

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-36268

Q/C Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	22-2983783 (I.R.S. Employer Identification Number)
1185 Avenue of the Americas, Suite 249 New York, NY	10036
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (856) 848-8698

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s)	Name of Each Exchange on Which Registered:
Shares of Common Stock, par value \$0.001 per share	QCLS	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
Emerging growth company <input type="checkbox"/>	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2025, based on a closing price of \$12.28, was \$3,616,742.

As of April 27, 2026, the registrant had 7,853,429 shares of its Common Stock, par value \$0.001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

On March 15, 2026, Q/C Technologies, Inc. (“Company,” “we,” “us,” or “our”) filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the “Original Form 10-K”). The Original Form 10-K omitted Part III, Items 10 (*Directors, Executive Officers and Corporate Governance*), 11 (*Executive Compensation*), 12 (*Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*), 13 (*Certain Relationships and Related Transactions, and Director Independence*) and 14 (*Principal Accountant Fees and Services*) in reliance on General Instruction G(3) to Form 10-K, which provides that such information may be either incorporated by reference from the registrant’s definitive proxy statement or included in an amendment to Form 10-K, in either case filed with the Securities and Exchange Commission (the “SEC”) not later than 120 days after the end of the fiscal year.

The Board of Directors has not yet established the date of the 2026 annual meeting of shareholders. When the date is established, the Company will announce it in its filings made with the SEC. Consequently, we currently expect that our definitive proxy statement for the 2026 annual meeting of shareholders will be filed later than the 120th day after the end of the last fiscal year. Accordingly, this Amendment No. 1 to Form 10-K (this “Amendment”) is being filed solely to:

- amend Part III, Items 10, 11, 12, 13 and 14 of the Original Form 10-K to include the information required by such Items;
- file new certifications of our principal executive officer and principal financial officer as exhibits to this Amendment under Item 15 of Part IV hereof, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

This Amendment does not otherwise change or update any of the disclosures set forth in the Original Form 10-K and does not otherwise reflect any events occurring after the filing of the Original Form 10-K.

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PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

Directors and Executive Officers

The following table sets forth the names, ages and positions of all of our directors and executive officers and the positions they hold as of April 27, 2026. Our directors serve until their successors are elected and shall qualify. Executive officers are elected by our board of directors (the “Board”) and serve at the discretion of the directors.

<u>Name</u>	<u>Age</u>	<u>Position with the Company</u>
Mitchell Glass, M.D.	74	Director, Chief Medical Officer
Ian Rhodes	54	Interim Chief Financial Officer
Joshua Silverman	55	Director, Executive Chairman of the Board
Christopher Schreiber	60	Director
Bill J. White	65	Director
Stephen Friscia	55	Director
Chelsea Voss	32	Director
Bruce Bernstein	62	Director

Set forth below is a brief description of the background and business experience of each of our executive officers and directors.

Dr. Mitchell Glass has been our director since April 8, 2024, and currently serves as our Chief Medical Officer, a position he has held since June 13, 2024. Dr. Glass previously served as President of the Company from June 13, 2024 until September 1, 2025. Dr. Glass is presently Chief Executive Officer of Chronic Airway Therapeutics, Chairman and Chief Executive Officer of ACCOLADE Pharma LLC and a principal at Broom Street Associates. Previously, Dr. Glass was director of pulmonary therapeutics at ICI/Zeneca and responsible world-wide for the development of zafirlukast (“Accolate®), the first successful antileukotriene for the treatment of asthma. Dr. Glass also served as Vice President at SmithKline Beecham beginning March, 1995, where he also held executive roles in the development of carvedilol (COREG®) for heart failure, eprosartan (TEVETEN®) for hypertension and led the worldwide portfolio development in cardiovascular, respiratory, renal and metabolic diseases and disorders. At Athrogenix, Dr. Glass led the development of AGI1067 to a successful end of phase 2 meeting with the FDA. After 2 years as the CSO of the University City Science Center in Philadelphia between 2005 and 2006, which included responsibility for 54 early-stage companies, Dr. Glass joined Aquamen Pharma KK (“Aquamen Pharma”) in 2006 as Director Aquamen KK. Dr. Glass also served as Chief Executive Officer and Chief Medical Officer of Aquamen Pharma’s U.S. subsidiary was responsible for the ophthalmic portfolio, the lead compound of which was successfully developed and marketed in the U.S. and served in such roles until 2011. Previously, Dr. Glass served as the Chief Medical Officer and Director at Invion Plc. (ASX IVN) (“Invion”) beginning 2011 until 2019 and led the de-merger of Invion into Chronic Airway Therapeutics, the lead compound of which, nadolol, executed a positive proof of concept study in smokers with bronchitis. Dr. Glass graduated from the University of Chicago and is board certified in internal medicine, pulmonary and critical care medicine.

Ian Rhodes has been our Interim Chief Financial Officer since February 1, 2021. Since August 2024, Mr. Rhodes has been the Chief Financial Officer of Renatus

Tactical Acquisition Corp I. Mr. Rhodes joined Brio Financial Group (“Brio”) in January 2021. From March 2020 to December 2020, Mr. Rhodes has served as the Chief Financial Officer of Apogee Acquisition Corp. since November 2025. Mr. Rhodes served as the Interim Chief Financial Officer of Roadway Moving and Storage. From November 2018 to July 2019, he served as Interim CFO of Greyston Bakery and Foundation. From December 2016 to September 2018, Mr. Rhodes served as President, Chief Executive Officer and Director of GlyEco, Inc., and served as Chief Financial Officer of GlyEco, Inc. from February 2016 to December 2016. From May 2014 to January 2016, he served as Chief Financial Officer of Calmare Therapeutics. Mr. Rhodes began his career at PricewaterhouseCoopers, where he worked for 15 years. Mr. Rhodes holds a Bachelor of Science degree in Business Administration with a concentration in Accounting from Seton Hall University.

Christopher C. Schreiber has been our director since August 8, 2017 and he previously served as our Chief Executive Officer, President, and Executive Chairman of the Board at various times. Mr. Schreiber combines over 30 years of experience in the securities industry. Mr. Schreiber retired in 2023 from his position as the Managing Director of Capital Markets at Taglich Brothers, Inc., where Mr. Schreiber built upon his extensive background in capital markets, deal structures, and syndications. Prior to his time at Taglich Brothers, Inc., he was a member of the board of directors of Paulson Investment Company, a 40-year-old full-service investment banking firm. In 2023, Mr. Schreiber joined the Board of Directors of Sonon Group, a German based company that focuses on providing solar-powered mobility applications. In addition, Mr. Schreiber serves as a director and partner of Long Island Express North, an elite lacrosse training organization for teams and individuals. Mr. Schreiber is a graduate of Johns Hopkins University, where he received a bachelor’s degree in political science. Mr. Schreiber’s qualifications to sit on the Board include his financial expertise and his experience with the Company.

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Joshua Silverman has been our director since September 6, 2018 and currently serves as the Executive Chairman of the Board since September 1, 2025. Mr. Silverman currently serves as the managing member of Parkfield Funding LLC. Mr. Silverman was the co-founder, and a principal and managing partner of Iroquois Capital Management, LLC (“Iroquois”), an investment advisory firm. Since its inception in 2003 until July 2016, Mr. Silverman served as co-chief investment officer of Iroquois. While at Iroquois, he designed and executed complex transactions, structuring and negotiating investments in both public and private companies and has often been called upon by the companies to solve inefficiencies as they relate to corporate structure, cash flow, and management. From 2000 to 2003, Mr. Silverman served as co-chief investment officer of Vertical Ventures, LLC, a merchant bank. Prior to forming Iroquois, Mr. Silverman was a director of Joele Frank, a boutique consulting firm specializing in mergers and acquisitions. Previously, Mr. Silverman served as assistant press secretary to the president of the United States. Mr. Silverman currently serves as a director of AYRO Inc., Petros Pharmaceuticals, Inc., Synaptogenix Inc., Femasys Inc., and Pharmacyte Biotech, Inc., all of which are public companies. Mr. Silverman received his B.A. from Lehigh University in 1992. Mr. Silverman’s qualifications to sit on the Board include his experience as an investment professional, management consultant and as a director of numerous public companies.

Bill J. White has been our director since August 8, 2017. Mr. White has more than 30 years of experience in financial management, operations and business development. Most recently, he served as Chief Financial Officer of Sidus Space, Inc. (Nasdaq: SIDU), as the chief financial officer for ProPhase Labs Inc. (Nasdaq: PRPH), and the chief financial officer, chief operating officer, treasurer and secretary of Intellicheck, Inc., (Nasdaq: IDN). Prior to working at Intellicheck, Inc., he served 11 years as the chief financial officer, chief operating officer, secretary and treasurer of FocusMicro, Inc. (“FM”). As co-founder of FM, Mr. White played an integral role in growing the business from the company’s inception to leading its international expansion into Dubai, UAE. Mr. White has broad domestic and international experience including managing rapid and significant growth, import/export, implementing tough cost management initiatives, exploiting new growth opportunities, merger and acquisitions, strategic planning, resource allocation, tax compliance and organization development. Prior to co-founding FM, he served 15 years in various financial leadership positions in the government sector. Mr. White started his career in Public Accounting. Mr. White holds a Bachelor of Arts in Business Administration from Washington State University and is a Certified Fraud Examiner. Mr. White was selected to serve on the Board of Directors in part because of his significant financial and accounting experience with public companies.

Stephen Friscia has been our director since June 13, 2024. Mr. Friscia is the manager and co-founder of Kipps Capital, a family office established in 2016. Previously, Mr. Friscia was a managing director and portfolio manager for multiple institutional investment and asset management firms, with several focused in small and mid-cap value equities, including Iridian Asset Management LLC, MacKay Shields LLC, Bear Stearns Asset Management Inc., John A. Levin & Co., Inc., and Evergreen Investments LLC (Wachovia Corporation). Mr. Friscia received his B.A. from Pace University – Lubin School of Business. Mr. Friscia’s qualifications to sit on the Board include his experience with small and mid-cap companies.

Bruce Bernstein has been our director since September 1, 2025. Mr. Bernstein has over thirty-five years of experience in the securities industry, primarily as senior portfolio manager for two alternative finance funds as well as in trading and structuring of arbitrage strategies. Mr. Bernstein has served as President of Rockmore Capital, LLC since 2006, the manager of a direct investment and lending fund with peak assets under management of \$140 million. Previously, he served as Co-President of Omicron Capital, LP, an investment firm based in New York, which he joined in 2001. Omicron Capital focused on direct investing and lending to public small cap companies and had peak assets under management of \$260 million. Prior to joining Omicron Capital, Mr. Bernstein was with Fortis Investments Inc., where he was Senior Vice President in the bank’s Global Securities Arbitrage business unit, specializing in equity structured products and equity arbitrage and then President in charge of the bank’s proprietary investment business in the United States. Prior to Fortis, Mr. Bernstein was Director in the Equity Derivatives Group at Nomura Securities International specializing in cross-border tax arbitrage, domestic equity arbitrage and structured equity swaps. Mr. Bernstein started his career at Kidder Peabody, where he rose to the level of Assistant Treasurer. Mr. Bernstein serves as a member of the Board of Directors of Xwell, Inc. the leading airport spa company in the world, based in New York, serves as a Director for Neurotrope since November 14, 2016, Petros Pharmaceuticals, Inc. and Wrap Technologies, Inc. Mr. Bernstein holds a Bachelor of Business Administration from City University of New York (Baruch).

