

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

**FORM 10-Q**

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

For the quarterly period ended: **June 30, 2025**

or

☐ **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: **333-202959**

**BALANCE LABS, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
Identification No.)

47-1146785

(IRS Employer  
of incorporation)

**407 Lincoln Road, Suite 9F**

**Miami Beach, Florida 33139**

(Address of principal executive offices)

**(305) 907-7600**

(Registrant's telephone number, including area code)

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

**Title of each class**

None

**Trading Symbol(s)**

None

**Name of each exchange on which registered**

None

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, 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 large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See 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

☐ Accelerated filer

☐

Non-accelerated filer

☒ Smaller Reporting Company

☒

Emerging growth company

☐

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 14, 2025, there were 21,674,000 shares outstanding of the registrant's common stock.

**BALANCE LABS, INC.**  
**FORM 10-Q**

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Explanatory Note:

The registrant has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), during the preceding 12 months, however, the registrant is not subject to such filing requirements and is making such filings on a voluntary basis.

**PART I - FINANCIAL INFORMATION**

**Balance Labs, Inc.  
Consolidated Balance Sheets**

	<u>30-June-25</u>	<u>31-Dec-24</u>
<b><u>Assets</u></b>		
Current Assets		
Cash and cash equivalents	3,625	13,199
Marketable securities	<u>73,607</u>	<u>82,376</u>
Total Current Assets	<u>77,232</u>	<u>95,575</u>
Total Assets	<u>77,232</u>	<u>95,575</u>
<b><u>Liabilities and Stockholders' Deficit</u></b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	778,478	780,148
Accounts expenses – related party	1,026,649	938,774
Accounts payable - related party	911,659	911,659
Short -term advances - related party	1,779,058	1,731,058
Convertible note payable, net of debt discount	525,000	525,000
Convertible notes payable – related party – net of debt discount	173,192	173,192
Notes payable - related party	<u>106,850</u>	<u>106,850</u>
Total Current Liabilities	5,300,886	5,166,681
Total Liabilities	<u>5,300,886</u>	<u>5,166,681</u>
<b>Stockholders' Deficit</b>		
Preferred stock, \$0.0001 par value, 50,000,000 shares authorized, none issued and outstanding as of June 30, 2025 and December 31, 2024, respectively		
Common stock, \$0.0001 par value: authorized 500,000,000, 21,674,000 and 21,674,000 shares issued and outstanding as of June 30, 2025 and December 31, 2024, respectively	2,167	2,167
Additional paid-in capital	810,048	810,048
Accumulated deficit	<u>(6,035,869)</u>	<u>(5,883,321)</u>
Total Stockholders' Deficit	<u>(5,223,654)</u>	<u>(5,071,106)</u>
Total Liabilities and Stockholders' Deficit	77,232	95,575

The accompanying condensed notes are an integral part of the unaudited consolidated financial statements

**Balance Labs, Inc.**  
**Consolidated Statements of Operations**  
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
<b>Revenues</b>	\$ -	\$ -	\$ -	\$ -
<b>Costs and expenses</b>				
General and administrative expenses	5,845	3,181	10,107	7,222
Professional fees	26,681	8,545	51,716	24,545
Salaries and wages	46,733	46,145	96,275	91,822
<b>Total operating expenses</b>	<u>79,259</u>	<u>57,871</u>	<u>158,098</u>	<u>123,589</u>
<b>Loss from operations</b>	<u>(79,259)</u>	<u>(57,871)</u>	<u>(158,098)</u>	<u>(123,589)</u>
<b>Other income (expense)</b>				
Unrealized gain (loss) on available for sale securities	(10,363)	14,083	(8,769)	19,770
Interest expense (includes amortization of debt discount)	(56,520)	(56,912)	(113,260)	(113,824)
Gain on settlement of accounts payable	-	-	127,579	-
<b>Total other (expense)</b>	<u>(66,883)</u>	<u>(42,829)</u>	<u>5,550</u>	<u>(94,054)</u>
<b>Net loss</b>	<u>\$ (146,142)</u>	<u>\$ (100,700)</u>	<u>\$ (152,548)</u>	<u>\$ (217,643)</u>
<b>Net Loss per share - basic and diluted</b>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>(0.01)</u>	<u>\$ (0.01)</u>
<b>Weighted average number of shares - basic and diluted</b>	<u>21,674,000</u>	<u>21,674,000</u>	<u>21,674,000</u>	<u>21,674,000</u>

The accompanying condensed notes are an integral part of the unaudited consolidated financial statements

**Balance Labs, Inc.**  
**Consolidated Statements of Changes in Stockholders' Deficit**  
**For the Three and Six Months Ended June 30, 2025**  
**(Unaudited)**

