any cash dividends on its capital stock. We currently intend to retain any future earnings to fund the growth and development of our business and do not anticipate paying cash dividends in the foreseeable future.

Any future determination to declare cash dividends will be at the discretion of our board of directors, subject to applicable law, and will depend on a variety of factors, including our financial condition, results of operations, capital requirements, contractual restrictions, general business conditions, and other factors the board of directors may consider relevant. Additionally, any existing or future credit facilities may impose restrictions on the payment of cash dividends.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

During the year ended December 31, 2025, neither the Corporation nor any affiliated purchasers made any purchases of the Corporation's common stock.

Sales or Issues of Unregistered Equity Securities

During the year ended December 31, 2025, the Corporation issued a total of 500,000 shares of its common stock for cash.

The foregoing transaction did not involve any underwriters, underwriting discounts or commissions, or any public offering. The Corporation believes that the offer, sale, and issuance of these securities were exempt from registration under the Securities Act, pursuant to Section 4(a)(2) of the Securities Act, because the securities were offered and sold in transactions not involving a public offering.

The recipients of these securities acquired them for investment purposes only and not with a view to, or for resale in connection with, any distribution thereof. Appropriate legends were placed on the stock issuance notices issued in connection with these transactions. All recipients had adequate access, through their relationships with the Corporation or otherwise, to information about the Corporation. The issuance of these securities was made without any general solicitation or advertising.

Item 6. Reserved

Item 7. 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 8, "Unaudited Consolidated Financial Statements and Supplementary Data," of this Annual 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 Annual Report.

Overview and Highlights of Annual Results

The Corporation was pre-revenue for the fiscal years ended December 31, 2025, 2024, and 2023.

For the fiscal year ended December 31, 2025, the Corporation reported a net loss of $450,115, compared to net losses of $108,825 and $110,671 for the fiscal years ended December 31, 2024 and December 31, 2023, respectively.

Loss from operations for the fiscal year ended December 31, 2025 was $255,080, compared to losses from operations of $166,493 and $148,207 for the fiscal years ended December 31, 2024 and December 31, 2023, respectively.

As of December 31, 2025, cash and cash equivalents totaled $1,396.

FY 2025 Overview

Our historical results may not be indicative of our future performance. Trends in loss from operations, net loss, and net loss per share may not continue and could differ materially in future periods as we continue to invest in product development, infrastructure, and strategic growth initiatives.

Results of Operations

The following table sets forth our consolidated results of operations for the fiscal years ended December 31, 2025, 2024, and 2023:

	Year Ended December 31,		
	2025	**2024**	**2023**
Revenue	$ -	$ -	$ -
Costs and Expenses [1]			
Cost of Revenue	-	-	-
Research and Development	(102,172)	(96,051)	(94,086)
Sales and Marketing	-	-	-
General and Administrative	(152,908)	(70,442)	(54,121)
Total Costs and Expenses	(255,080)	(166,493)	(148,207)
Loss from Operations	(255,080)	(166,493)	(148,207)
Interest Expense, Net	(30)	(223)	(399)
Foreign Exchange Gain (Loss), Net	24,773	(12,333)	13,644
Other Income, Net	830	-	-
Loss Before Income Taxes	(229,507)	(179,049)	(134,962)
Benefit from (Provision for) Income Taxes [2]	(220,608)	70,224	24,291
Net Loss	$ (450,115)	$ (108,825)	$ (110,671)
Net Loss per Share Attributable to Common Stockholders:			
Basic	$ (0.00076)	$ (0.00020)	$ (0.00021)
Diluted	$ (0.00076)	$ (0.00020)	$ (0.00021)
Weighted-Average Shares Used to Compute Net Loss per Share Attributable to Common Stockholders:			
Basic	588,480,000	542,437,990	531,605,500
Diluted	588,480,000	542,437,990	531,605,500

(1) Costs and expenses include stock-based compensation expense as follows:

	Year Ended December 31,		
	2025	2024	2023
Cost of Revenue	$ -	$ -	$ -
Research and Development	-	-	-
Sales and Marketing	-	-	-
General and Administrative	(129,000)	(48,500)	(33,250)
Total Stock-Based Compensation Expense	$ (129,000)	$ (48,500)	$ (33,250)

(2) We recorded a provision for income taxes of $220,608 for the fiscal year ended December 31, 2025, related to income before income taxes. For the fiscal years ended December 31, 2024 and 2023, we recorded income tax benefits of $70,224 and $24,291, respectively. For additional information, see Note 8 to the consolidated financial statements included in Part II, Item 8 of this Annual Report.

Comparison of Fiscal Years Ended December 31, 2024, and 2023

No discussion and analysis of our results of operations has been prepared for the fiscal years ended December 31, 2024 and 2023, as the Corporation was pre-revenue during those periods and operations were limited.

Revenue

The Corporation expects to derive the substantial majority of its revenues from subscription fees, which may include both one-time and recurring subscription fees for products and services. In addition, the Corporation may generate revenue on a per-use basis, through licensing arrangements with third parties, and from other monetization models as they are developed.

	Year Ended December 31,			2024 to 2025	2023 to 2024
	2025	2024	2023	% Change	% Change
Revenue	$ -	$ -	$ -	- %	- %

2025 Compared to 2024. The Corporation was pre-revenue for the fiscal years ended December 31, 2025 and 2024. As a result, there were no revenues recognized during these periods.

Cost of Revenue

Cost of revenue consists of expenses directly associated with the delivery of our products and services, including costs of acquiring data, other direct costs, infrastructure costs, amortization of acquired intangible assets, and capitalized labor costs for internally developed software. It also includes allocated facilities costs and customer acquisition costs ("CAC").

Infrastructure costs primarily include public cloud hosting expenses, data storage and bandwidth costs, cloud-based data processing, depreciation of owned servers and networking equipment, and personnel-related costs, including salaries, benefits, and stock-based compensation for employees supporting data operations and platform infrastructure.

CAC represents costs incurred to promote our products on third-party websites, applications, or other channels, including costs related to acquisitions.

Certain components of cost of revenue are fixed and may not be reducible in the near term, which could affect our operating results as revenue scales.

	Year Ended December 31,			2024 to 2025	2023 to 2024
	2025	2024	2023	% Change	% Change
Cost of Revenue	$ -	$ -	$ -	- %	- %
Cost of Revenue as a Percentage of Revenue	- %	- %	- %		

2025 Compared to 2024. No cost of revenue was incurred for the fiscal years ended December 31, 2025 and 2024, as the Corporation was pre-revenue during these periods.

