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# VIIT HEALTH, INC.

## FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2023 AND 2022 *(Unaudited)*

## INDEX TO FINANCIAL STATEMENTS

(UNAUDITED)

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## INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors  
ViiT Health, Inc.  
Las Cruces, New Mexico

We have reviewed the accompanying financial statements of ViiT Health, Inc. (the "Company,"), which comprise the balance sheet as of December 31, 2023 and December 31, 2022, and the related statement of operations, statement of shareholders' equity (deficit), and cash flows for the year ending December 31, 2023 and December 31, 2022, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Accountant's Responsibility**

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our reviews.

### **Accountant's Conclusion**

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern**

As discussed in Note 9, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

*Set Apart FS*

April 12, 2024  
Los Angeles, California

**VIIT HEALTH INC.**
**BALANCE SHEET**
**(UNAUDITED)**


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<b>As of December 31,</b> (USD \$ in Dollars)	<b>2023</b>	<b>2022</b>
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash & Cash Equivalents	\$ 13,044	\$ 8,670
<b>Total Current Assets</b>	<b>\$ 13,044</b>	<b>\$ 8,670</b>
<b>Total Assets</b>	<b>\$ 13,044</b>	<b>\$ 8,670</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Simple Agreement for Future Equity (SAFEs)	1,125,553	792,142
<b>Total Liabilities</b>	<b>1,125,553</b>	<b>792,142</b>
<b>STOCKHOLDERS EQUITY</b>		
Common Stock	150,000	102,000
Preferred Stock	-	-
Subscription Receivable	(150,000)	(102,000)
Retained Earnings/(Accumulated Deficit)	(1,112,509)	(783,471)
<b>Total Stockholders' Equity</b>	<b>(1,112,509)</b>	<b>(783,471)</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 13,044</b>	<b>\$ 8,670</b>

*See accompanying notes to financial statements.*

**VIIT HEALTH INC.****STATEMENTS OF OPERATIONS****(UNAUDITED)**

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<b>For Fiscal Year Ended December 31,</b> (USD \$ in Dollars)	<b>2023</b>	<b>2022</b>
Net Revenue	\$ -	\$ -
Cost of Goods Sold	-	-
Gross profit	-	-
Operating expenses		
General and Administrative	29,711	24,195
Research and Development	273,680	638,990
Total operating expenses	303,391	663,185
Operating Income/(Loss)	(303,391)	(663,185)
Interest Expense	-	(0)
Other Loss/(Income)	25,647	60,239
Income/(Loss) before provision for income taxes	(329,038)	(723,423)
Provision/(Benefit) for income taxes	-	-
<b>Net Income/(Net Loss)</b>	<b>\$ (329,038)</b>	<b>\$ (723,423)</b>

*See accompanying notes to financial statements.*

**VIIT HEALTH INC.**

**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**

(in , \$US)	Common Stock		Preferred Stock		Subscription Receivable	Retained earnings/ (Accumulated Deficit)		Total Shareholder Equity
	Shares	Amount	Shares	Amount		\$	\$	
Balance—December 31, 2021	10,200,000	\$ 102,000	-	\$ -	\$ (102,000)	\$ (60,048)	\$ (60,048)	
Net income/(loss)						\$ (723,423)	\$ (723,423)	
Balance—December 31, 2022	10,200,000	102,000	-	-	(102,000)	\$ (783,471)	\$ (783,471)	
Issuance of Stock	4,800,000	48,000	-	-	(48,000)			-
Net income/(loss)						(329,038)	(329,038)	
Balance—December 31, 2023	15,000,000	\$ 150,000	-	\$ -	\$ (150,000)	\$ (1,112,509)	\$ (1,112,509)	

*See accompanying notes to financial statements.*

**VIIT HEALTH INC.**

**STATEMENTS OF CASH FLOWS**

**(UNAUDITED)**

<b>For Fiscal Year Ended December 31,</b> (USD \$ in Dollars)	<b>2023</b>	<b>2022</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net income/(loss)	\$ (329,038)	\$ (723,423)
<i>Adjustments to reconcile net income to net cash provided/(used) by operating activities:</i>		
Fair value in excess of stated value of derivative instrument	25,647	60,934
<b>Net cash provided/(used) by operating activities</b>	<b>(303,391)</b>	<b>(662,489)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>Net cash provided/(used) in investing activities</b>	<b>-</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowing on Simple Agreement for Future Equity (SAFEs)	307,764	531,208
<b>Net cash provided/(used) by financing activities</b>	<b>307,764</b>	<b>531,208</b>
Change in Cash	4,373	(131,281)
Cash—beginning of year	8,670	139,952
<b>Cash—end of year</b>	<b>\$ 13,044</b>	<b>\$ 8,670</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	\$ -	\$ (0)
Cash paid during the year for income taxes	\$ -	\$ -
<b>OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES</b>		
Purchase of property and equipment not yet paid for	\$ -	\$ -
Issuance of equity in return for note		-
Issuance of equity in return for accrued payroll and other liabilities		

*See accompanying notes to financial statements.*

# VIIT HEALTH INC.

## NOTES TO FINANCIAL STATEMENTS

### FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

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#### 1. NATURE OF OPERATIONS

ViiT Health Inc. was incorporated on June 15, 2021 in the state of Delaware. The financial statements of ViiT Health Inc. (Which may be referred to as the "Company", "we", "us", or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's headquarters are located in Las Cruces, New Mexico.