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>			
<b>Balance, March 31, 2025</b>	<b>21,674,000</b>	<b>\$ 2,167</b>	<b>\$ 810,048</b>	<b>\$ (5,889,727)</b>	<b>\$ (5,077,512)</b>
Net loss	-	-	-	(146,142)	(146,142)
<b>Balance, June 30, 2025</b>	<b><u>21,674,000</u></b>	<b><u>\$ 2,167</u></b>	<b><u>\$ 810,048</u></b>	<b><u>\$ (6,035,869)</u></b>	<b><u>\$ (5,223,654)</u></b>
<b>Balance, December 31, 2024</b>	<b>21,674,000</b>	<b>\$ 2,167</b>	<b>\$ 810,048</b>	<b>\$ (5,883,321)</b>	<b>\$ (5,071,106)</b>
Net loss	-	-	-	(152,548)	(152,548)
<b>Balance, June 30, 2025</b>	<b><u>21,674,000</u></b>	<b><u>\$ 2,167</u></b>	<b><u>\$ 810,048</u></b>	<b><u>\$ (6,035,869)</u></b>	<b><u>\$ (5,223,654)</u></b>

**Balance Labs, Inc.**  
**Consolidated Statements of Changes in Stockholders' Deficit**  
**For the Three and Six Months Ended June 30, 2024**  
**(Unaudited)**

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Deficit</u>
	<u>Shares</u>	<u>Amount</u>			
<b>Balance, March 31, 2024</b>	<b>21,674,000</b>	<b>\$ 2,167</b>	<b>\$ 810,048</b>	<b>\$ (5,472,041)</b>	<b>\$ (4,659,827)</b>
Net loss	-	-	-	(100,700)	(100,700)
<b>Balance, June 30, 2024</b>	<b><u>21,674,000</u></b>	<b><u>\$ 2,167</u></b>	<b><u>\$ 810,048</u></b>	<b><u>\$ (5,572,741)</u></b>	<b><u>\$ (4,760,526)</u></b>
<b>Balance, December 31, 2023</b>	<b>21,674,000</b>	<b>\$ 2,167</b>	<b>\$ 810,048</b>	<b>\$ (5,355,098)</b>	<b>\$ (4,542,883)</b>
Net loss	-	-	-	(217,643)	(217,643)
<b>Balance, June 30, 2024</b>	<b><u>21,674,000</u></b>	<b><u>\$ 2,167</u></b>	<b><u>\$ 810,048</u></b>	<b><u>\$ (5,572,741)</u></b>	<b><u>\$ (4,760,526)</u></b>

The accompanying condensed notes are an integral part of the unaudited consolidated financial statements

**Balance Labs, Inc.**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>30-June-25</b>	<b>30-June-24</b>
Operating Activities		
Net Loss	(152,548)	(217,643)
Adjustments to reconcile net loss to net cash (used in) operations		
Unrealized Gain (Loss) on securities	8,769	(19,770)
Gain on settlement of AP	(127,579)	-
Changes in operating assets and liabilities		
Amortization of Debt Discount	-	5,669
Increase (decrease) in		
Accounts payable and accrued expenses	213,784	162,729
Accounts payable – related party	-	-
Net cash used in operating activities	(57,574)	(69,015)
Financing Activities		
Proceeds from Short term advances related parties	48,000	-
Net cash provided by financing	48,000	-
Net change in cash	(9,574)	(69,015)
Starting Cash	13,199	112,809
Ending Cash	3,625	43,794

The accompanying condensed notes are an integral part of the unaudited consolidated financial statements

## **Note 1 – Business Organization and Nature of Operations**

Balance Labs, Inc. (“Balance Labs” or the “Company”) was incorporated on June 5, 2014, under the laws of the State of Delaware. Balance Labs is a consulting firm that provides business development and consulting services to start up and development stage businesses. The Company offers services to help businesses in various industries improve and fine tune their business models, sales and marketing plans and internal operations as well as make introductions to professional services such as business plan writing, accounting firms and legal service providers.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of the unaudited condensed consolidated financial position of Balance Labs as of June 30, 2025, and the unaudited consolidated results of its operations and cash flows for the six months ended June 30, 2025. The unaudited consolidated results of operations for the six months ended June 30, 2025, are not necessarily indicative of the operating results for the full year. It is recommended that these unaudited consolidated financial statements be read in conjunction with the audited financial statements and related disclosures of the Company for the year ended December 31, 2024, which was filed with the Securities and Exchange Commission on April 15, 2025.

## **Note 2 – Going Concern**

The consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company used \$57,574 of cash in operating activities during the six months ended June, 2025, and currently has \$3,625 in cash as of June 30, 2025. Additionally, at June 30, 2025, the Company had an accumulated deficit of \$6,035,869 and a working capital deficit of \$5,223,654.

There is substantial doubt about the Company to continue as a going concern for a period of twelve months from the date of these financial statements were made available. The Company without additional sources of debt or equity capital would potentially need to cease operations. Management plans to seek to raise additional capital within the next twelve months that is expected to sustain its operations for the next year. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain restrictions on our operations, in the case of debt financing or cause substantial dilution for our stockholders, in case of equity financing. In addition, the Company expects to begin a marketing campaign to market and sell its services. There can be no assurance that such a plan will successful.