Research and Development

Research and development ("R&D") 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.

R&D expenses also include costs related to software development, product testing, prototype creation, consulting services, equipment, technology infrastructure, and allocated facilities and overhead.

	Year Ended December 31,			2024 to 2025	2023 to 2024
	2025	2024	2023	% Change	% Change
Research and Development	$ (102,172)	$ (96,051)	$ (94,086)	6 %	2 %
Research and Development as a Percentage of Revenue	- %	- %	- %		

2025 Compared to 2024. Research and development expenses for the fiscal year ended December 31, 2025 increased by $6,121, or approximately 6%, compared to the fiscal year ended December 31, 2024. This increase was primarily attributable to fluctuations in the weighted average CHF to USD exchange rate, which rose from 1.1367 in 2024 to 1.2065 in 2025.

The Corporation continues to assess key areas of investment in R&D to support its innovation initiatives and strategic priorities. We expect that R&D expenses will increase in absolute U.S. dollar amounts over time and may fluctuate as a percentage of revenue as new products, platforms, and services are developed and commercialized.

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, marketing, corporate communications, media, and customer service functions.

These expenses also include costs related to advertising, market research, trade shows, branding, public relations, amortization of acquired intangible assets, allocated facilities costs, and other supporting overhead.

	Year Ended December 31,			2024 to 2025	2023 to 2024
	2025	2024	2023	% Change	% Change
Sales and Marketing	$ -	$ -	$ -	- %	- %
Sales and Marketing as a Percentage of Revenue	- %	- %	- %		

2025 Compared to 2024. No sales and marketing expenses were incurred for the fiscal years ended December 31, 2025 and 2024.

The Corporation continues to evaluate key areas of its business to ensure that an appropriate level of sales and marketing investment is maintained to support its strategic priorities and objectives. We expect that sales and marketing expenses will increase in absolute U.S. dollar amounts over time and may fluctuate as a percentage of revenue as our products and platforms are commercialized.

General and Administrative

General and administrative (“G&A”) expenses consist primarily of personnel-related costs, including salaries, benefits, and stock-based compensation for employees in executive, administrative, finance, human resources, legal, technology, and other corporate functions.

G&A expenses also include costs for professional services, such as legal, accounting, and consulting fees, as well as facilities expenses and other supporting overhead costs not allocated to other departments.

	Year Ended December 31,			2024 to 2025	2023 to 2024
	2025	2024	2023	% Change	% Change
General and Administrative	$ (152,908)	$ (70,442)	$ (54,121)	117%	30 %
General and Administrative as a Percentage of Revenue	- %	- %	- %		

2025 Compared to 2024. General and administrative expenses for the fiscal year ended December 31, 2025 increased by $82,466, or approximately 117%, compared to the fiscal year ended December 31, 2024. The increase was primarily attributable to the vesting of restricted stock awards (RSAs) under the Corporation’s stock-based compensation program, which accounted for approximately $75,000 of the increase.

The Corporation continues to evaluate key areas of investment in G&A functions to ensure appropriate support for its operational priorities. We expect that G&A expenses will increase in absolute U.S. dollar amounts over time and may fluctuate as a percentage of revenue as the business grows and scales.

Interest Expense, Net

Interest income consists primarily of interest earned on cash and cash equivalents held with financial institutions. Interest expense primarily includes costs associated with financing arrangements, including interest incurred on outstanding debt obligations.

	Year Ended December 31,		
	2025	2024	2023
Interest Expense, Net	$ (30)	$ (223)	$ (399)

2025 Compared to 2024. Net interest expense for the fiscal year ended December 31, 2025 decreased by $193 compared to the fiscal year ended December 31, 2024. This decrease was primarily attributable to a reduction in interest on overdue tax and social insurance liabilities.

The Corporation continues to monitor interest rate trends and its financing structure to optimize its capital management strategy.

Foreign Exchange Gain or Loss, Net

Net foreign exchange gain or loss primarily results from the remeasurement of monetary assets and liabilities denominated in currencies other than the applicable functional currency, as well as realized gains and losses on foreign currency transactions. These gains and losses are driven by fluctuations in exchange rates and changes in the composition and magnitude of our foreign currency-denominated assets and liabilities.

Exchange rate volatility may cause variability in our reported results of operations from period to period.

	Year Ended December 31,		
	2025	2024	2023
Foreign Exchange Gain (Loss), Net	$ 24,773	$ (12,333)	$ 13,644

2025 Compared to 2024. In 2025, we recorded a net foreign exchange gain of $24,773, compared to a net foreign exchange loss of $12,333 in 2024. The year-over-year change of $37,106 was primarily attributable to a reduction in foreign exchange losses of $23,360 and an increase in foreign exchange gains of $13,746 in 2025 compared to 2024. The change was driven by fluctuations in exchange rates and the remeasurement of foreign currency-denominated monetary assets and liabilities.

Foreign exchange gains and losses may continue to fluctuate in future periods due to changes in exchange rates and the level of our exposure to foreign currency transactions and balances. We monitor our currency exposure and may consider implementing risk management strategies, including hedging arrangements, where appropriate, to mitigate the impact of exchange rate volatility.

Benefit from or Provision for Income Taxes

Our benefit from or provision for income taxes consists of U.S. federal and state income taxes, as well as income taxes in certain foreign jurisdictions. The provision or benefit is generally determined based on our estimated annual effective tax rate and adjusted for discrete items, if any, recognized during the period.

	Year Ended December 31,		
	2025	2024	2023
Benefit from (Provision for) Income Taxes	$ (220,608)	$ 70,224	$ 24,291

2025 Compared to 2024. In 2025, we recorded a provision for income taxes of $220,608, compared to a benefit from income taxes of $70,224 in 2024. The change primarily reflects adjustments to the realizability of deferred tax assets and change in valuation allowance.

Our effective tax rate may be affected by a variety of factors, including the jurisdictional mix of pre-tax income or losses, the allocation of centrally incurred costs to foreign jurisdictions, changes in tax rates and regulations, the outcomes of tax examinations, business combinations, modifications to our corporate structure, and shifts in the geographic location of business functions or assets. In addition, our tax provision is influenced by deferred income taxes, which reflect the net tax effects of temporary differences between the financial reporting carrying amounts of assets and liabilities and their respective tax bases.