ViiT Health is a consumer healthtech company that develops computer vision technology to identify biochemical markers using light. We have developed a non-invasive device (Bioviit) to measure blood glucose levels, oxygen saturation, heart rate and ideally other analytes to come. Our device can be connected to wellness and prevention applications that will be used by customers to keep track of their results, and receive meaningful wellness information fitted to their objectives and individual characteristics. Our company mainly focuses on scientific research, hardware and software development and wellness consumer product commercialization. We aim to integrate new biochemical detection capabilities and will explore different commercial strategies that might include hardware and software licensing.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies is presented to assist in understanding the Company's financial statements. The accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP" and "US GAAP").

##### Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("US GAAP"). The Company has adopted the calendar year as its basis of reporting.

##### Use of Estimates

The preparation of financial statements in conformity with United States GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

##### Cash and Cash Equivalents

Cash and cash equivalents include all cash in banks. The Company's cash is deposited in demand accounts at financial institutions that management believes are creditworthy. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2023 and December 31, 2022, the Company's cash and cash equivalents did not exceed FDIC insured limits.

##### Income Taxes

ViiT Health Inc. is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any

# VIIT HEALTH INC.

## NOTES TO FINANCIAL STATEMENTS

### FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

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applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken or expected to be taken in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.

#### *Concentration of Credit Risk*

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

#### **Revenue Recognition**

The Company is currently pre-revenue and will follow the provisions and the disclosure requirements described in ASU 2014-09 also referred to as Topic 606. Revenue recognition, according to Topic 606, is determined using the following steps:

- 1) Identification of the contract, or contracts, with the customer: the Company determines the existence of a contract with a customer when the contract is mutually approved; the rights of each party in relation to the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the capacity and intention to pay, and the contract has commercial substance.
- 2) Identification of performance obligations in the contract: performance obligations consist of a promised in a contract (written or oral) with a customer to transfer to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.
- 3) Recognition of revenue when, or how, a performance obligation is met: revenues are recognized when or as control of the promised goods or services is transferred to customers.

The Company will earn revenues from developed a non-invasive device (Bioviit) to measure blood glucose levels, oxygen saturation, heart rate and ideally other analyses to come.

#### **Research and Development Costs**

Costs incurred in the research and development of the Company's products are expensed as incurred.

#### **Fair Value of Financial Instruments**

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the short-term nature of such instruments).

# VIIT HEALTH INC.

## NOTES TO FINANCIAL STATEMENTS

### FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

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The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

**Level 1**—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

**Level 2**—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

**Level 3**—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

#### Subsequent Events

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through April 12, 2024, which is the date the financial statements were issued.

### 3. CAPITALIZATION AND EQUITY TRANSACTIONS

#### Common Stock

The Company is authorized to issue 15,000,000 shares of Common Stock with a par value of \$0.01. As of December 31, 2023, and December 31, 2022, 15,000,000 and 10,200,000 Common Stock were issued and outstanding, respectively.

#### Preferred Stock

The Company is authorized to issue 2,000,000 shares of Preferred Stock with a \$0.01 par value. As of December 31, 2023, and December 31, 2022, no shares were issued and outstanding.

### 4. DEBT

#### SAFE(s)

The details of the Company's Simple Agreements for Future Equity ("SAFE") and the terms are as follows:

SAFE(s)	Principal Amount	Borrowing Period	Valuation Cap	Discount	As of Year Ended December 31,	
					2023	2022
Safe 2021	\$ 200,000	Fiscal Year 2021	\$ 15,000,000	80%	\$ 200,000	\$ 200,000
Safe 2022	\$ 409,958	Fiscal Year 2022	\$ 15,000,000	80%	\$ 409,958	\$ 409,958
Safe 2022	\$ 121,250	Fiscal Year 2022	\$ 20,000,000	80%	\$ 121,250	\$ 121,250
Safe 2023	\$ 307,764	Fiscal Year 2023	\$ 20,000,000	80%	\$ 307,764	
Fair value in excess of stated value of derivative instrument					\$ 86,581	\$ 60,934
<b>Total SAFE(s)</b>	<b>\$ 1,038,972</b>				<b>\$ 1,125,553</b>	<b>\$ 792,142</b>

If there is an Equity Financing before the termination of this SAFE, on the initial closing of such Equity Financing, this SAFE will automatically convert into the number of shares of SAFE Preferred Stock equal to the Purchase Amount divided by the Conversion Price, in accordance with the terms and conditions of this Safe. If there is a Liquidity Event before the

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# VIIT HEALTH INC.