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Chelsea Voss has been a director since January 16, 2026. Since September 2019, Ms. Voss has served as a member of the technical staff at OpenAI where she engineers large-scale machine learning systems and works on data acquisition efforts for training artificial intelligence (“AI”) models, with key contributions to the launches of GPT-4, ChatGPT, DALL-E 2, and Codex. Prior to joining OpenAI, Ms. Voss worked as a software engineer at Pilot.com from September 2017 to July 2019 where she developed full-stack features to improve the workflows of in-house accountants and at Chime Inc. from September 2016 to August 2017 where she implemented features across payment processing, fraud prevention, and compliance systems to support large-scale remittance flows from the US, UK and Canada to African markets. From November 2015 to July 2016, Ms. Voss worked as computational systems biology researcher at Harvard Medical School’s Department of Systems Biology (Fontana Lab) as part of her M.Eng. thesis under Massachusetts Institute of Technology Professor Armando Solar-Lezama. Since 2011, Ms. Voss has authored, co-authored or contributed to numerous publications related primarily to AI systems. She holds an M.Eng. in Computer Science (2016) and an S.B. in Computer Science with a minor in Mathematics (2015) from the Massachusetts Institute of Technology. Ms. Voss’ qualifications to sit on the Board include her experience with AI.

Family Relationships

There are no family relationships between any of our officers or directors.

Code of Ethics

We have adopted a Code of Business Ethics and Conduct, which applies to our Board, our executive officers and our employees, outlines the broad principles of ethical business conduct we adopted, covering subject areas such as, compliance with applicable laws and regulations, handling of books and records, public disclosure required, insider trading, conflicts of interest, competition and fair dealing, and other violations. Our Code of Business Ethics and Conduct is available on our website at www.ir.qctechologies.com in the “Governance” section found under the “Investors” tab. We intend to disclose any amendments to, or waivers from, our Code of Business Ethics and Conduct at the same website address provided above.

We formed a Risk and Disclosure Committee, which is served by the members of the Audit Committee, which reviews our ethics and risk program and internal controls over compliance and identifies and recommends to the Board any changes that it deemed necessary. The Risk and Disclosure Committee also monitors compliance with our Code of Ethics, reviews and evaluates our public disclosures and disclosure controls and procedures and handles any whistleblower complaints.

Insider Trading Policy

The Company has adopted an Insider Trading Policy which governs trading policy and procedures governing the purchase, sale, and/or other dispositions of the Company's securities by directors, officers and employees that is designed to promote compliance with insider trading laws, rules and regulations, as well as procedures designed to further the foregoing purposes. A copy of the insider trading policy can be found in Exhibit 19.1 of the Company's Annual Report on Form 10-K filed with the SEC on April 15, 2026. While the Company is not subject to our insider trading policy, the Company does not trade in its securities when it is in possession of material non-public information other than pursuant to previously adopted Rule 10b5-1 trading plans, if any.

Board Composition and Committees

Our Amended and Restated Certificate of Incorporation, as amended (the "Charter"), and our Amended and Restated Bylaws ("Bylaws") provide that our Board will consist of a number of directors to be determined from time to time solely by resolution of the Board, which is currently set at seven directors. Vacancies or newly created directorships resulting from an increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

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Board Diversity

We have no formal policy regarding Board diversity. Our Board believes that each director should have a basic understanding of the principal operational and financial objectives and plans and strategies of the Company, our results of operations and financial condition and relative standing in relation to our competitors. We take into consideration the overall composition and diversity of the Board and areas of expertise that director nominees may be able to offer, including business experience, knowledge, abilities and customer relationships. Generally, we will strive to assemble a Board that brings to us a variety of perspectives and skills derived from business and professional experience as we may deem are in our and our stockholders' best interests. In doing so, we will also consider candidates with appropriate non-business backgrounds.

Director Independence

We are currently listed on the Nasdaq Capital Market and therefore rely on the definition of independence set forth in the Nasdaq Listing Rules ("Nasdaq Rules"). Under the Nasdaq Rules, a director will only qualify as an "independent director" if, in the opinion of our Board, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Based upon information requested from and provided by each director concerning his background, employment, share ownership, and affiliations with other board members, shareholders, business, contractor and family relationships, as well as the amount of the compensation we pay to each director, we have determined that, Mr. White, Mr. Friscia, Mr. Schreiber and Mr. Bernstein have no material relationships with us that would interfere with the exercise of independent judgment and are "independent directors" as that term is defined in the Nasdaq Listing Rules.

Our Bylaws to require that at least 50% of the Board will qualify as "independent directors" under the Nasdaq Rules and that the Chairman of the Board will be an independent director. Currently, more than 50% of the Board qualify as "independent directors" under the Nasdaq Rules. We are currently in compliance with these requirements.

Board Committees

The Board delegates various responsibilities and authority to different Board committees. Committees regularly report on their activities and actions to the full Board. Currently, the Board has established an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and a Risk and Disclosure Committee. Committee assignments are re-evaluated annually. Each of these committees operates under a charter that has been approved by our Board. The current charter of each of these committees is available on our website at <https://ir.qctechnologies.com/> in the "Governance" section under "Board Committees."

The following table sets forth the membership of each of the Board committees listed above.

Name	Audit Committee	Compensation Committee	Nomination Corporate Governance Committee	Risk and Disclosure Committee
Mitchell Glass, M.D.				
Chelsea Voss				
Christopher C. Schreiber	Member	Member		
Joshua Silverman				
Bruce Bernstein	Member	Member	Member	
Bill J. White	Chair		Member	Chair
Stephen Friscia				

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Audit Committee

Our Audit Committee is responsible for, among other matters:

- monitoring the integrity of our financial reporting process, including critical accounting policies and estimates, and systems of internal controls regarding finance, accounting, legal and regulatory compliance;
- monitoring the independence and performance of our independent auditors and our accounting personnel;
- providing an avenue of communication among the independent auditors, management, our accounting personnel, and the Board;
- appointing and providing oversight for the independent auditors engaged to perform the audit of the financial statements;
- discussing the scope of the independent auditors' examination;
- reviewing the financial statements and the independent auditors' report;

- reviewing areas of potential significant financial risk and exposure to us, to the extent that there are any, and assess the steps management has taken to monitor such risks;
- monitoring compliance with legal and regulatory requirements;
- soliciting recommendations from the independent auditors regarding internal controls and other matters;
- making recommendations to the Board;
- resolving any disagreements between management and the auditors regarding financial reporting;
- preparing the report required by Item 407(d) of Regulation S-K, as required by the rules of the SEC;
- reviewing issues regarding accounting principles and financial statement presentation (including any significant changes in our selection or application of accounting principles); and
- reviewing the effectiveness of any special accounting steps adopted in light of identified significant and/or material control deficiencies.

Our Audit Committee is composed of Bill J. White (Chair), Bruce Bernstein, and Christopher Schreiber. Our Board has determined that each of the current members of the Audit Committee is independent in accordance with Nasdaq Rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Our Board has also reviewed the education, experience and other qualifications of each member of the Audit Committee. Based upon that review, our Board has determined that Mr. White qualifies as an “audit committee financial expert,” as defined by the rules of the SEC.

Compensation Committee

Our Compensation Committee is responsible for, among other matters:

- reviewing and approving on an annual basis goals and objectives relevant to our Chief Executive Officer’s compensation, evaluating our Chief Executive Officer’s performance in light of those goals and objectives, and determining the compensation of our Chief Executive Officer based on this evaluation or recommending such goals, objectives and compensation of our Chief Executive Officer’s to the Board for its approval;
- reviewing and approving on an annual basis the compensation of our executive officers other than our Chief Executive Officer;
- reviewing on an annual basis the fees and equity compensation paid to the Company’s non-employee directors for service on the Board and Board committees and recommending any changes to the Board as necessary;
- selecting, retaining and terminating any compensation consultant to be used by the Compensation Committee or us to assist in the evaluation of the compensation of non-employee directors, the Chief Executive Officer or the other executive officers and approving such compensation consultant’s fees and other retention terms, and overseeing the work of such compensation consultant;
- reviewing, approving and, when appropriate, making recommendations to the Board for approval, incentive-compensation programs and equity-based plans and the adoption of or material changes in material employee benefit, bonus, severance and other compensation plans;
- reviewing and approving and, when appropriate, recommending to the Board for approval, any employment agreements and change in control agreements for each of our executive officers and any other officers recommended by the Chief Executive Officer or the Board, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans;
- determining and approving the options and other equity-based compensation to be granted to executive officers, including the Chief Executive Officer, and shall recommend to the Board for approval options and other equity-based compensation to be granted to non-employee directors, and
- in conjunction with the Chief Executive Officer, determining the issuance of options and other equity-based compensation under the Company’s incentive compensation and other stock-based plans to all other officers and employees.

Our Compensation Committee is composed of Bruce Bernstein and Christopher Schreiber. Our Board has determined that each of the current members of the Compensation Committee are independent in accordance with Nasdaq Rules. The Compensation Committee may delegate the determination with respect to persons other than officers to the Chief Executive Officer but will approve the aggregate amount granted to all employees and all new hire grants.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee is responsible for, among other matters:

- overseeing the administration of our Code of Business Ethics and Conduct and related policies;
- leading the search for and recommending individuals qualified to become members of the Board, and selecting director nominees to be presented for election by the stockholders at each annual meeting;
- ensuring, in cooperation with the Compensation Committee, that no agreements or arrangements are made with directors or relatives of directors for providing professional or consulting services to us or our affiliates, individual officers or one of their affiliates, without appropriate review and evaluation for conflicts of interest;
- ensuring that Board members do not serve on more than six other for-profit public company boards that have a class of securities registered under the Exchange Act in addition to the Board;
- reviewing the Board’s committee structure and to recommend to the Board for its approval;
- reviewing recommendations received from stockholders for persons to be considered for nomination to the Board;
- monitoring compliance with our corporate governance guidelines;

- developing and implementing an annual self-evaluation of the Board, both individually and as a Board, and of its committees;
- reviewing and recommending changes to procedures whereby stockholders may communicate with the Board;
- assessing the independence of directors annually and reporting to the Board;
- recommending to the Board for its approval, the leadership structure of the Board, including whether the Board should have an executive or non-executive Chairman, whether the roles of Chairman and Chief Executive Officer should combine, and whether a Lead Director of the Board should be appointed; provided that such structure shall be subject to the bylaws of the Company then in effect.

Our Nominating and Corporate Governance Committee is composed of Bill J. White and Bruce Bernstein. Each of the current appointed Nominating and Corporate Governance Committee members is “independent” within the meaning of the Nasdaq Stock Market Rules.

Risk and Disclosure Committee

Our Risk and Disclosure Committee is responsible for, among other matters:

- reviewing the effectiveness of our Code of Ethics annually, including our ethics and risk program, and recommending to the Board any changes to our policies and internal controls as necessary;
- monitoring compliance with our Code of Ethics, and specifically reviewing and evaluating our public disclosures and annually reviewing and evaluating our disclosure controls and procedures;
- reviewing and approving any waivers of provisions of the Code of Ethics;
- addressing any whistleblower complaints and ensuring that all whistleblower complaints are appropriately reviewed by the Risk and Disclosure Committee and that any appropriate remedial action if necessary is taken based on the results of its review; and
- ensuring that non-retaliation policies are instituted and strictly complied with in order to protect any Company employee who reports a whistleblower complaint.