Supplementary Financial Information

There were no retrospective adjustments to the consolidated statements of operations for any period within the two most recent fiscal years that, individually or in the aggregate, are material to the Corporation’s financial results.

Liquidity and Capital Resources

	Year Ended December 31,		
	2025	2024	2023
Statements of Cash Flows Data:			
Net Loss	$ (450,115)	$ (108,825)	$ (110,671)
Net Cash Provided by (Used in) Operating Activities	$ 91,644	$ (118,818)	$ (2,130)
Net Cash Used in Investing Activities	$ -	$ -	$ -
Net Cash Provided by Financing Activities	$ 5,000	$ 76,900	$ 50,400
Effect of Foreign Exchange Rate Changes on Cash and Cash Equivalents	$ (96,320)	$ 41,520	$ (47,545)

Our principal sources of liquidity are cash and cash equivalents.

As of December 31, 2025, we held $1,396 in cash and cash equivalents. We believe that our existing cash and cash equivalents, together with anticipated proceeds from financing activities, will be sufficient to meet our working capital and capital expenditure requirements for at least the next 12 months.

Operating Activities

Cash used in operating activities consists of net loss adjusted for non-cash items, including depreciation and amortization, deferred income taxes, stock-based compensation, and changes in working capital. We expect cash flows from operating activities to fluctuate in future periods due to various factors, including increases in operating expenses and investments in our multi-platform business. For additional discussion, see Part I, Item 1A, “Risk Factors,” of this Annual Report.

In 2025, cash provided by operating activities was $91,644, representing a decrease in cash outflows of $210,462 compared to 2024. This was primarily driven by a net loss of $450,115, adjusted for non-cash expenses and other items totaling $349,608, while changes in working capital and other balances provided $192,151.

In 2024, cash used in operating activities was $118,818, driven by a net loss of $108,825, adjusted for non-cash expenses and other items totaling $21,724, while changes in working capital and other balances provided $11,731.

Investing Activities

Our primary investing activities consist of purchases of property and equipment, including computer and related equipment, as well as other investment-related activities.

For the years ended December 31, 2025 and 2024, the Corporation did not use any cash in investing activities.

Financing Activities

Our primary financing activities consist of issuances of securities, including common stock issued to stockholders for cash, common stock issued under our employee stock purchase plan, and loans from directors and stockholders.

For the year ended December 31, 2025, cash provided by financing activities was $5,000, a decrease of $71,900 compared to 2024. This decrease was primarily due to lower proceeds from the issuance of common stock in 2025 compared to 2024.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements and did not have any such arrangements during the years ended December 31, 2025, 2024, or 2023.

Contractual Obligations

For a discussion of our contractual obligations, see Note 10 – “Commitments and Contingencies” in Part II, Item 8 of this Annual Report.

Significant Accounting Policies and Estimates

We prepare our unaudited consolidated financial statements in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”), using estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses, as well as the disclosure of contingent assets and liabilities. Actual results may differ from these estimates, which could materially impact our financial condition or operating performance.

Our estimates are based on historical experience and other reasonable assumptions, which we evaluate on an ongoing basis. We consider these to be critical accounting policies and estimates. For further details, see Note 2 – “Summary of Significant Accounting Policies” in the notes to the unaudited consolidated financial statements included in Part II, Item 8 of this Annual Report.

Critical Accounting Policies and Estimates

The preparation of our unaudited consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments, and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses, as well as related disclosures. We believe the following accounting policies and estimates are critical to understanding our consolidated financial condition and results of operations:

Stock-Based Compensation

We measure stock-based awards granted to employees, directors, and consultants at fair value on the grant date and recognize compensation expense over the requisite service period. Determining the fair value of these awards requires significant judgment, including estimating the expected life of the awards, volatility, risk-free interest rates, and expected forfeiture rates. Changes in these assumptions could materially impact the amount of expense recognized.

Deferred Tax Assets and Valuation Allowance

We evaluate our deferred tax assets at each reporting date to determine whether a valuation allowance is required. A valuation allowance is recorded 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 involves the consideration of both positive and negative evidence, including our historical operating results, cumulative losses, expectations regarding future taxable income, the expected timing of the reversal of existing temporary differences, and the availability of prudent and feasible tax planning strategies. Under ASC 740, negative evidence such as cumulative losses in recent years is given greater weight than positive evidence such as projections of future taxable income. Accordingly, changes in our expectations regarding future earnings or other relevant factors could result in a material change in our valuation allowance. Any such change would be recorded through income tax expense in the period of adjustment and could materially affect our results of operations and effective tax rate.

Foreign Currency Remeasurement

Our consolidated financial statements include balances denominated in non-functional currencies, which are remeasured into U.S. dollars. This process requires judgment in determining functional currency and evaluating the impact of exchange rate fluctuations. Changes in exchange rates can cause significant volatility in reported results.

These critical accounting policies are based on assumptions and estimates that we consider reasonable under current conditions. However, actual results may differ materially from these estimates. For further details, refer to Note 2 – “Summary of Significant Accounting Policies” in the notes to our unaudited consolidated financial statements included in Part II, Item 8 of this Annual Report.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We operate in the United States and Switzerland and are exposed to market risks in the ordinary course of business, primarily arising from foreign currency exchange fluctuations.

Foreign Currency Exchange Risk

Transaction Exposure

We conduct business and incur expenses in foreign currencies, primarily the Swiss Franc (CHF), which exposes us to exchange rate fluctuations. A strengthening of the Swiss Franc relative to the U.S. dollar could increase our operating expenses when expressed in U.S. dollars.

Additionally, our results of operations are affected by transaction gains or losses from the revaluation and settlement of monetary assets and liabilities denominated in foreign currencies. Foreign currency gains and (losses) were $24,773, ($12,333), and $13,644 for the years ended December 31, 2025, 2024, and 2023, respectively.

Translation Exposure

We are also exposed to fluctuations when translating the financial statements of our subsidiary’s Swiss branch into U.S. dollars. These translation adjustments affect accumulated other comprehensive income or loss within stockholders’ equity. While such adjustments do not impact our reported net loss, they may affect our overall financial position.