## NOTES TO FINANCIAL STATEMENTS

### FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

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termination of this SAFE, the Investor will automatically be entitled to receive a portion of Proceeds, due and payable to the Investor immediately prior to, or concurrent with, the consummation of such Liquidity Event, equal to the greater of (i) the Purchase Amount (the "Cash-Out Amount") or (ii) the amount payable on the number of shares of Common Stock equal to the Purchase Amount divided by the Liquidity Price (the "Conversion Amount"). If there is a Dissolution Event before the termination of this SAFE, the Investor will automatically be entitled to receive a portion of Proceeds equal to the Cash-Out Amount, due and payable to the Investor immediately prior to the consummation of the Dissolution Event. In a Liquidity Event or Dissolution Event, this SAFE is intended to operate like standard non-participating Preferred Stock. The Investor's right to receive its Cash-Out Amount is: (i) Junior to payment of outstanding indebtedness and creditor claims, including contractual claims for payment and convertible promissory notes (to the extent such convertible promissory notes are not actually or notionally converted into Capital Stock); (ii) On par with payments for other SAFEs and/or Preferred Stock, and if the applicable Proceeds are insufficient to permit full payments to the Investor and such other Safes and/or Preferred Stock, the applicable Proceeds will be distributed pro rata to the Investor and such other SAFEs and/or Preferred Stock in proportion to the full payments that would otherwise be due; and (iii) Senior to payments for Common Stock. The SAFE Agreement is considered a mandatorily redeemable financial instrument under ASC 480-10-15-8. Because the SAFE may require the issuer to redeem the instrument for cash upon a change of control, the agreement should be classified and recorded as a liability under ASC 480-10-25-8 because a change of control is an event that is considered not under the sole control of the issuer. Therefore, the SAFEs are classified as marked-to-market liabilities pursuant to ASC 480 in other long-term liabilities.

## 5. INCOME TAXES

The provision for income taxes for the year ended December 31, 2023 and December 31, 2022 consists of the following:

As of Year Ended December 31,	2023	2022
Net Operating Loss	\$ (78,275)	\$ (21,062)
Valuation Allowance	78,275	21,062
<b>Net Provision for income tax</b>	<b>\$ -</b>	<b>\$ -</b>

Significant components of the Company's deferred tax assets and liabilities at December 31, 2023 and December 31, 2022 are as follows:

As of Year Ended December 31,	2023	2022
Net Operating Loss	\$ (114,830)	\$ (36,555)
Valuation Allowance	114,830	36,555
<b>Total Deferred Tax Asset</b>	<b>\$ -</b>	<b>\$ -</b>

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, the Company has determined that it is more likely than not that the Company will not recognize the benefits of the federal and state net deferred tax assets, and, as a result, full valuation allowance has been set against its net deferred tax assets as of December 31, 2023 and December 31, 2022. The amount of the deferred tax asset to be realized could be adjusted if estimates of future taxable income during the carry-forward period are reduced or increased.

For the fiscal year ending December 31, 2023, the Company had federal cumulative net operating loss ("NOL") carryforwards of \$445,076, and the Company had state net operating loss ("NOL") carryforwards of approximately \$445,076. Utilization of some of the federal and state NOL carryforwards to reduce future income taxes will depend on the Company's ability to generate sufficient taxable income prior to the expiration of the carryforwards. The federal net

# VIIT HEALTH INC.

## NOTES TO FINANCIAL STATEMENTS

### FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

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operating loss carryforward is subject to an 80% limitation on taxable income, does not expire, and will carry on indefinitely.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not to be sustained on a tax return upon examination by the relevant taxing authority, based on the technical merits of the position. As of December 31, 2023, and December 31, 2022, the Company had no unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of December 31, 2023, and December 31, 2022, the Company had no accrued interest and penalties related to uncertain tax positions.

## 6. RELATED PARTY

There are no related party transactions.

## 7. COMMITMENTS AND CONTINGENCIES

### Contingencies

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

### Litigation and Claims

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

## 8. SUBSEQUENT EVENTS

The Company has evaluated subsequent events for the period from December 31, 2023 through April 11, 2024, which is the date the financial statements were available to be issued.

The company plans to engage in an R&D study with a third party to determine whether it should classify technology-related expenses (such as Hardware Development, Software Development, and Research and Development) incurred since 2022 as fixed assets, along with their corresponding amortization.

In 2024, the Company entered into four additional SAFE agreements through the WeFunder crowdfunding platform, totaling \$100,645.

The company granted \$365,000 in stock options to seven advisory board members via individual Advisory Board Invitation Letters. Currently, it's formalizing Stock Option Agreements and intends to allocate up to 10% of Viit Health's stock to Directors, Officers, and Executives over time, to issue up to 1,500,000 shares for equity compensation.

# VIIT HEALTH INC.

## NOTES TO FINANCIAL STATEMENTS

### FOR YEAR ENDED TO DECEMBER 31, 2023 AND DECEMBER 31, 2022

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There have been no other events or transactions during this time that would have a material effect on these financial statements.

#### 9. GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a net operating loss of \$303,391, an operating cash flow loss of \$303,391, and liquid assets in cash of \$13,044, which is less than a year's worth of cash reserves as of December 31, 2023. These factors normally raise substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.