Our Risk and Disclosure Committee is composed of Bill J. White. Our Board has determined that each of the current members of the Risk and Disclosure Committee is independent in accordance with Nasdaq Rules.

Involvement in Certain Legal Proceedings

There have been no material legal proceedings that would require disclosure under the federal securities laws that are material to an evaluation of the ability or integrity of our directors or executive officers, or in which any director, officer, nominee or principal stockholder, or any affiliate thereof, is a party adverse to us or has a material interest adverse to us.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires our directors and officers, and persons who own more than ten percent of our Common Stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock.

Based solely upon a review of copies of Section 16(a) reports and representations received by us from reporting persons, and without conducting any independent investigation of our own, the Company believes that each person who, at any time during the year ended December 31, 2025, was a director, officer or beneficial owner of more than ten percent of the Company’s common stock complied with all Section 16(a) filing requirements during such fiscal year with the following exceptions: a Form 3 for Mr. Bernstein was filed late on October 6, 2025.

Item 11. Executive Compensation.

The following is a discussion of the material components of the executive compensation arrangements of our named executive officers, comprised of (i) our principal executive officer, (ii) the two most highly compensated executive officers other than the principal executive officer who were serving as executive officers at the end of the 2025 fiscal year and whose salary, as determined by Regulation S-K, Item 402, exceeded \$100,000 and (iii) up to two most highly compensated former executive officers who served during 2025 but were no longer serving as an executive officer at the end of the 2025 fiscal year (the individuals falling within categories (i), (ii) and (iii) are collectively referred to as the “Named Executive Officers”).

Our Named Executive Officers for 2025 were as follows:

- Mitchell Glass, M.D., Chief Medical Officer;
- Ian Rhodes, CPA, Interim Chief Financial Officer; and
- Joshua Silverman, Executive Chairman.

Summary Compensation Table

<u>Name and Principal Position</u>	<u>Notes</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Stock Awards⁽¹⁾</u>	<u>Option Awards⁽¹⁾</u>	<u>All Other Compensation⁽²⁾</u>	<u>Total</u>
Mitchell Glass, M.D. ⁽³⁾ Chief Medical Officer		2025	\$ 300,000	-	\$ 69,403 ⁽⁶⁾	\$ 22,725 ⁽⁸⁾	-	\$ 392,128
		2024	\$ 175,833	-	-	-	\$ 6,500 ⁽¹⁰⁾	\$ 182,333
Ian Rhodes. ⁽⁴⁾ Interim Chief Financial Officer		2025	\$ 162,000	-	-	\$ 4,545 ⁽⁹⁾	-	\$ 166,545
		2024	\$ 162,000	-	-	-	-	\$ 162,000
Joshua Silverman. ⁽⁵⁾ Executive Chairman		2025	\$ 120,000	-	\$ 555,220 ⁽⁷⁾	-	-	\$ 675,220
		2024	\$ 207,000	-	-	-	-	\$ 207,000 ⁽¹¹⁾

- (1) In accordance with SEC rules, this column reflects the aggregate fair value of option awards granted during the fiscal year ended December 31, 2025, computed as of their respective grant dates in accordance with FASB ASC Topic 718 for share-based compensation transactions.
- (2) This column reflects the matching contribution paid to participants of the Q/C Technologies, Inc. 401(k) PS Plan (the “401(k) Plan”) and amounts paid for personal time off and severance of separated employees.
- (3) Dr. Glass was appointed President and Chief Medical Officer of the Company effective June 13, 2024. On September 1, 2025, Mitchell Glass resigned from his position as President of the Company. Mr. Glass continues to serve as Chief Medical Officer of the Company and continues to serve as a member of the Board.
- (4) Ian Rhodes serves as our interim Chief Financial Officer on the terms of a CFO Consulting Agreement, dated July 21, 2020, between the Company and Brio Financial Group. For further information regarding the terms of Mr. Rhodes’ employment, see the section below titled “Narrative Disclosure to Summary Compensation Table—Employment of Ian Rhodes.”
- (5) Mr. Silverman was appointed to the role of Executive Chairman on September 1, 2025. His salary was adjusted to \$120,000/year on July 12, 2024.
- (6) Dr. Glass was granted 25,000 restricted stock units on October 3, 2025.
- (7) Mr. Silverman was granted 100,000 restricted stock units on October 3, 2025.
- (8) Dr. Glass was granted 12,500 non-qualified stock options on April 17, 2025.
- (9) Mr. Rhodes was awarded 250 non-qualified stock options on April 17, 2025.
- (10) Dr. Glass has served as a member of the Board of Directors since April 8, 2024. Dr. Glass’ board fees totalled \$6,500 for the year ended December 31, 2024.
- (11) Mr. Silverman’s compensation for the year ended December 31, 2024 was included in the “Director Compensation” table on the 2024 Annual Report as filed on April 11, 2025.

Narrative Disclosure to Summary Compensation Table

Ian Rhodes

On July 21, 2020, the Company entered into a CFO Consulting Agreement (the “Consulting Agreement”) with Brio Financial Group (“Brio”), pursuant to which, Brio would provide an Interim Chief Financial Officer for the Company. Effective as of January 29, 2021, the Company appointed Ian Rhodes as its interim Chief Financial Officer. Pursuant to the Consulting Agreement, the Company paid Brio an initial retainer fee of \$7,500 and paid a fixed monthly payment of \$13,500. The Consulting Agreement also provided that the Company would be billed for travel and other out-of-pocket costs. The Consulting Agreement expired on June 30, 2021. Since that time, Mr. Rhodes has continued to serve as the Company’s interim Chief Financial Officer under the same terms set forth in the Consulting Agreement.

Joshua Silverman

On November 13, 2023, the Board approved certain adjustments to the director fees. Mr. Silverman’s fees were decreased from \$216,000 to \$60,000 annually, with payment of the excess amount of \$156,000 (the “Silverman Deferred Amount”) deferred until the date that payment of such amount would no longer jeopardize the Company’s ability to continue as a going concern, as determined by the Company in its sole discretion, at which time such amount may be paid, at Silverman’s election, in shares of Common Stock or in cash. On July 12, 2024, the Board deemed it advisable and in the best interests of the Company and its stockholders, to pay the Silverman Deferred Amounts to Mr. Silverman and has determined that paying amount would not jeopardize the Company’s ability to continue as a going concern. The Silverman Deferred Amounts was paid in cash.

On July 12, 2024, the Board approved an increase in Mr. Silverman’s board fees from \$60,000 to \$120,000 annually.

On April 13, 2026, the Company entered into an executive compensation agreement (the “Employment Agreement”) with Joshua Silverman, who serves as the Company’s Executive Chairman, setting forth the terms and conditions of Mr. Silverman’s continued employment as a member of the Company’s Board of Directors and as the Company’s Executive Chairman. The Employment Agreement has a three-year initial term commencing on April 13, 2026 (the “Effective Date”), which term automatically renews each year for successive one-year terms, unless earlier terminated by either party in accordance with the terms of the Employment Agreement.

The Employment Agreement provides that Mr. Silverman will be entitled to receive an annual base salary of one hundred and twenty thousand dollars (\$120,000) (“Base Salary”), payable in accordance with the Company’s normal payroll practices. For each fiscal year during the employment period, Mr. Silverman is eligible to receive an annual bonus upon achievement of target objectives and performance criteria, payable on or before March 15 of the fiscal year following the fiscal year to which the bonus relates. The Employment Agreement also entitles Mr. Silverman to receive customary benefits and reimbursement for ordinary business expenses.

Pursuant to the Employment Agreement, Mr. Silverman is entitled to receive, on the Effective Date and subsequently on the first day of each calendar quarter thereafter, a number of fully vested restricted stock units (“RSUs”) equal to an aggregate value of \$60,000 per grant calculated based on the closing price of the Company’s Common Stock as of the grant date or the closing price of the last preceding business day if the grant date is not a business day (rounded down for any fractional shares). The RSUs granted pursuant to the Employment Agreement are subject to the terms and conditions of the Company’s standard restricted stock unit award agreement and the Company’s long-term equity incentive plan. With respect to the RSU grants provided in the Employment Agreement, the Company further agreed to provide Mr. Silverman with an additional lump-sum cash payment equal to any estimated personal income and applicable employment taxes to be withheld or paid in connection with Mr. Silverman’s receipt of the applicable RSUs.

In the event Mr. Silverman’s employment is terminated by the Company for Cause (as defined in the Employment Agreement) or by Mr. Silverman without Good Reason (as defined in the Employment Agreement), Mr. Silverman will be entitled to: (i) any earned but unpaid Base Salary earned during his employment and applicable to all pay periods prior to the termination date, and (ii) any unpaid expense reimbursements and vested amounts and benefits in accordance with the terms of any applicable plan, program, corporate governance document, policy, agreement or arrangement of the Company (collectively, “Accrued Compensation”).

If Mr. Silverman’s employment is terminated prior to the end of the term by the Company without Cause or by Mr. Silverman for Good Reason, then, subject to certain conditions set forth in the Employment Agreement (including the execution and non-revocation of a general release of claims), Mr. Silverman will be entitled to: (i) Accrued Compensation; (ii) severance equal to two times the sum of (A) Mr. Silverman’s Base Salary in effect at the time his employment terminates and (B) the target bonus for the year of termination prorated based upon the number of days worked for the year of termination; and (iii) accelerated vesting of the unvested portion of any outstanding equity awards.

If Mr. Silverman’s employment is terminated prior to the end of the term by the Company without Cause or by Mr. Silverman for Good Reason within two (2) years after a Change in Control (as defined in the Employment Agreement) or within six (6) months prior to a Change in Control, Mr. Silverman will be entitled to: (i) Accrued Compensation; (ii) severance equal to three times the sum of (A) Mr. Silverman’s Base Salary in effect at the time his employment terminates and (B) the target bonus for the year of termination prorated based upon the number of days worked for the year of termination; and (iii) accelerated vesting of the unvested portion of any outstanding equity awards.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning the outstanding equity awards that have been previously awarded to each of our Named Executive Officers and which remain outstanding as of December 31, 2025:

Named Executive Officer	Number of securities underlying unexercised options exercisable	Number of securities underlying unexercised options unexercisable	Option exercise price	Option expiration date ⁽¹⁾	Number of shares or units of stock that have not vested	Market value of shares or units of stock that have not vested
Mitchell Glass, M.D. Chief Medical Officer	-(1)	-	\$ -	-	-	\$ -
Joshua Silverman. Executive Chairman	-(2)	-	\$ -	-	-	\$ -
Ian Rhodes. Interim Chief Financial Officer	-(3)	-	\$ -	-	-	\$ -

(1) Granted April 17, 2025. Options awarded on such date vest immediately. These options were subsequently cancelled on October 7, 2025.

(2) Granted June 7, 2023. Options awarded on such date vest 1/3 immediately, 1/3 on the first anniversary date, and 1/3 on the second anniversary date. These options were subsequently cancelled on October 7, 2025.

(3) Granted April 17, 2025. Options awarded on such date vest immediately. These options were subsequently cancelled on October 7, 2025

Director Compensation

The following table presents the total compensation for each person who served as a member of our Board during 2025. All compensation paid to Mr. Silverman and Dr. Glass during 2025 is reported under the Summary Compensation Table. Other than as set forth in the table and described more fully below, we did not pay any compensation, reimburse any expense of, make any equity awards or non-equity awards to, or pay any other compensation to any of the other members of our Board in such period.