Item 8. Unaudited Consolidated Financial Statements and Supplementary Data

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DOOFUS CORPORATION

CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31,	
	2025	**2024**
Assets		
Current Assets:		
Cash and Cash Equivalents	$ 1,396	$ 1,072
Other Current Assets	85,729	77,564
Total Current Assets	87,125	78,636
Deferred Tax Assets, Net	-	200,726
Total Noncurrent Assets	-	200,726
Total Assets	$ 87,125	$ 279,362
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts Payable	$ 18,031	$ 12,024
Other Current Liabilities	709,039	514,730
Total Current Liabilities	727,070	526,754
Total Liabilities	727,070	526,754
Stockholders' Equity:		
Common Stock, $0.000001 Par Value – 1,000,000,000 Shares Authorized; 595,105,000 Shares Outstanding	595	574
Additional Paid-In Capital	950,955	743,976
Deferred Compensation	(333,000)	(260,000)
Accumulated Other Comprehensive Loss	(84,820)	(8,382)
Retained Deficit	(1,173,675)	(723,560)
Total Stockholders' Equity	(639,945)	(247,392)
Total Liabilities and Stockholders' Equity	$ 87,125	$ 279,362

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Year Ended December 31,		
	2025	**2024**	**2023**
Revenue	$ -	$ -	$ -
Costs and Expenses			
Cost of Revenue	-	-	-
Research and Development	(102,172)	(96,051)	(94,086)
Sales and Marketing	-	-	-
General and Administrative	(152,908)	(70,442)	(54,121)
Total Costs and Expenses	(255,080)	(166,493)	(148,207)
Loss from Operations	(255,080)	(166,493)	(148,207)
Interest Expense, Net	(30)	(223)	(399)
Foreign Exchange Gain (Loss), Net	24,773	(12,333)	13,644
Other Income, Net	830	-	-
Loss Before Income Taxes	(229,507)	(179,049)	(134,962)
Benefit from (Provision for) Income Taxes	(220,608)	70,224	24,291
Net Loss	$ (450,115)	$ (108,825)	$ (110,671)
Net Loss per Share Attributable to Common Stockholders:			
Basic	$ (0.00076)	$ (0.00020)	$ (0.00021)
Diluted	$ (0.00076)	$ (0.00020)	$ (0.00021)
Weighted-Average Shares Used to Compute Net Loss per Share Attributable to Common Stockholders:			
Basic	588,480,000	542,437,990	531,605,500
Diluted	588,480,000	542,437,990	531,605,500

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Year Ended December 31,		
	2025	**2024**	**2023**
Net Loss	$ (450,115)	$ (108,825)	$ (110,671)
Other Comprehensive Income (Loss), Net of Tax:			
Change in Foreign Currency Translation Adjustment	(76,438)	34,632	(38,914)
Net Change in Accumulated Other Comprehensive Income (Loss)	(76,438)	34,632	(38,914)
Comprehensive Loss	$ (526,553)	$ (74,193)	$ (149,585)

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	Year Ended December 31,					
	2025		2024		2023	
	Shares	Amount	Shares	Amount	Shares	Amount
Common Stock						
Balance, Beginning of Year	574,405,000	$ 574	536,989,990	$ 537	528,300,000	$ 528
Issuance of Common Stock for Cash	500,000	1	7,690,010	7	5,339,990	5
Issuance of Restricted Common Stock	20,200,000	20	30,000,000	30	3,650,000	4
Repurchase and Cancellation of Common Stock	-	-	(275,000)	-	(300,000)	-
Balance, End of Year	595,105,000	595	574,405,000	574	536,989,990	537
Additional Paid-In Capital						
Balance, Beginning of Year	-	743,976	-	369,863	-	282,972
Issuance of Common Stock for Cash	-	4,999	-	76,893	-	53,395
Issuance of Restricted Common Stock	-	201,980	-	299,970	-	36,496
Repurchase and Cancellation of Common Stock	-	-	-	(2,750)	-	(3,000)
Balance, End of Year	-	950,955	-	743,976	-	369,863
Deferred Compensation						
Balance, Beginning of Year	-	(260,000)	-	(11,250)	-	(8,000)
Issuance of Restricted Common Stock	-	(202,000)	-	(300,000)	-	(36,500)
Recognition of Stock-Based Compensation	-	70,500	-	48,500	-	33,250
Unvested Restricted Common Stock	-	58,500	-	-	-	-
Forfeiture or Repurchase of Restricted Common Stock	-	-	-	2,750	-	-
Balance, End of Year	-	(333,000)	-	(260,000)	-	(11,250)
Accumulated Other Comprehensive Loss						
Balance, Beginning of Year	-	(8,382)	-	(43,014)	-	(4,100)
Change in Foreign Currency Translation Adjustment	-	(76,438)	-	34,632	-	(38,914)
Balance, End of Year	-	(84,820)	-	(8,382)	-	(43,014)
Retained Deficit						
Balance, Beginning of Year	-	(723,560)	-	(614,735)	-	(504,064)
Net Loss	-	(450,115)	-	(108,825)	-	(110,671)
Balance, End of Year	-	(1,173,675)	-	(723,560)	-	(614,735)
Total Stockholders' Equity	595,105,000	$ (639,945)	574,405,000	$ (247,392)	536,989,990	$ (298,599)

See accompanying Notes to Consolidated Financial Statements.

DOOFUS CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Year Ended December 31,		
	2025	**2024**	**2023**
Cash Flows from Operating Activities			
Net Loss	$ (450,115)	$ (108,825)	$ (110,671)
Adjustments to Reconcile Net Loss to Net Cash Provided by (Used in) Operating Activities:			
Provision for (Benefit from) Income Taxes	220,608	(70,224)	(24,291)
Stock-Based Compensation Expense	129,000	48,500	33,250
Changes in Operating Assets and Liabilities:			
Other Current Assets	(8,165)	(60,977)	(16,587)
Accounts Payable	6,007	(4,459)	1,607
Accrued and Other Liabilities	194,309	77,167	114,562
Net Cash Provided by (Used in) Operating Activities	91,644	(118,818)	(2,130)
Cash Flows from Financing Activities			
Proceeds from Issuances of Common Stock	5,000	76,900	53,400
Repurchase and Cancellation of Common Stock	-	-	(3,000)
Net Cash Provided by Financing Activities	5,000	76,900	50,400
Net Increase (Decrease) in Cash and Cash Equivalents	96,644	(41,918)	48,270
Effect of Foreign Exchange Rate Changes on Cash and Cash Equivalents	(96,320)	41,520	(47,545)
Cash and Cash Equivalents, Beginning of Year	1,072	1,470	745
Cash and Cash Equivalents, End of Year	$ 1,396	$ 1,072	$ 1,470

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 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 and Reporting Currency

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 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 and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

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 year amounts have been reclassified to conform to the current year's presentation. These reclassifications had no impact on previously reported unaudited consolidated financial statements. Management evaluates estimates on an ongoing basis, and differences between estimates and actual results 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 state income tax purposes. The primary jurisdictions in which the Corporation may be subject to examination include the U.S. and Switzerland.

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 the differences reverse. A valuation allowance is recorded 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 December 31, 2025, the Corporation has recorded a full valuation allowance against its deferred tax assets, as it concluded that it is more likely than not that these assets will 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 income taxes represents current taxes, if any, and the net change in deferred tax assets and liabilities.

Uncertain tax positions are recognized only if it is more likely than not that the position will be sustained upon examination by the applicable tax authority. For positions meeting this threshold, the recognized amount is the largest benefit that is more than 50% likely to be realized upon ultimate settlement.

The Corporation has incurred net operating losses ("NOLs") from inception through the current reporting year. NOLs may be carried forward to offset future taxable income, subject to limitations under U.S. tax law, including the CARES Act provisions for pre-2021 NOLs and the 80% of taxable income limitation for post-2020 NOLs.

As of December 31, 2025, the Corporation had not recorded any liability for uncertain tax positions.

Recently Adopted Accounting Pronouncements

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, significant jurisdictions, and quantitative thresholds for reconciling items.

The amendments are effective for fiscal years beginning after December 15, 2025. The Corporation is evaluating the impact of ASU 2023-09 on its unaudited consolidated financial statements.

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 years ended December 31, 2025 and 2024, 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.

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 December 31, 2025 and 2024, cash and cash equivalents consisted of the following:

	December 31,	
	2025	**2024**
Cash on Hand and in Banks	$ 1,396	$ 1,072
Total	$ 1,396	$ 1,072

Note 5. Other Current Assets

As of December 31, 2025 and 2024, other current assets consisted of the following:

	December 31,	
	2025	2024
Due from Directors and Stockholders	$ 85,729	$ 77,564
Total	$ 85,729	$ 77,564

Note 6. Other Current Liabilities

As of December 31, 2025 and 2024, other current liabilities consisted of the following:

	December 31,	
	2025	2024
Accrued Compensation	$ 504,051	$ 367,564
Accrued Social Security	157,141	113,022
Accrued Tax Liabilities	47,847	34,144
Total	$ 709,039	$ 514,730

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 per share, of which 595,105,000 shares were issued and outstanding as of December 31, 2025.

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, RSAs and RSUs to directors, officers, employees, and consultants.

As of December 31, 2025, a total of 70,625,000 RSAs had been granted under the Plan, of which 39,150,000 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.

During the year ended December 31, 2025, the Corporation awarded 10,000,000 RSAs to one non-employee director, subject to a five-year service-based vesting period; 5,400,000 RSAs to one executive officer, subject to a one-year service-based vesting period; and 4,800,000 RSAs to one employee of a subsidiary of the Corporation, subject to a one-year service-based vesting period.

Stock-Based Compensation Expense

The Corporation recognized stock-based compensation expense related to directors, officers, employees, and consultants in the amounts of $129,000, $48,500, and $33,250 for the years ended December 31, 2025, 2024, and 2023, respectively.

Stock-based compensation expense is recognized in the same financial statement line items as the cash compensation paid to the respective award recipients and is allocated based on the function of the recipient. The total stock-based compensation expense by functional classification for the years ended December 31, 2025, 2024, and 2023 is as follows:

	Year Ended December 31,		
	2025	2024	2023
Cost of Revenue	$ -	$ -	$ -
Research and Development	-	-	-
Sales and Marketing	-	-	-
General and Administrative	129,000	48,500	33,250
Total Stock-Based Compensation Expense	$ 129,000	$ 48,500	$ 33,250

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

Activity of Unvested Restricted Common Stock

The following table summarizes activity related to unvested RSAs for the year ended December 31, 2025:

	Shares	Weighted-Average Fair Value at Grant Date
Unvested at December 31, 2024	30,000,000	$ 0.01
Grants During the Year	20,200,000	0.01
Vested During the Year	(11,050,000)	0.01
Unvested at December 31, 2025	39,150,000	$ 0.01

The weighted-average grant-date fair value of unvested RSAs at December 31, 2025 was $0.01 per share. The total carrying amount of these unvested RSAs was $333,000 as of December 31, 2025 and is included in the deferred compensation balance presented in the Consolidated Statement of Stockholders' Equity.

Note 8. Benefit from or Provision for Income Taxes

The Corporation's provision for, or benefit from, income taxes is determined using an estimate of the annual effective tax rate, which is monitored throughout the year and adjusted for discrete items when applicable. For the year ended December 31, 2025, the Corporation's estimated effective tax rate was 21%.

The Corporation recorded a provision for income taxes of $220,608 for the year ended December 31, 2025, and income tax benefits of $70,224 and $24,291 for the years ended December 31, 2024 and 2023, respectively. The effective tax rate is based on actual annual results and may fluctuate significantly from year to year due to changes in pre-tax income, permanent differences, tax credits, and applicable tax laws.

As of December 31, 2025, the Corporation had deferred tax assets of $259,081, which include amounts carried forward from prior periods, and has recorded a full valuation allowance against these amounts, as it is more likely than not that the deferred tax assets will not be realized. As of December 31, 2024, the Corporation had deferred tax assets of $200,726, which were also fully offset by a valuation allowance. If realized in the future, these deferred tax assets could reduce the Corporation's effective tax rate on taxable income.