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Name	Fees earned or paid in cash	Stock Awards ⁽¹⁾	All Other Compensation ⁽²⁾	Total
Bill J. White	60,000	138,805	-	198,805
Craig Eagle, M.D. ⁽³⁾	25,000	-	-	25,000
Jude Uzonwanne ⁽⁴⁾	40,000	-	-	40,000
Stephen Friscia	60,000	138,805	-	198,805
Christopher Schreiber ⁽⁵⁾	-	138,805	118,311	257,116
Bruce Bernstein ⁽⁶⁾	20,000	138,805	-	158,805

(1) In accordance with SEC rules, this column reflects the aggregate fair value of stock awards granted during the fiscal year ended December 31, 2025, computed as of their respective grant dates in accordance with Financial Accounting Standard Board Accounting Standards Codification Topic 718 for share-based compensation transactions.

(2) This column includes salaries, matching contributions paid to participants of the 401(k) Plan for non-executive employee members of the Board, and health insurance benefits.

(3) Craig Eagle, M.D. did not stand for reelection as a director at the Company's 2025 annual meeting of stockholders held on June 3, 2025 (the "2025 Annual Meeting"). Accordingly, Dr. Eagle's term as a director of the Company ended immediately prior to the 2025 Annual Meeting.

(4) On August 29, 2025, Jude Uzonwanne tendered his resignation as a member of the Board and as a member of all committees of the Board on which he served

(5) .

(6) Bruce Bernstein was appointed director on September 1, 2025.

Narrative Disclosure to Director Compensation Table

On November 13, 2023, the Board approved certain adjustments to the director fees. Messrs. Eagle's, Uzonwanne's, and White's fees were decreased from \$96,000 to \$60,000 annually, with payment of the excess amounts of \$36,000 per director (the "Deferred Amounts") deferred until the date that payment of such amounts would no longer jeopardize the Company's ability to continue as a going concern, as determined by the Company in its sole discretion, at which time such amounts may be paid, at each director's election, in shares of Common Stock or in cash. On July 12, 2024, the Board deemed it advisable and in the best interests of the Company and its stockholders, to pay the Deferred Amounts to each of the directors and has determined that paying such Deferred Amounts would not jeopardize the Company's ability to continue as a going concern.

On January 24, 2020, Mr. Schreiber entered into an employment agreement with the Company, under which he would receive an annual salary of \$300,000. Since then, he has served the Company in various positions, and his employment agreement with the Company remains in effect. In connection with an overall reduction in compensation paid to the Company's directors implemented in November 2023, effective November 13, 2023, the Company entered into an amendment to the employment agreement of Mr. Schreiber providing for Mr. Schreiber's annual fee to be adjusted from three hundred thousand dollars (\$300,000) (the "Full Fee") to sixty thousand dollars (\$60,000) in cash per annum, until payment of his Full Fee would no longer jeopardize the Company's ability to continue as a going concern, as determined by the Company in its sole discretion. The amendment further provides that the remaining \$240,000 of the fees per annum (the "Fee Deferral Amount") shall be deferred until payment of the Fee Deferral Amount would no longer jeopardize the Company's ability to continue as a going concern, as determined by the Company in its sole discretion, at which time the Fee Deferral Amount may be paid, at Mr. Schreiber's election, in shares of Common Stock or in cash. The amendment also clarified that Mr. Schreiber's title is "Director."

Timing of Certain Equity Awards

We do not have any policies and practices on the timing of awards of stock options or other equity grants in relation to the disclosure of material nonpublic information. The Company grants stock options based on timelines in the normal course of business independent of the occurrence of these types of events (e.g., at a pre-established dates, such as on an employee's start date, at board of director meetings held once each year and following annual performance reviews). During the last completed fiscal year, we did not grant equity awards in anticipation of the release of material nonpublic information that is likely to result in changes to the price of our Common Stock and did not time the public release of such information based on award grant dates. During the last completed fiscal year, we have not made awards to any named executive officer during the period beginning four business days before and ending one business day after the filing of a period report on Form 10-Q or Form 10-K or the filing or furnishing of a current report on Form 8-K, and we have not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

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Equity Compensation Plans

2021 Equity Incentive Plan

Pursuant to the Merger Agreement, at the effective time of the Merger, the Company adopted the 2021 Equity Incentive Plan (the “2021 Plan”), which was approved by the Company’s stockholders on April 15, 2021. The 2021 Plan provides for the granting of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, and other awards which may be granted singly, in combination or in tandem, and which may be paid in cash or shares of Common Stock. At the effective time of the Merger, the number of shares of Common Stock that were reserved for issuance pursuant to awards under the 2021 Plan was 240,940 shares. On November 25, 2025, the Company’s stockholders approved the First Amendment to the 2021 Plan to increase the aggregate number of shares of the Company’s Common Stock available for the grant of awards under the 2021 Plan to a total of 2,500,000 shares of Common Stock. On November 14, 2025, the Company’s stockholders approved the First Amendment to the 2021 Plan to increase the aggregate number of shares of the Company’s Common Stock available for the grant of awards under the 2021 Plan to a total of 1,400,000 shares of Common Stock.

As of December 31, 2025, 1,064,166 shares remain available for issuance under the 2021 Plan.

Purpose. The purpose of the 2021 Plan is to enable the Company to remain competitive and innovative in its ability to attract and retain the services of key employees, key contractors, and non-employee directors of the Company or any of its subsidiaries. The 2021 Plan provides for the granting of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, and other awards, which may be granted singly, in combination, or in tandem, and which may be paid in cash or shares of the Company’s Common Stock. The 2021 Plan is expected to provide flexibility to the Company’s compensation methods in order to adapt the compensation of key employees, key contractors, and non-employee directors to a changing business environment, after giving due consideration to competitive conditions and the impact of applicable tax laws.

Effective Date and Expiration. The 2021 Plan was approved by the Company’s Board of Directors on March 18, 2021 (the “Plan Effective Date”) and approved by the Company’s stockholders on April 15, 2021. The 2021 Plan will terminate on the tenth anniversary of the Plan Effective Date, unless sooner terminated by the Company’s Board of Directors. No awards may be made under the 2021 Plan after its termination date, but awards made prior to the termination date may extend beyond that date in accordance with their terms.

Share Authorization. As of December 31, 2025, the number of shares of Common Stock that are reserved for issuance pursuant to awards under the 2021 Plan is 1,400,000 shares, 100% of which may be delivered as incentive stock options. Shares to be issued may be made available from authorized but unissued shares of the Company’s Common Stock, shares held by the Company in its treasury, or shares purchased by the Company on the open market or otherwise. During the term of the 2021 Plan, the Company will at all times reserve and keep enough shares available to satisfy the requirements of the 2021 Plan. If an award under the 2021 Plan is cancelled, forfeited, or expires, in whole or in part, the shares subject to such forfeited, expired, or cancelled award may again be awarded under the 2021 Plan. Awards that may be satisfied either by the issuance of Common Stock or by cash or other consideration shall be counted against the maximum number of shares that may be issued under the 2021 Plan only during the period that the award is outstanding or to the extent the award is ultimately satisfied by the issuance of shares. An award will not reduce the number of shares that may be issued pursuant to the 2021 Plan if the settlement of the award will not require the issuance of shares, as, for example, a stock appreciation right that can be satisfied only by the payment of cash. Shares of Common Stock that are otherwise deliverable pursuant to an award under the 2021 Plan that are withheld in payment of the option price of an option or for payment of applicable employment taxes and/or withholding obligations resulting from the award shall be treated as delivered to the award recipient and shall be counted against the maximum number of shares of our Common Stock that may be issued under the 2021 Plan. Only shares forfeited back to the Company or cancelled on account of termination, expiration, or lapse of an award shall again be available for grant of incentive stock options under the 2021 Plan but shall not increase the maximum number of shares described above as the maximum number of shares of the Company’s Common Stock that may be delivered pursuant to incentive stock options.

Administration. The 2021 Plan is administered by the compensation committee of the Board or such other committee of the board as is designated by it to administer the 2021 Plan (the “2021 Plan Administration Committee”). If necessary to satisfy the requirements of Rule 16b-3 promulgated under the Exchange Act, membership on the 2021 Plan Administration Committee shall be limited to those members of the Board who are “non-employee directors” as defined in Rule 16b-3 promulgated under the Exchange Act. At any time there is no 2021 Plan Administration Committee to administer the 2021 Plan, any reference to the 2021 Plan Administration Committee is a reference to the Board.

The 2021 Plan Administration Committee will determine the persons to whom awards are to be made; determine the type, size, and terms of awards; interpret the 2021 Plan; establish and revise rules and regulations relating to the 2021 Plan as well as any sub-plans for awards to be made to eligible award recipients who are not resident in the United States; establish performance goals for awards and certify the extent of their achievement; and make any other determinations that it believes are necessary for the administration of the 2021 Plan. The 2021 Plan Administration Committee may delegate certain of its duties to one or more of the Company’s officers as provided in the 2021 Plan. Notwithstanding the foregoing, to the extent necessary to satisfy the requirements of Rule 16b-3 promulgated under the Exchange Act, any function relating to an award recipient subject to the reporting requirements of Section 16 of the Exchange Act shall be performed solely by the 2021 Plan Administration Committee.

Upon the adoption of the 2021 Plan, awards granted under the 2018 Plan (as defined below) remained in full force and effect under the terms and conditions of the 2018 Plan and in accordance with each award’s respective terms.

Eligibility. Employees (including any employee who is also a director or an officer), contractors, and non-employee directors of the Company or any of its subsidiaries, whose judgment, initiative, and efforts contributed to or may be expected to contribute to the Company’s successful performance, are eligible to participate in the 2021 Plan. As of December 31, 2025, the Company had 3 employees, 4 contractors, and 4 non-employee directors who would be eligible for awards under the 2021 Plan.

Stock Options. The 2021 Plan Administration Committee may grant either incentive stock options (“ISOs”) qualifying under Section 422 of the Code, or nonqualified stock options, provided that only employees of the Company and its subsidiaries (excluding subsidiaries that are not corporations) are eligible to receive ISOs. Stock options may not be granted with an option price less than 100% of the fair market value of a share of Common Stock on the date the stock option is granted. If an ISO is granted to an employee who owns or is deemed to own more than 10% of the combined voting power of all classes of the Company’s stock (or of any parent or subsidiary), the option price shall be at least 110% of the fair market value of a share of Common Stock on the date of grant. The 2021 Plan Administration Committee will determine the terms of each stock option at the time of grant, including, without limitation, the methods by or forms in which shares will be delivered to participants or registered in their names. The maximum term of each option, the times at which each option will be exercisable, and provisions requiring forfeiture of unexercised options at or following termination of employment or service generally are fixed by the 2021 Plan Administration Committee, except that the 2021 Plan Administration Committee may not grant stock options with a term exceeding 10 years or, in the case of an ISO granted to an employee who owns or is deemed to own more than 10% of the combined voting power of all classes of our stock (or of any parent or subsidiary), a term exceeding five years.