The domestic and foreign components of loss before income taxes for the years ended December 31, 2025, 2024, and 2023 are as follows:

	Year Ended December 31,		
	2025	2024	2023
Domestic	$ (137,989)	$ (57,528)	$ (35,862)
Foreign	(91,518)	(121,521)	(99,100)
Loss Before Income Taxes	$ (229,507)	$ (179,049)	$ (134,962)

The components of the income tax benefit and provision for the years ended December 31, 2025, 2024, and 2023 are as follows:

	Year Ended December 31,		
	2025	2024	2023
Current:			
Federal	$ -	$ -	$ -
State	-	-	-
Foreign	-	-	-
Total Current Benefit from (Provision for) Income Taxes	-	-	-
Deferred:			
Federal	(235,983)	22,452	7,642
State	-	-	-
Foreign	15,375	47,772	16,649
Total Deferred Benefit from (Provision for) Income Taxes	(220,608)	70,224	24,291
Benefit from (Provision for) Income Taxes	$ (220,608)	$ 70,224	$ 24,291

The following table reconciles income tax benefit and provision at the U.S. federal statutory rate to the Corporation's income tax benefit and provision for the years ended December 31, 2025, 2024, and 2023:

	Year Ended December 31,		
	2025	2024	2023
Income Tax at Federal Statutory Rate	$ 48,196	$ 70,224	$ 24,291
State Taxes, Net of Federal Benefit	-	-	-
Stock-Based Compensation	-	-	-
Foreign Rate Differential	-	-	-
Change in Valuation Allowance	(259,081)	-	-
Other	(9,723)	-	-
Benefit from (Provision for) Income Taxes	$ (220,608)	$ 70,224	$ 24,291

The tax effects of temporary differences and the related deferred tax assets and liabilities as of December 31, 2025 and 2024 are summarized as follows:

	December 31,	
	2025	2024
Deferred Tax Assets:		
Operating Loss Carryforwards, Net	$ 259,081	$ 200,726
Total Deferred Tax Assets	259,081	200,726
Valuation Allowance	(259,081)	-
Deferred Tax Assets, Net of Valuation Allowance	-	200,726
Deferred Tax Liabilities:		
Total Deferred Tax Liabilities	-	-
Deferred Tax Assets, Net	$ -	$ 200,726

As of December 31, 2025, the Corporation had deferred tax assets of $259,081 related to U.S. federal net operating loss carryforwards, which are fully offset by a valuation allowance. Management reassessed the realizability of these deferred tax assets and concluded that a full valuation allowance is required because it is more likely than not that the assets will not be realized.

The Corporation recognizes interest and penalties related to income tax matters, if any, as a component of income tax expense. No interest or penalties were recognized during any of the years presented in the accompanying financial statements.

The Corporation is subject to taxation in the United States and Switzerland. Earnings from non-U.S. operations are subject to income taxes in the respective local jurisdictions. The material jurisdictions where the Corporation is subject to potential examination by tax authorities include the United States and Switzerland. The Corporation does not expect its unrecognized tax benefits to change materially within 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 year.

Diluted 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 year, adjusted for 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.

During the year ended December 31, 2025, the Corporation refined its computation of basic and diluted net loss per share to reflect the treatment of unvested RSAs as outstanding shares in accordance with ASC 260, *Earnings per Share*. In prior periods, the Corporation's computation assumed RSUs rather than RSAs. The Corporation evaluated the impact of this refinement and determined that the effect on prior periods was not material; accordingly, prior period amounts have not been restated.

The following table presents the computation of basic and diluted net loss per share for the years ended December 31, 2025, 2024, and 2023:

	Year Ended December 31,		
	2025	**2024**	**2023**
Numerator:			
Net Loss Attributable to Common Stockholders	$ (450,115)	$ (108,825)	$ (110,671)
Denominator:			
Weighted-Average Common Shares Outstanding – Basic	588,480,000	542,437,990	531,605,500
Effect of Dilutive Securities	-	-	-
Weighted-Average Common Shares Outstanding – Diluted	588,480,000	542,437,990	531,605,500
Net Loss per Share Attributable to Common Stockholders:			
Basic	$ (0.00076)	$ (0.00020)	$ (0.00021)
Diluted	$ (0.00076)	$ (0.00020)	$ (0.00021)

Note 10. Commitments and Contingencies

Contractual Obligations

The Corporation had no contractual commitments as of December 31, 2025 and 2024.

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, 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*.

A subsidiary of the Corporation is currently involved in a labor-related legal proceeding in Switzerland, in which a former employee has claimed damages of approximately $37,893. The Swiss Federal Tribunal ruled against the subsidiary on appeal, and the matter is expected to be referred to the Delaware Court of Chancery for further proceedings. Based on the Corporation's evaluation and discussions with legal counsel, the Corporation believes that the likelihood of an unfavorable outcome in Delaware is remote. Accordingly, no liability has been recorded in the consolidated financial statements as of December 31, 2025. The Corporation will continue to monitor developments and reassess its position if circumstances change.

While 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, legal proceedings are inherently unpredictable. Future developments could materially impact the Corporation's financial results if new facts emerge or if the outcome differs from current expectations.

Non-Income Tax Matters

The Corporation was not subject to any non-income tax audits by domestic or foreign tax authorities for the years ended December 31, 2025, 2024, and 2023. However, the Corporation may be subject to future examinations by tax authorities in various jurisdictions with respect to non-income taxes, which could result in additional assessments, adjustments, or have no effect.

Tax laws and regulations governing non-income taxes are complex and subject to varying interpretations. Non-compliance with applicable tax rules may lead to assessments of additional taxes, interest, and penalties. Changes in tax legislation, regulatory

guidance, judicial rulings, or the outcome of any future examinations could have a material impact on the Corporation's consolidated financial statements.

As of December 31, 2025, the Corporation has not recorded any liability related to non-income taxes.

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 corporate charter. These indemnities generally cover expenses incurred in legal proceedings, including defense costs, judgments, or settlements, in connection with their service to the Corporation.

As of December 31, 2025, 2024, and 2023, the Corporation has not incurred any material costs related to these indemnification obligations and has not recorded any related liabilities in the unaudited consolidated financial statements. The maximum potential amount of future payments under such arrangements cannot be reasonably estimated due to the nature of the indemnities and the absence of prior claims. The Corporation continually monitors its exposure and will recognize a liability if it becomes probable and reasonably estimable under U.S. GAAP.

Note 11. Related Party Transactions

The Corporation did not enter into any transactions with related parties during the years ended December 31, 2025, 2024, or 2023.

Note 12. Employee Benefit Plan

The Corporation has evaluated its employee benefit arrangements and has concluded that it 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 years ended December 31, 2025, 2024, and 2023.

Note 13. Segment Information and Operations by Geographic Area

The Corporation has a single reportable segment, as defined in ASC 280, *Segment Reporting*. The Chief Executive Officer, who serves as the chief operating decision maker, reviews consolidated financial information for purposes of resource allocation and performance evaluation. Accordingly, the Corporation operates as a single reportable segment.

Revenue

The Corporation is in the development stage and has not generated any revenue since inception. All operations are conducted within a single operating segment and a single geographic area.

Property and Equipment, Net

As of December 31, 2025 and 2024, the Corporation did not have any material property and equipment. Accordingly, there are no material amounts to report in the consolidated balance sheets.

Note 14. Subsequent Events

The Corporation evaluated subsequent events through March 27, 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 subsequent events have occurred through that date that would require adjustment to or disclosure in the unaudited consolidated financial statements.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Corporation was not previously subject to a PCAOB audit, and there were no changes in, or disagreements with, any accountants on accounting or financial disclosure matters during the periods presented.

Item 9A. 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 December 31, 2025, 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 December 31, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the period covered by this Annual Report 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.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. generally accepted accounting principles.

Management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2025, based on the criteria in the *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2025.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changes in conditions, or that compliance with policies and procedures may deteriorate.

As a company not yet subject to PCAOB auditing standards, this assessment has been performed internally and has not been audited by an independent registered public accounting firm.

Item 9B. Other Information

There is no additional information to report on under this item.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable, as the Corporation is not currently subject to PCAOB inspection requirements.

Part III

Item 10. Directors, Executive Officers and Corporate Governance

As of December 31, 2025, our Board of Directors (the "Board") was composed of one management director and four independent directors. Biographical information regarding our directors and executive officers is set forth below.

Executive Officers

Jacques Fourie, 58, is the Founder, Chief Executive Officer, President, and a member and Chairman of the Board of Doofus Corporation, having served in these roles since September 10, 2024. He previously held the same positions at the Corporation's predecessor since its inception in August 2016. Jacques has over 36 years of experience across technology, finance, corporate finance, and executive leadership, and he plays a central role in defining and executing the Corporation's strategic vision.

Gabriel Alan Otto, 28, has served as our Chief Financial Officer since November 20, 2024. He holds a Bachelor of Science in Accountancy, magna cum laude, from Holy Angel University in the Philippines and is a Certified Public Accountant (CPA) licensed in the State of Illinois. Prior to joining Doofus Corporation, Gabriel was an Audit Associate at Ernst & Young and later a Senior Audit Associate at Baker Tilly. Through these roles, he gained substantial experience in corporate finance, financial reporting, and regulatory compliance across a broad range of industries.

Theodora Saviolakis, 48, has served as our Secretary since October 13, 2025. She holds a Master of Studies in Law (Corporate Compliance), cum laude, from Fordham Law School, a Bachelor of Professional Studies, cum laude, from the Metropolitan College of New York, and is an active member of the Society of Corporate Compliance and Ethics (SCCE) and the International Association of Privacy Professionals (IAPP). Theodora brings over 27 years of legal support experience and served as Founder of 1-Compliance LLC, where she designed and implemented corporate compliance programs, developed privacy frameworks under GDPR and CCPA, and led initiatives in Anti-Money Laundering (AML), Know Your Customer (KYC), cybersecurity readiness, and ethics training across a variety of organizations.

Independent Directors

Christopher (Chris) Ernst van Rooyen, 61, has served as an independent director of Doofus Corporation since September 10, 2024. He previously served as an independent director of the Corporation's predecessor from January 1, 2024, until its reorganization in September 2024. Chris is an experienced entrepreneur and businessman, with expertise in startups and business turnarounds. His professional track record reflects a consistent ability to identify and capitalize on opportunities across diverse industries. Chris serves as the Lead Independent Director, Chairman of the Nominating and Corporate Governance Committee, and a member of both the Audit Committee and the Compensation Committee.

Donald Dongwhan Min, 57, has served as an independent director of Doofus Corporation since April 1, 2025. Donald holds a Bachelor of Science in Electrical Engineering from Purdue University and a Juris Doctor from George Mason University's Antonin Scalia Law School. He is a registered patent attorney with the United States Patent and Trademark Office (USPTO) and is admitted to practice law in California and Washington, D.C. Donald brings extensive experience advising companies on intellectual property strategy, mergers and acquisitions, and business operations. As Vice President at Hyperloop One, he was responsible for IP management, product strategy, and strategic partnerships. He has also held senior IP counsel roles at Johnson Controls and Qualcomm, managing global patent portfolios and overseeing litigation. Currently, Donald is the founder of DAEMON Advisors, a firm providing strategic counsel on intellectual property and business matters.

Partha Debnath, 57, has served as an independent director of Doofus Corporation since September 10, 2024. He previously served as an independent director of the Corporation's predecessor from January 1, 2024, until its reorganization in September 2024. Partha holds a Bachelor of Technology in Civil Engineering and a Postgraduate Diploma in Business Management and is a civil engineer with over 30 years of experience in project management, combining technical expertise with a strong understanding of business operations. In addition to his professional career, Partha is an active startup investor. He currently serves as Chairman of the Compensation Committee and is a member of both the Audit Committee and the Nominating and Corporate Governance Committee.

William Charles Fritchie, 46, has served as an independent director of Doofus Corporation since January 1, 2025. William holds a bachelor's degree from Lehigh University and a Master of Business Administration (MBA) from Rutgers Business School. He earned his Certified Public Accountant (CPA) license in 2015 and has worked in public accounting at Ernst & Young, PwC, and Deloitte. As a subject matter expert in U.S. GAAP and IFRS, William has advised multinational companies on a broad range of technical accounting and audit matters. He serves as Chairman of the Audit Committee and is a member of both the Compensation Committee and the Nominating and Corporate Governance Committee.

Corporate Governance

In January 2025, our Board appointed a Lead Independent Director and established the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. Each committee operates under a written charter adopted by the Board and is composed entirely of independent directors in accordance with applicable SEC rules and exchange listing standards.

The Board has adopted a Code of Ethics and Business Conduct applicable to all directors, officers, and employees, including the Chief Executive Officer, Chief Financial Officer, and other senior officers. The Board has also adopted Corporate Governance Guidelines to assist in fulfilling its responsibilities and to promote the effective functioning of the Board and its committees. Both the Code of Ethics and Business Conduct and the Corporate Governance Guidelines are available on our website at https://doofus.xyz, and any amendments to, or waivers from, the Code of Ethics will be promptly posted on our website.