Recipients of stock options may pay the option price (i) in cash, check, bank draft, or money order payable to the order of the Company; (ii) by delivering to the Company shares of the Company’s Common Stock (including restricted stock) already owned by the participant having a fair market value equal to the aggregate option price and that the participant has not acquired from the Company within six months prior to the exercise date; (iii) by delivering to the Company or its designated agent an executed irrevocable option exercise form, together with irrevocable instructions from the participant to a broker or dealer, reasonably acceptable to the Company, to sell certain of the shares purchased upon the exercise of the option or to pledge such shares to the broker as collateral for a loan from the broker and to deliver to the Company the amount of sale or loan proceeds necessary to pay the purchase price; (iv) by requesting that Company withhold the number of shares otherwise deliverable upon exercise of the stock option by the number of shares having an aggregate fair market value equal to the aggregate option price at the time of exercise (*i.e.*, a cashless net exercise); and (v) by any other form of

Stock Appreciation Rights. The 2021 Plan Administration Committee is authorized to grant stock appreciation rights (“SARs”) as a stand-alone award, or freestanding SARs, or in conjunction with options granted under the 2021 Plan, or tandem SARs. SARs entitle a participant to receive an amount equal to the excess of the fair market value of a share of Common Stock on the date of exercise over the fair market value of a share of our Common Stock on the date of grant. The exercise price of a SAR cannot be less than 100% of the fair market value of a share of the Company’s Common Stock on the date of grant. The 2021 Plan Administration Committee will determine the terms of each SAR at the time of the grant, including, without limitation, the methods by or forms in which shares will be delivered to participants or registered in their names. The maximum term of each SAR, the times at which each SAR will be exercisable, and provisions requiring forfeiture of unexercised SARs at or following termination of employment or service generally are fixed by the 2021 Plan Administration Committee, except that no freestanding SAR may have a term exceeding 10 years and no tandem SAR may have a term exceeding the term of the option granted in conjunction with the tandem SAR. Distributions to the recipient may be made in Common Stock, cash, or a combination of both as determined by the 2021 Plan Administration Committee. No dividends or dividend equivalent rights may be paid or granted with respect to any SARs granted under the 2021 Plan.

Restricted Stock and Restricted Stock Units. The 2021 Plan Administration Committee is authorized to grant restricted stock and restricted stock units. Restricted stock consists of shares of our Common Stock that may not be sold, assigned, transferred, pledged, hypothecated, encumbered, or otherwise disposed of, and that may be forfeited in the event of certain terminations of employment or service, prior to the end of a restricted period as specified by the 2021 Plan Administration Committee. Restricted stock units are the right to receive shares of Common Stock at a future date in accordance with the terms of such grant upon the attainment of certain conditions specified by the 2021 Plan Administration Committee, which include a substantial risk of forfeiture and restrictions on their sale or other transfer by the participant. The 2021 Plan Administration Committee determines the eligible participants to whom, and the time or times at which, grants of restricted stock or restricted stock units will be made; the number of shares or units to be granted; the price to be paid, if any; the time or times within which the shares covered by such grants will be subject to forfeiture; the time or times at which the restrictions will terminate; and all other terms and conditions of the grants. Restrictions or conditions could include, but are not limited to, the attainment of performance goals (as described below), continuous service with the Company, the passage of time, or other restrictions and conditions. Except as otherwise provided in the 2021 Plan or the applicable award agreement, a participant shall have, with respect to shares of restricted stock, all of the rights of a stockholder of the Company holding the class of Common Stock that is the subject of the restricted stock, including, if applicable, the right to vote the Common Stock and the right to receive any dividends thereon, provided that (i) any dividends with respect to such a restricted stock award may be withheld by the Company for the participant’s account until such award is vested, subject to such terms as determined by the 2021 Plan Administration Committee, and (ii) any dividends so withheld by the Company and attributable to any particular restricted stock award shall be distributed to such participant in cash or, at the discretion of the 2021 Plan Administration Committee, in shares of the Company’s Common Stock having a fair market value equal to the amount of such dividends, if applicable, upon vesting of the award. If, however, such restricted stock award is forfeited, the participant’s rights as to such dividends will also be forfeited.

Performance Awards. The 2021 Plan Administration Committee may grant performance awards payable at the end of a specified performance period in cash, shares of Common Stock, units, or other rights based upon, payable in, or otherwise related to the Company’s Common Stock. Payment will be contingent upon achieving pre-established performance goals (as discussed below) by the end of the applicable performance period. The 2021 Plan Administration Committee will determine the length of the performance period, the maximum payment value of an award, and the minimum performance goals required before payment will be made, so long as such provisions are not inconsistent with the terms of the 2021 Plan and, to the extent an award is subject to Section 409A of the Code, are in compliance with the applicable requirements of Section 409A of the Code and any applicable regulations or guidance. In certain circumstances, the 2021 Plan Administration Committee may, in its discretion, determine that the amount payable with respect to certain performance awards will be reduced from the maximum amount of any potential awards. If the 2021 Plan Administration Committee determines, in its sole discretion, that the established performance measures or objectives are no longer suitable because of a change in the Company’s business, operations, corporate structure, or for other reasons that the 2021 Plan Administration Committee deems satisfactory, the 2021 Plan Administration Committee may modify the performance measures or objectives and/or the performance period.

Performance Goals. Awards of restricted stock, restricted stock units, performance awards, and other awards under the 2021 Plan may be made subject to the attainment of performance goals relating to one or more business criteria which shall consist of one or more or any combination of the following criteria (“Performance Criteria”): cash (cash flow, cash generation or other cash measures); cost; revenues; sales; ratio of debt to debt plus equity; net borrowing, credit quality or debt ratings; profit before tax; economic profit; earnings before interest and taxes; earnings before interest, taxes, depreciation and amortization; gross margin; earnings per share (whether on a pre-tax, after-tax, operational or other basis); operating earnings; capital expenditures; improvements in capital structure; expenses (expense management, expense ratio, expense efficiency ratios, expense levels or other expense measures); economic value added; ratio of operating earnings to capital spending or any other operating ratios; free cash flow; profit (net profit, gross profit, operating profit, economic profit, profit margin or other corporate profit measures); net income (before or after taxes, operating income or other income measures); net sales; net asset value per share; business expansion or consolidation (the accomplishment of mergers, acquisitions, dispositions, public offerings or similar extraordinary business transactions); sales growth; price of the Company’s Common Stock; return measures (including, without limitation, return on assets, capital, equity, investments or sales, and cash flow return on assets, capital, equity, or sales); market share; inventory levels, inventory management, inventory turn or shrinkage; stock price or performance; internal rate of return or increase in net present value; working capital targets relating to inventory and/or accounts receivable; service or product delivery or quality; customer satisfaction; employee retention; safety standards; productivity measures; cost reduction measures; strategic plan development and implementation; or total return to shareholders. Any Performance Criteria may be used to measure our performance as a whole or of any of our business units and may be measured relative to a peer group or index. Any Performance Criteria may include or exclude (i) events that are of an unusual nature or indicate infrequency of occurrence, (ii) gains or losses on the disposition of a business; (iii) changes in tax or accounting regulations or laws; (iv) the effect of a merger or acquisition, as identified in the Company’s quarterly and annual earnings releases; or (v) other similar occurrences. In all other respects, Performance Criteria shall be calculated in accordance with the Company’s financial statements, under generally accepted accounting principles, or under a methodology established by the 2021 Plan Administration Committee prior to the issuance of an award, which is consistently applied and identified in the Company’s audited financial statements, including in footnotes, or the Compensation Discussion and Analysis sections of the Company’s annual report and definitive proxy statement, as applicable.

Other Awards. The 2021 Plan Administration Committee may grant other forms of awards, based upon, payable in, or that otherwise relate to, in whole or in part, shares of the Company’s Common Stock, if the 2021 Plan Administration Committee determines that such other form of award is consistent with the purpose and restrictions of the 2021 Plan. The terms and conditions of such other form of award shall be specified in the grant. Such other awards may be granted for no cash consideration, for such minimum consideration as may be required by applicable law, or for such other consideration as may be specified in the grant.

Vesting, Forfeiture and Recoupment, Assignment. The 2021 Plan Administration Committee, in its sole discretion, may determine that an award will be immediately vested, in whole or in part, or that all or any portion may not be vested until a date, or dates, subsequent to its date of grant, or until the occurrence of one or more specified events, subject in any case to the terms of the 2021 Plan. If the 2021 Plan Administration Committee imposes conditions upon vesting, then, subsequent to the date of grant, the 2021 Plan Administration Committee may, in its sole discretion, accelerate the date on which all or any portion of the award may be vested.

The 2021 Plan Administration Committee may impose on any award at the time of grant or thereafter, such additional terms and conditions as the 2021 Plan Administration Committee determines, including terms requiring forfeiture of awards in the event of a participant’s termination of employment or service. The 2021 Plan Administration Committee will specify the circumstances on which performance awards may be forfeited in the event of a termination of service by a participant prior to the end of a performance period or settlement of awards. Except as otherwise determined by the 2021 Plan Administration Committee, restricted stock will be forfeited upon a participant’s termination of employment or service during the applicable restriction period. In addition, the Company may recoup all or any portion of any shares or cash paid to

a participant in connection with any award in the event of a restatement of the Company's financial statements as set forth in the Company's clawback policy, if any, as such policy may be approved or modified by the Board from time to time.

Awards granted under the 2021 Plan generally are not assignable or transferable except by will or by the laws of descent and distribution, except that the 2021 Plan Administration Committee may, in its discretion and pursuant to the terms of an award agreement, permit transfers of nonqualified stock options or SARs to (i) the spouse (or former spouse), children, or grandchildren of the participant ("Immediate Family Members"); (ii) a trust or trusts for the exclusive benefit of such Immediate Family Members; (iii) a partnership in which the only partners are (a) such Immediate Family Members and/or (b) entities which are controlled by the participant and/or his or her Immediate Family Members; (iv) an entity exempt from federal income tax pursuant to Section 501(c)(3) of the Code or any successor provision; or (v) a split interest trust or pooled income fund described in Section 2522(c)(2) of the Code or any successor provision, provided that (x) there shall be no consideration for any such transfer, (y) the applicable award agreement pursuant to which such nonqualified stock options or SARs are granted must be approved by the 2021 Plan Administration Committee and must expressly provide for such transferability, and (z) subsequent transfers of transferred nonqualified stock options or SARs shall be prohibited except those by will or the laws of descent and distribution.

Adjustments Upon Changes in Capitalization. In the event that any dividend or other distribution (whether in the form of cash, shares of the Company's Common Stock, other securities or other property), recapitalization, stock split, reverse stock split, rights offering, reorganization, merger, consolidation, split-up, spin-off, split-off, combination, subdivision, repurchase, or exchange of shares of Common Stock or other securities of the Company, issuance of warrants or other rights to purchase shares of Common Stock or other securities of the Company, or other similar corporate transaction or event affects the fair value of an award, then the 2021 Plan Administration Committee shall adjust any or all of the following so that the fair value of the award immediately after the transaction or event is equal to the fair value of the award immediately prior to the transaction or event: (i) the number of shares and type of Common Stock (or the securities or property) which thereafter may be made the subject of awards; (ii) the number of shares and type of Common Stock (or other securities or property) subject to outstanding awards; (iii) the number of shares and type of Common Stock (or other securities or property) specified as the annual per-participant limit under the 2021 Plan; (iv) the option price of each outstanding stock option; (v) the amount, if any, the Company pays for forfeited shares in accordance with the terms of the 2021 Plan; and (vi) the number of or exercise price of shares then subject to outstanding SARs previously granted and unexercised under the 2021 Plan, to the end that the same proportion of the Company's issued and outstanding shares of Common Stock in each instance shall remain subject to exercise at the same aggregate exercise price; provided, however, that the number of shares of Common Stock (or other securities or property) subject to any award shall always be a whole number. Notwithstanding the foregoing, no such adjustment shall be made or authorized to the extent that such adjustment would cause the 2021 Plan or any stock option to violate Section 422 of the Code or Section 409A of the Code. All such adjustments must be made in accordance with the rules of any securities exchange, stock market, or stock quotation system to which the Company is subject.