We do not file a definitive proxy statement. Accordingly, all information required by Item 407 of Regulation S-K relating to our corporate governance matters is provided in this Annual Report.

Item 11. Executive Compensation

The following table presents executive compensation for each of the years presented:

	Year Ended December 31,		
	2025	**2024**	**2023**
Jacques Fourie – Chief Executive Officer			
Salary	$ 102,172	$ 96,051	$ 94,086
Bonus	-	-	-
Non-Equity Incentive Plan Compensation	-	-	-
Stock Awards	-	-	-
All Other Compensation	-	-	-
Total Compensation	$ 102,172	$ 96,051	$ 94,086
Gabriel Alan Otto – Chief Financial Officer			
Salary	$ 54,000	$ -	$ -
Bonus	-	-	-
Non-Equity Incentive Plan Compensation	-	-	-
Stock Awards	-	-	-
All Other Compensation	-	-	-
Total Compensation	$ 54,000	$ -	$ -
Theodora Saviolakis – Secretary			
Salary	$ -	$ -	$ -
Bonus	-	-	-
Non-Equity Incentive Plan Compensation	-	-	-
Stock Awards	-	-	-
All Other Compensation	-	-	-
Total Compensation	$ -	$ -	$ -
Total Executive Compensation	$ 156,172	$ 96,051	$ 94,086

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information as of December 31, 2025, with respect to the beneficial ownership of our common stock by:

- each of our directors and director nominees;
- each of our named executive officers;
- all of our current directors and executive officers as a group; and
- each stockholder known to us to beneficially own more than 5% of our outstanding common stock.

Beneficial ownership is determined in accordance with Rule 13d-3(d)(1) under the Exchange Act and generally includes voting or investment power with respect to the shares. Unless otherwise indicated, each person named in the table has sole voting and investment power with respect to all shares shown as beneficially owned, subject to applicable community property laws. The percentage of beneficial ownership is based on 595,105,000 shares of common stock outstanding as of December 31, 2025.

Unless otherwise noted, the address for each listed beneficial owner is c/o Doofus Corporation, 5900 Balcones Drive, Suite 21697, Austin, Texas 78731, United States. The information set forth in the table is based on our records and information provided by the respective stockholders.

	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
Directors:		
Christopher Ernst van Rooyen [(1)]	11,000,000	1.85 %
Donald Dongwhan Min [(1)]	10,000,000	1.68 %
Partha Debnath [(1)]	10,250,000	1.72 %
William Charles Fritchie [(1)]	10,000,000	1.68 %
Total Shares of Common Stock Owned by Directors	41,250,000	6.93 %
Executive Officers:		
Gabriel Alan Otto [(1)]	5,400,000	0.91 %
Jacques Fourie [(2)]	500,100,000	84.04 %
Theodora Saviolakis	-	-
Total Shares of Common Stock Owned by Executive Officers	505,500,000	84.94 %
Total Shares of Common Stock Owned by Directors and Executive Officers	546,750,000	91.87 %

[(1)] Include a total of 34,350,000 unvested RSAs held by directors and executive officers. These shares have not vested and may not be sold or transferred, but the holders have voting power.
[(2)] Jacques Fourie also serves as a director.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Related Person Transactions

During the year ended December 31, 2025, and through the date of this Annual Report, we have not entered into any transactions, nor are there any currently proposed transactions, in which the amount involved exceeded $120,000 and in which any of our directors, nominees for director, executive officers, beneficial owners of more than 5% of our common stock, or any immediate family member of, or person sharing the household with, any such individual had or will have a direct or indirect material interest.

Policies and Procedures for Related Person Transactions

Our Audit Committee is responsible for reviewing and approving or ratifying transactions that would qualify as related person transactions under applicable SEC rules. Although we have not adopted a formal written policy governing related person transactions, the Audit Committee follows established practices for reviewing such matters.

A related person transaction generally includes any transaction, arrangement, or relationship (or series of similar transactions) in which the aggregate amount involved exceeds $120,000 and in which a related person has or will have a direct or indirect material interest. A “related person” includes our directors, nominees for director, executive officers, beneficial owners of more than 5% of our common stock, and the immediate family members of any of the foregoing.

In evaluating potential related person transactions, the Audit Committee considers all relevant facts and circumstances, including whether the terms of the transaction are comparable to those that could be obtained in arm’s-length dealings with an unrelated third party, the extent of the related person’s interest in the transaction, the benefit to the Corporation, and the potential impact on the related person’s independence.

While we have not formalized a list of transactions that are deemed pre-approved, the Audit Committee applies general materiality thresholds and governance best practices in its oversight role. If advance approval of a transaction is not feasible, the chairperson of the Audit Committee may approve the transaction, subject to ratification by the full committee at its next scheduled meeting.

Item 14. Principal Accounting Fees and Services

During the fiscal year ended December 31, 2025, and the prior fiscal year, the Corporation did not engage an independent registered public accounting firm to provide audit or non-audit services. Accordingly, no fees were incurred for audit services, audit-related services, tax services, or other services.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The following documents are filed as part of this Annual Report:

1. Unaudited Consolidated Financial Statements

The unaudited consolidated financial statements are included in Part II, Item 8 of this Annual Report and are listed in the accompanying "Index to Consolidated Financial Statements."

2. Financial Statement Schedules

All financial statement schedules have been omitted because they are not required, not applicable, not present in amounts sufficient to require submission, or the required information is included in the unaudited consolidated financial statements or the related notes.

3. Exhibits

Exhibits filed with this Annual Report are listed in the exhibit index following this item.

		Incorporated by Reference Herein	
Exhibit Number	**Description**	**Form**	**Date**
10.1	Doofus Corporation Agreement and Plan of Reorganization, dated September 4, 2024, previously filed as Exhibit 10.1 to the Corporation's Annual Report for the year ended December 31, 2024, and incorporated herein by reference.	–	September 4, 2024

Item 16. Annual Report Summary

None.

Signatures

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

Doofus Corporation

Date: March 27, 2026

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

Date: March 27, 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 Annual 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: March 27, 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 Annual 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: March 27, 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 Annual Report of Doofus Corporation (the "Corporation") for the fiscal year ended December 31, 2025 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 Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: March 27, 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 Annual Report of Doofus Corporation (the "Corporation") for the fiscal year ended December 31, 2025 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 Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: March 27, 2026

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