Amendment or Discontinuance of the 2021 Plan. The Board may, at any time and from time to time, without the consent of participants, alter, amend, revise, suspend, or discontinue the 2021 Plan in whole or in part; provided, however, that (i) no amendment that requires stockholder approval in order for the 2021 Plan and any awards under the 2021 Plan to continue to comply with Sections 421 and 422 of the Code (including any successors to such sections or other applicable law) or any applicable requirements of any securities exchange or inter-dealer quotation system on which our stock is listed or traded, shall be effective unless such amendment is approved by the requisite vote of our stockholders entitled to vote on the amendment; and (ii) unless required by law, no action by the Board regarding amendment or discontinuance of the 2021 Plan may adversely affect any rights of any participants or obligations of the Company to any participants with respect to any outstanding awards under the 2021 Plan without the consent of the affected participant.

No Repricing of Stock Options or SARs. The 2021 Plan Administration Committee may not, without the approval of our stockholders, "reprice" any stock options or SARs. For purposes of the 2021 Plan, "reprice" means any of the following or any other action that has the same effect: (i) amending a stock option or SAR to reduce its option price or exercise price, respectively; (ii) cancelling a stock option or SAR at a time when its option price or exercise price, respectively, exceeds the fair market value of a share of our Common Stock in exchange for cash or a stock option, SAR, award of restricted stock, or other equity award with an option price or exercise price that is less than the option price or exercise price of the original stock option or SAR; or (iii) taking any other action that is treated as a repricing under generally accepted accounting principles.

Company Pre-Merger Plans

In 2016, pre-Merger MyMD Florida adopted the MyMD Pharmaceuticals, Inc. Amended and Restated 2016 Equity Incentive Plan (the "2016 Plan"). Pursuant to the Merger Agreement, effective as of the effective time of the Merger, the Company assumed all of pre-Merger MyMD Florida's rights and obligations with respect to the options issued under the 2016 Plan. The 2016 Plan provides for the issuance of up to 1,666,667 shares of the Company's common stock. As of December 31, 2025, grants of options to purchase 0 shares of Common Stock have been issued pursuant to the 2016 Plan, and 0 shares of Common Stock remain available for issuance.

On August 7, 2017, the stockholders approved, and the Company adopted the 2017 Stock Incentive Plan ("2017 Plan"). The 2017 Plan provides for the issuance of up to 118 shares of the Company's Common Stock. The purpose of the 2017 Plan is to provide additional incentive to those of our officers, employees, consultants and non-employee directors and our parents, subsidiaries and affiliates whose contributions are essential to the growth and success of our business. As of December 31, 2025, grants of restricted stock and options to purchase totaling 15 shares of Common Stock have been issued pursuant to the 2017 Plan and as of December 31, 2025, 0 shares of Common Stock remain available for grants under the 2017 Plan. The 2017 Plan provides for the issuance of shares of the Company's Common Stock through the grant of non-qualified options, incentive options, restricted stock and unrestricted stock to directors, officers, consultants, attorneys, advisors, and employees.

On December 7, 2018, the stockholders approved, and we adopted the 2018 Stock Incentive Plan (the "2018 Plan") and on August 27, 2020, the stockholders approved, and we adopted an amendment to the plan to increase the number of shares of Common Stock available for issuance pursuant to awards under the 2018 Plan by an additional 17,366 shares. The 2018 Plan, as amended, provides for the issuance of up to 18,670 shares of the Company's Common Stock. The purpose of the 2018 Plan is to provide additional incentive to those of our officers, employees, consultants and non-employee directors and to promote the success of our business. As of December 31, 2025, grants of RSUs to purchase 89 shares of Common Stock had been issued pursuant to the 2018 Plan, and 99 shares of Common Stock remained available for issuance. The 2018 Plan provides for the issuance of shares of the Company's Common Stock through the grant of options, restricted stock, stock appreciation rights, other stock-based awards, performance compensation awards to directors, officers, consultants, advisors, and employees. In addition, the 2018 Plan provides the Compensation Committee of the Board with discretion to accelerate the vesting and exercisability of outstanding awards upon the occurrence of a change of control (as defined in the 2018 Plan).

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

Equity Compensation Plan Information

The following table provides information regarding the number of securities to be issued under the 2016 Plan, the 2017 Plan the 2018 Plan, and the 2021 Plan (collectively, the "Equity Compensation Plans") as of December 31, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options (b)	Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders ⁽¹⁾	100,360	\$ 36.52	1,064,166
Equity compensation plans not approved by security holders	-	-	-
Total	100,360	\$ 36.52	1,064,166

(1) Represents shares available for issuance under the Equity Compensation Plans.

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Security Beneficial Ownership Table

The following table sets forth information regarding the beneficial ownership of our voting securities as of April 26, 2026 by (i) each person known to us to beneficially own five percent (5%) or more of any class of our voting securities; (ii) each of our Named Executive Officers and directors; and (iii) all of our directors and executive officers as a group.

The percentages of voting securities beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of the security, or investment power, which includes the power to dispose of or to direct the disposition of the security. Except as indicated in the footnotes to this table, to our knowledge and subject to community property laws where applicable, each beneficial owner named in the table below has sole voting and sole investment power with respect to all shares beneficially owned and each person's address is c/o Q/C Technologies, Inc., 1185 Avenue of the Americas, Suite 249, New York, NY 10036.

Percentage of Common Stock ownership is based on 7,853,429 shares of Common Stock issued and outstanding as of April 26, 2026. Percentage of Series D Convertible Preferred Stock (the "Series D Preferred Stock") ownership is based on 72,992 shares of Series D Preferred Stock issued and outstanding as of April 26, 2026. The Series G Preferred Stock ownership is based on 8,802 shares of Series G Preferred Stock outstanding as of April 26, 2026. The Series H Preferred Stock ownership is based on 3,115 shares of Series H Preferred Stock outstanding as of April 26, 2026.

The number of shares of Common Stock beneficially owned by the principal stockholders and the percentage of shares outstanding, as set forth below, take into account certain limitations on the exercise of warrants to purchase Common Stock.

Beneficial ownership is determined in accordance with the rules of the SEC. For the purpose of calculating the number of shares beneficially owned by a stockholder and the percentage ownership of that stockholder, shares of Common Stock subject to options or warrants that are currently exercisable or exercisable within sixty (60) days of April 26, 2026, 2026 by that stockholder are deemed outstanding.

Name of Beneficial Owner	Number of Shares of Common Stock		Number of Shares of Series D Preferred Stock		Number of Shares of Series G Preferred Stock		Number of Shares of Series H Preferred Stock	
	Beneficially Owned (1)	Percentage of Class (1)	Beneficially Owned (1)	Percentage of Class (1)	Beneficially Owned (1)	Percentage of Class (1)	Beneficially Owned (1)	Percentage of Class (1)
5% Stockholders								
Premas Biotech PVT Ltd. (2)	365	*	72,992	100%	-	-	-	-
Pharmacyte Biotech Inc.(3)	6,399,016	44.90%	-	-	8,573	97.40%	3,000	96.31%
Named Executive Officers and Directors								
Joshua Silverman (4)	362,235	4.41%	-	-	-	-	-	-
Christopher Schreiber (5)	27,224	*	-	-	-	-	-	-
Mitchell Glass (6)	63,750	*	-	-	-	-	-	-
Bruce Bernstein (7)	75,000	*	-	-	-	-	-	-
Ian Rhodes	-	-	-	-	-	-	-	-
Stephen Friscia (8)	75,000	*	-	-	-	-	-	-
Bill White (9)	75,057	*	-	-	-	-	-	-
All directors and executive officers as a group (7 persons)	678,266	7.95%	-	-	-	-	-	-

*represents less than 1%.

(1) Percentage of Common Stock ownership is based on (i) 7,853,429 shares of Common Stock issued and outstanding as of April 28, 2026, (ii) 72,992 shares of Series D Preferred Stock issued and outstanding as of April 28, 2026, (iii) 8,802 shares of Series G Preferred Stock issued and outstanding as of April 28, 2026, and (iv) 3,115 shares of Series H Preferred Stock issued and outstanding as of April 26, 2026.

(2) Consists of 365 shares of Common Stock issuable upon conversion of 72,992 shares of Series D Preferred Stock. Prabuddha Kundu has sole voting and dispositive power over the securities held by Premas Biotech PVT., Ltd. and may be deemed to have beneficial ownership (as determined under Section 13(d) of the Exchange Act) of the securities reported herein that are held by Premas Biotech PVT., Ltd.

(3) This information is based on a Schedule 13D/A filed with the SEC on November 18, 2025, by PharmaCyte Biotech, Inc. ("PharmaCyte") and on information available to the Company. Consists of (i) 8,573 Series G Preferred Shares, which are convertible into up to 2,542,936 shares of Common Stock, (ii) 3,000 Series H Preferred Shares, which are convertible into up to 889,864 shares of Common Stock, and (iii) certain warrants to purchase up to an aggregate of 2,966,216 shares of Common Stock.

The principal business address of PharmaCyte is PharmaCyte Biotech, Inc., 3960 Howard Hughes Parkway, Suite 500, Las Vegas, Nevada 89169.

- (4) Represents (i) 29 shares of Common Stock held by Mr. Silverman, (ii) 262,162 shares of Common Stock underlying restricted stock units, and (iii) 100,044 shares of Common Stock issuable upon the exercise of options held by Mr. Silverman exercisable within 60 days of April 26, 2026.
- (5) Represents (i) 30 shares of Common Stock, (ii) 27,161 shares of Common Stock underlying restricted stock units, and (iii) 33 shares of Common Stock issuable upon the exercise of options held by Mr. Schreiber exercisable within 60 days of April 26, 2026.
- (6) Represents (i) 12,500 shares of Common Stock underlying restricted stock units, and (ii) 51,250 shares of Common Stock issuable upon the exercise of options held by Dr. Glass exercisable within 60 days of April 26, 2026.
- (7) Represents (i) 25,000 shares of Common Stock underlying restricted stock units, and (ii) 50,000 shares of Common Stock issuable upon the exercise of options held by Mr. Bernstein exercisable within 60 days of April 26, 2026.
- (8) Represents (i) 25,000 shares of Common Stock underlying restricted stock units, and (ii) 50,000 shares of Common Stock issuable upon the exercise of options held by Mr. Friscia exercisable within 60 days of April 26, 2026.
- (9) Represents (i) 24 shares of Common Stock, (ii) 25,000 shares of Common Stock underlying restricted stock units, and (iii) 50,033 shares of Common Stock issuable upon the exercise of options held by Mr. White exercisable within 60 days of April 26, 2026.

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

Transactions with related persons are governed by our Code of Business Ethics and Conduct, which applies to all of our employees, as well as each of our directors and certain persons performing services for us. This code covers a wide range of potential activities, including, among others, conflicts of interest, self-dealing and related party transactions. Waiver of the policies set forth in this code will only be permitted when circumstances warrant. Such waivers for directors and executive officers, or that provide a benefit to a director or executive officer, may be made only by the Board, as a whole, or the Audit Committee and must be promptly disclosed as required by applicable law or regulation. Absent such a review and approval process in conformity with the applicable guidelines relating to the particular transaction under consideration, such arrangements are not permitted. All related party transactions for which disclosure is required to be provided herein were approved in accordance with our Code of Business Ethics and Conduct and Whistleblower Policy.

Other than compensation agreements, and other arrangements which are described below and under “Item 11. Executive Compensation” herein, since January 1, 2024, there has not been, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a party in which the amount involved exceeded or will exceed the lesser of \$120,000 or the average of our total assets at year-end for the last two completed fiscal years and in which any director, executive officer, holder of 5% or more of any class of our capital stock, or any member of their immediate family had or will have a direct or indirect material interest.

Series F-1 Private Placement

On May 23, 2024, pursuant to the Series F-1 Purchase Agreement, we issued to: (i) Iroquois Capital Investment Group LLC (“ICIG”) 750 shares of our Series F-1 Preferred Stock, Long-Term Series F-1 Warrants to purchase up to 412,996 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series F-1 Warrants to purchase up to 412,996 shares of Common Stock at an initial exercise price of \$1.816 per share; (ii) Iroquois Master Fund Ltd (“IMF”) 1,400 shares of our Series F-1 Preferred Stock, Long-Term Series F-1 Warrants to purchase up to 770,926 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series F-1 Warrants to purchase up to 770,926 shares of Common Stock at an initial exercise price of \$1.816 per share; (iii) Intracoastal Capital LLC 2,150 shares of our Series F-1 Preferred Stock, Long-Term Series F-1 Warrants to purchase up to 1,183,921 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series F-1 Warrants to purchase up to 1,183,921 shares of Common Stock at an initial exercise price of \$1.816 per share; (iv) V4 Global, LLC 500 shares of our Series F-1 Preferred Stock, Long-Term Series F-1 Warrants to purchase up to 275,331 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series F-1 Warrants to purchase up to 275,331 shares of Common Stock at an initial exercise price of \$1.816 per share; and (v) Mr. Scot Cohen 250 shares of our Series F-1 Preferred Stock, Long-Term Series F-1 Warrants to purchase up to 137,666 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series F-1 Warrants to purchase up to 137,666 shares of Common Stock at an initial exercise price of \$1.816 per share. The aggregate gross proceeds from the Series F-1 Private Placement were \$5.0 million.

Series G Private Placement

On May 23, 2024, pursuant to the Series G Purchase Agreement, we issued to: (i) PharmaCyte Biotech, Inc. (“Pharmacyste”), a holder of more than 9.99% shares of the Company’s Common Stock and a Company controlled by Joshua Silverman, the Executive Chairman of the Company, 7,000 shares of our Series G Preferred Stock, Long-Term Series G Warrants to purchase up to 3,854,626 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series G Warrants to purchase up to 3,854,626 shares of Common Stock at an initial exercise price of \$1.816 per share; (ii) Five Narrow Lane LP 750 shares of our Series G Preferred Stock, Long-Term Series G Warrants to purchase up to 412,996 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series G Warrants to purchase up to 412,996 shares of Common Stock at an initial exercise price of \$1.816 per share; and (iii) Hewlett Fund LP 1,000 shares of our Series G Preferred Stock, Long-Term Series G Warrants to purchase up to 550,661 shares of Common Stock at an initial exercise price of \$1.816 per share and Short-Term Series G Warrants to purchase up to 550,661 shares of Common Stock at an initial exercise price of \$1.816 per share. The aggregate gross proceeds from the Series G Private Placement were \$8.9 million.

On October 1, 2024, the Company entered into a Stock Purchase Agreement, dated as of October 1, 2024 (the “Prevail Purchase Agreement”), by and between the Company and Prevail Partners, LLC (“Prevail”), a former beneficial owner of more than 4.99% of the Company’s Common Stock, pursuant to which, the Company agreed to sell to Prevail 2,831 shares of Common Stock, at a price per share equal to \$212.0, which was 120.0% of the dollar volume-weighted average price of the Company’s Common Stock on the Nasdaq Stock Capital Market LLC for the thirty (30) trading days immediately preceding the date of the Prevail Purchase Agreement.

Series H Private Placement

On September 2, 2025, the Company entered into that certain securities purchase agreement with certain accredited investors, including Pharmacyste, pursuant to which it agreed to sell to Pharmacyste an aggregate of 3,000 shares of Series H Preferred Stock and warrants for aggregate gross proceeds equal to \$3,000,000.

Consulting Agreement with Ocean Avenue Holdings LLC

On December 8, 2025, the Company entered into a consulting agreement (the “Ocean Avenue Consulting Agreement”) with Ocean Avenue Holdings LLC (the “Ocean Avenue Holdings”), an entity affiliated with Martin Shkreli, pursuant to which, Ocean Avenue Holdings agreed to provide certain consulting services to the Company, including evaluating companies and making related introductions, analyzing technologies and operations, reviewing and advising on potential acquisitions, introducing the Company to key opinion leaders and other industry experts, introducing prospective members of the Board of Directors of the Company and any other consulting or advisory services which the Company reasonably requests that Ocean Avenue Holdings provides to the Company. The Ocean Avenue Consulting Agreement has a term of twelve (12) months, unless earlier terminated pursuant to the terms of the Ocean Avenue Consulting Agreement or upon the mutual written consent of the Company and Ocean Avenue Holdings in accordance with the terms of the Ocean Avenue Consulting Agreement.

Pursuant to the Ocean Avenue Consulting Agreement, Ocean Avenue Holdings is entitled to a monthly fee equal to \$12,500 per month (or, \$150,000 annually) payable in arrears on a monthly basis. In addition, pursuant to the Ocean Avenue Consulting Agreement, the Company (ii) issued warrants to purchase up to an aggregate of 212,500 shares of Common Stock at an exercise price equal to \$5.097 per share (the “Ocean Avenue Consultant Warrants”). The Ocean Avenue Consultant Warrants vest and become exercisable in four (4) substantially equal installments on each quarterly anniversary of the issuance date, provided that Ocean Avenue Holdings continues to provide services to the Company through such applicable vesting dates and expire five (5) years from the date of issuance, and (iii) granted to Ocean Avenue Holdings 212,500 restricted shares of Common Stock, which vest in four substantially equal installments on the quarterly anniversaries of the issuance date, provided that Ocean Avenue Holdings continues to provide services to the Company through such vesting date and subject to the related restricted stock award agreement.

Consulting Agreement with Chelsea Voss

On January 16, 2026, the Company entered into a consulting agreement (the “Voss Consulting Agreement”) with Chelsea Voss, a current director of the Company, pursuant to which, Ms. Voss agreed to provide certain consulting services to the Company, including evaluating companies and making related introductions, analyzing technologies and operations, reviewing and advising on potential acquisitions and any other consulting or advisory services which the Company reasonably requests that Ms. Voss provide to the Company. The Voss Consulting Agreement has a term of twelve (12) months, unless earlier terminated pursuant to the terms of the Voss Consulting Agreement or upon the mutual written consent of the Company and Ms. Voss in accordance with the terms of the Voss Consulting Agreement.

Pursuant to the Voss Consulting Agreement, Ms. Voss is entitled to a monthly fee equal to \$12,500 per month (or, \$150,000 annually) payable in arrears on a monthly basis. In addition, pursuant to the Voss Consulting Agreement, Ms. Voss was granted (i) 212,500 restricted stock units, subject to the terms and conditions of the Company’s standard restricted stock unit award agreement and the 2021 Plan which vest in four substantially equal installments on the quarterly anniversaries of the issuance date, provided that Ms. Voss continues to provide services to the Company through such applicable vesting dates and subject to the related restricted stock unit award agreement, and (iii) stock options to purchase up to an aggregate of 212,500 shares of Common Stock at an exercise price equal to the greater of (a) \$5.097 per share and (b) the fair market value per share of Common Stock on the date of grant (the “Consultant Options”), subject to the terms and conditions of the Company’s standard nonqualified stock option award agreement and the Plan. The Consultant Options vest and become exercisable in four (4) substantially equal installments on each quarterly anniversary of the issuance date, provided that Ms. Voss continues to provide services to the Company through such applicable vesting dates.

Ms. Voss was introduced to the Company by Martin Shkreli, an affiliate of Ocean Avenue Holdings.

Director Independence

See “Item 10. Directors, Executive Officers, and Corporate Governance—Director Independence,” above.

Item 14. Principal Accountant Fees and Services.

On March 9, 2026, the Audit Committee engaged Grassi & Co. as our independent registered public accounting firm. Stephano Slack was dismissed on March 9, 2026. No fees were paid to Grassi & Co. for the years ending December 31, 2025 and 2024.

The following is a summary of the fees billed to us by Stephano Slack LLC, our then current independent registered public accounting firm as of December 31, 2025 and by Morison Cogen LLP, our former independent registered public accounting firm, for professional services rendered in the years ended December 31, 2025 and 2024. On September 30, 2024, in conjunction with its exit from providing audit services to publicly traded companies, Morison Cogen LLP resigned from its role as our independent registered public accounting firm. On October 3, 2024, the Audit Committee engaged Stephano Slack LLC as our independent registered public accounting firm for the fiscal year ended December 31, 2024, effective as of such date. Audit fees for the year ended December 31, 2025 consisted of payments to Morison Cogen LLP and Stephano Slack LLC of \$8,000 and \$213,945, respectively. Audit Fees for year ended December 31, 2024, consisted of payments to Morison Cogen LLP and Stephano Slack LLC of \$188,158 and \$42,071, respectively. All tax fees for both years reported were paid to Stephano Slack LLC.

	2025	2024
Audit Fees	\$ 218,945	\$ 215,929
Audit-Related Fees	3,000	-
Tax Fees	14,300	14,300
All Other Fees	-	-
TOTAL	\$ 236,245	\$ 230,229

Audit Fees. This category includes the audit of our annual consolidated financial statements, reviews of our financial statements included in our Form 10-Qs and services that are normally provided by our independent registered public accounting firm in connection with its engagements for those years.

Audit-Related Fees. This category consists of assurance and related services by our independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees.” The services for the fees disclosed under this category include consents regarding equity issuances.

Tax Fees. This category typically consists of professional services rendered by our independent registered public accounting firm for tax compliance and tax advice.

All Other Fees. This category includes aggregate fees billed in each of the last two fiscal years for products and services provided by Morison Cogen LLP and Stephano Slack, LLC, other than the services reported in the categories above.

Pre-Approval Policies and Procedures

Under the Audit Committee’s pre-approval policies and procedures, the Audit Committee is required to pre-approve all fees paid to, and all services performed by, our independent registered public accounting firm. At the beginning of each year, the Audit Committee pre-approves the proposed services, including the nature, type and scope of services contemplated and the related fees to be rendered by our independent registered public accounting firm during the year. In addition, Audit Committee pre-approval is also required for those engagements that may arise during the course of the year that are outside the scope of the initial services and fees pre-approved by the Audit Committee.

All of the services rendered by Morison Cogen LLP and Stephano Slack LLC in 2025 were pre-approved by the Audit Committee.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Financial Statements (see *Index to Consolidated Financial Statements* in Part II, Item 8 of the Original Form 10-K)
2. All financial statement schedules have been omitted since the required information was not applicable or was not present in amounts sufficient to require submission of the schedules, or because the information required is included in the consolidated financial statements or the accompanying notes
3. The exhibits listed in the following Index to Exhibits are filed or incorporated by reference as part of this report

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description
3.1	<u>Certificate of Incorporation of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 7, 2024).</u>
3.1.1	<u>Certificate of Correction, dated March 25, 2024, to the Certificate of Incorporation of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on March 26, 2024).</u>
3.1.2	<u>Certificate of Amendment of Certificate of Incorporation of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 26, 2024).</u>
3.1.3	<u>Certificate of Amendment of Certificate of Incorporation of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 26, 2024).</u>
3.1.4	<u>Certificate of Amendment to the Certificate of Incorporation of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 6, 2025).</u>
3.1.5	<u>Certificate of Amendment to the Certificate of Incorporation of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 2, 2025).</u>
3.1.6	<u>Certificate of Amendment of Certificate of Incorporation of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 26, 2025).</u>
3.2	<u>Bylaws of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 7, 2024).</u>
3.2.1	<u>First Amendment to the Bylaws of Q/C Technologies, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2025).</u>
3.3	<u>Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2020).</u>
3.3.1	<u>Certificate of Amendment to the Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the Company's Form S-3 filed with the Securities and Exchange Commission on May 22, 2020).</u>
3.4	<u>Form of Certificate of Designations of Series F Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 21, 2023).</u>
3.4.1	<u>Amended and Restated Certificate of Designations of Series F Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 8, 2024).</u>
3.4.2	<u>Certificate of Amendment of Amended and Restated Certificate of Designations of Series F Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024).</u>
3.4.3	<u>Certificate of Amendment of Amended and Restated Certificate of Designations of Series F Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.5.3 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 11, 2025).</u>
3.4.4	<u>Certificate of Amendment of Amended and Restated Certificate of Designations of Series F Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2025).</u>
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3.4.5	<u>Second Amended and Restated Certificate of Designations of Series F Convertible Preferred Stock of TNF Pharmaceuticals, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 10, 2025).</u>
3.5	<u>Certificate of Designations of Series F-1 Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2024).</u>
3.6.1	<u>Certificate of Amendment of Certificate of Designations of Series F-1 Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.6.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 11, 2025).</u>
3.6.2	<u>Certificate of Amendment of Certificate of Designations of Series F-1 Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2025).</u>
3.6.3	<u>Amended and Restated Certificate of Designations of Series F-1 Convertible Preferred Stock of TNF Pharmaceuticals, Inc. (incorporated herein by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 10, 2025).</u>
3.7	<u>Certificate of Designations of Series G Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2024).</u>
3.7.1	<u>Certificate of Amendment of Certificate of Designations of Series G Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 17, 2024).</u>

- 3.7.2 [Certificate of Amendment of Certificate of Designations of Series G Convertible Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 24, 2024\).](#)
- 3.7.3 [Certificate of Amendment of Certificate of Designations of Series G Convertible Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 14, 2024\).](#)
- 3.8 [Certificate of Designations of Series I Convertible Preferred Stock \(incorporated herein by reference to Exhibit 3.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 10, 2025\).](#)
- 3.9 [Certificate of Designations of Series H Convertible Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 10, 2025\).](#)
- 3.9.1 [Certificate of Amendment of Certificate of Designations of Series H Convertible Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 3, 2025\).](#)
- 4.1 [Description of Securities \(incorporated herein by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026\).](#)
- 4.2 [Form of Placement Agent Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2020\).](#)
- 4.3 [Form of Investor Warrant of Akers Biosciences, Inc. \(incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 12, 2020\).](#)

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- 4.4 [Form of Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 15, 2022\).](#)
- 4.5 [Form of Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 21, 2023\).](#)
- 4.5.1 [Form of Amendment to Series F Warrant, dated March 14, 2024, by and between TNF Pharmaceuticals, Inc. and the investors party thereto. \(incorporated herein by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2024\).](#)
- 4.6 [Form of Series G Long-Term Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 4.6.1 [Form of Amendment to Series G Long-Term Warrant \(incorporated herein by reference to Exhibit 4.8 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2024\).](#)
- 4.7 [Form of Series G Short-Term Warrant \(incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 4.7.1 [Form of Amendment to Series G Short Term Warrant \(incorporated herein by reference to Exhibit 4.9 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2024\).](#)
- 4.8 [Form of Series F-1 Long-Term Warrant \(incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 4.8.1 [Form of Amendment to Series F-1 Long-Term Warrant \(incorporated herein by reference to Exhibit 4.6 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2024\).](#)
- 4.9 [Form of Series F-1 Short-Term Warrant \(incorporated herein by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 4.9.1 [Form of Amendment to Series F-1 Short-Term Warrant \(incorporated herein by reference to Exhibit 4.7 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2024\).](#)
- 4.10 [Form of Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 2, 2025\).](#)
- 4.11 [Form of Consulting Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 3, 2025\).](#)
- 4.12 [Form of Consulting Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 9, 2025\).](#)
- 10.1# [2017 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 11, 2017\).](#)
- 10.2# [2018 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 7, 2018\).](#)

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- 10.3 [Amended and Restated License and Development Agreement by and among Premas Biotech PVT Ltd and Cystron Biotech, LLC \(incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2020\).](#)
- 10.4# [First Amendment to the Akers Biosciences, Inc., 2018 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 28, 2020\).](#)

- 10.5# [Q/C Technologies, Inc. 2021 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2021\).](#)
- 10.5.1# [First Amendment to the Q/C Technologies, Inc., 2021 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 26, 2024\).](#)
- 10.5.2# [Second Amendment to the Q/C Technologies, Inc. 2021 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 14, 2025\).](#)
- 10.6# [Form of Nonqualified Stock Option Agreement \(incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2021\).](#)
- 10.7# [Form of Incentive Stock Option Agreement \(incorporated herein by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2021\).](#)
- 10.8# [Form of Restricted Stock Award Agreement \(incorporated herein by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 22, 2021\).](#)
- 10.9# [MyMD Pharmaceuticals \(Florida\) Inc. Second Amendment to Amended and Restated 2016 Stock Incentive Plan, dated July 1, 2019 \(incorporated herein by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 18, 2021\).](#)
- 10.10 [Amended and Restated Confirmatory Patent Assignment and Royalty Agreement dated November 11, 2020, by and between SRQ Patent Holdings II, LLC and Supera Pharmaceuticals, Inc. \(incorporated herein by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 18, 2021\).](#)
- 10.11 [Amended and Restated Confirmatory Patent Assignment and Royalty Agreement dated November 11, 2020, by and between SRQ Patent Holdings, LLC and Q/C Technologies, Inc. \(incorporated herein by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 18, 2021\).](#)
- 10.12 [Form of Purchase Agreement \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 21, 2023\).](#)
- 10.13 [Form of Omnibus Waiver and Amendment, dated April 5, 2024, by and between Q/C Technologies, Inc., and the investors party thereto \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 8, 2024\).](#)
- 10.14 [Form of Amendment Agreement, dated as of June 17, 2024, by and among Q/C Technologies, Inc. and the investors party thereto \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 17, 2024\).](#)
- 10.15 [Form of Series G Purchase Agreement \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 10.16 [Form of Series F-1 Purchase Agreement \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)

- 10.17 [Form of Series G Registration Rights Agreement \(incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 10.18 [Form of Series F-1 Registration Rights Agreement \(incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 10.19 [Form of Omnibus Waiver, Consent, Notice and Amendment, by and among Q/C Technologies, Inc. and the investors party thereto \(incorporated herein by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 21, 2024\).](#)
- 10.20 [Form of Omnibus Amendment Agreement, dated March 30, 2025, by and between Q/C Technologies, Inc. and the investors party thereto \(incorporated herein by reference to Exhibit 10.45 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 11, 2025\).](#)
- 10.21 [Form of Omnibus Amendment Agreement, dated August 19, 2025, by and between TNF Pharmaceuticals, Inc. and the investors party thereto \(incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2025\).](#)
- 10.22 [Form of Purchase Agreement \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 2, 2025\).](#)
- 10.23 [Form of Registration Rights Agreement \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 2, 2025\).](#)
- 10.24 [Form of Omnibus Amendment Agreement, dated August 19, 2025, by and between TNF Pharmaceuticals, Inc. and the investors party thereto \(incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 19, 2025\).](#)
- 10.25 [Form of Omnibus Amendment Agreement \(incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 2, 2025\).](#)
- 10.26 [Membership Interest Purchase Agreement, dated as of September 2, 2025, by and among LPU Holdings LLC and the members of LPU Holdings LLC \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on September 5, 2025\).](#)
- 10.27 [Form of Support Agreement \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on September 5, 2025\).](#)
- 10.28 [Form of Registration Rights Agreement \(incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on September 5, 2025\).](#)

10.29	<u>License Agreement, by and among the Company, LPU Holdings LLC and LightSolver Ltd. (incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on September 5, 2025).</u>
10.30	<u>Form of Omnibus Waiver and Amendment Agreement, dated as of September 30, 2025, by and among O/C Technologies, Inc. and the investors party thereto (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 3, 2025).</u>
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10.31	<u>Consulting Services Agreement, dated as of October 1, 2025, by and between the Company, James Altucher and Z-List Media, Inc. (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 3, 2025).</u>
10.32	<u>Consulting Services Agreement, dated as of December 8, 2025, by and between the Company and Ocean Avenue Holdings LLC. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 9, 2025)</u>
10.33	<u>Consulting Services Agreement, dated as of January 16, 2026, by and between the Company and Chelsea Voss (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2026).</u>
10.34	<u>Executive Compensation Agreement, dated as of April 13, 2026, by and between the Company and Joshua Silverman (incorporated herein by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026).</u>
19.1	<u>TNF Pharmaceuticals, Inc. Insider Trading Policy (incorporated herein by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 11, 2025).</u>
21.1	<u>List of Subsidiaries of O/C Technologies, Inc. (incorporated herein by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026).</u>
23.1	<u>Consent of Grassi & Co., CPAs, P.C., Independent Registered Public Accounting Firm. (incorporated herein by reference to Exhibit 23.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026).</u>
23.2	<u>Consent of Stephano Slack LLC, Independent Registered Public Accounting Firm (incorporated herein by reference to Exhibit 23.2 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026).</u>
23.3	<u>Consent of Grassi & Co., CPAs, P.C., Independent Registered Public Accounting Firm (incorporated herein by reference to Exhibit 23.3 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026).</u>
31.1	<u>Certification of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) (incorporated herein by reference to Exhibit 31.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026).</u>
31.2	<u>Certification of the Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) (incorporated herein by reference to Exhibit 31.2 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2026).</u>
32.1*	<u>Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2*	<u>Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
97.1	<u>O/C Technologies, Inc. Compensation Recovery Policy (incorporated herein by reference to Exhibit 97.1 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 1, 2024).</u>
101	Interactive Data Files of Financial Statements and Notes.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

+ Filed herewith

* Furnished herewith.

Management contract or compensatory plan or arrangement.

** The schedules and exhibits to the Agreement and Plan of Merger and Reorganization have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

SIGNATURES

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

By: */s/ Ian Rhodes*

Ian Rhodes, Interim Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: April 29, 2026

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joshua Silverman, certify that

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Q/C Technologies, Inc.; and
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.

Date: April 29, 2026

By: /s/ Joshua Silverman
Executive Chairman
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ian Rhodes, certify that

3. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Q/C Technologies, Inc.; and
4. 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.

Date: April 29, 2026

By: /s/ Ian Rhodes

Ian Rhodes, Interim Chief Financial Officer
(Principal Financial and Accounting Officer)