The accompanying condensed consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.



### **Note 3 – Summary of Significant Accounting Policies**

#### **Cash and Cash Equivalents**

The Company considers all highly liquid temporary cash investments with an original maturity of 90 days or less to be cash equivalents. At June 30, 2025, and December 31, 2024, the Company had \$3,625 and \$13,199 in cash equivalents, respectively.

#### **Use of Estimates**

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates may include those pertaining to stock-based compensation, depreciable lives of fixed assets and deferred tax assets. Actual results could materially differ from those estimates.

#### **Accounts Receivable**

The Company provides an allowance for doubtful accounts equal to the estimated uncollectible amounts pursuant to the guidance of Accounting Standards Update (ASU) 2016-13, Financial Instruments – Credit Losses (Topic 326) as codified in Accounts Standards Codification (ASC) 326, Financial Instruments – Credit Losses. Under ASC 326, the Company utilizes a current and expected credit loss (CECL) impairment model. ASU 2016-13 became effective for us on January 1, 2023. The Company’s estimate is based on historical collection experience and a review of the current status of trade accounts receivable. It is reasonably possible that the Company’s estimate of the allowance for doubtful accounts will change. Accounts receivable are presented net of an allowance for doubtful accounts of \$0 and \$0 at June 30, 2025 and December 31, 2024, respectively.

#### **Revenue Recognition**

The Company accounts for its revenues under FASB ASC 606, which is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The Company considers revenue realized or realizable and earned when all the five following criteria are met: (1) Identify the Contract with a Customer, (2) Identify the Performance Obligations in the Contract, (3) Determine the Transaction Price, (4) Allocate the Transaction Price to the Performance Obligations in the Contract, and (5) Recognize Revenue When (or As) the Entity Satisfies a Performance Obligation.

The Company recognizes consulting income when the services are performed, and performance obligations are satisfied over time or point of time.

#### **Income Taxes**

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of items that have been included or excluded in the financial statements or tax returns. Deferred tax assets and liabilities are determined on the basis of the difference between the tax basis of assets and liabilities and their respective financial reporting amounts (“temporary differences”) at enacted tax rates in effect for the years in which the temporary differences are expected to reverse.

The Company adopted the provisions of Accounting Standards Codification (“ASC”) Topic 740-10, which prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

Management has evaluated and concluded that there are no material tax positions requiring recognition in the Company’s unaudited condensed consolidated financial statements as of June 30, 2025. The Company does not expect any significant changes in its unrecognized tax benefits within twelve months of the reporting date. The Company’s, 2021, 2022, 2023, and 2024 tax returns remain open for audit for Federal and State taxing authorities.

The Company’s policy is to classify assessments, if any, for tax related interest as interest expense and penalties as general and administrative expenses in the statement of operations.

### Marketable Securities

The Company accounts for marketable and available-for-sale securities under ASU 2016-01, “Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-01 requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income.

The Company accounts for its investment in NextNRG, Inc (Formerly Known as EZFill Holdings, Inc.) as available-for-sale securities pursuant to the S-1 Registration Statement declared effective on September 14, 2021, therefore, the unrealized gain (loss) on the available-for-sale securities during the six months ended June 30, 2025, and 2024 has been recorded in Other Income.

At June 30, 2025, the Company owned 26,573 shares and the fair value of the investment in NextNRG, Inc. was reported on the balance sheet as Investment at fair value - related party totaling \$73,607 (\$2.77/share). The Company recorded an adjustment of \$8,769 for the six months ending June 30, 2025, as unrealized gain on securities.

### Investments – Related Parties

When the fair value of an investment is indeterminable, the Company accounts for its investments that are under 20% of the total equity outstanding using the cost method. For investments in which the Company holds between 20-50% equity and is non-controlling are accounted for using the equity method. For any investments in which the Company holds over 50% of the outstanding stock, the Company consolidates those entities into their consolidated financial statements herein.

The Company holds one investment as of June 30, 2025, and one investment as of December 31, 2024.

### Investments

On January 29, 2021, the Company received 20% ownership of Pharmacy No, 27, Ltd, a company based in Israel, as part of a Note Receivable from a third party. As of June 30, 2025, the investment has a fair value of \$0, based upon the quoted closing trading price and it is recorded on our consolidated balance sheet using the equity method. During the six months ended June 30, 2025 the Company recorded \$0 of unrealized loss from this investment.

### Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk primarily consist of cash, cash equivalents and marketable securities. As of June 30, 2025, and December 31, 2024, the carrying value of marketable securities was \$73,607 and \$82,376, respectively. The securities are included in the Investment at Fair Value – Related Party on the consolidated balance sheets, which consist of common shares held in one (1) investment which currently is trading on the Over-the-Counter Bulletin Board (OTCBB).

### Principles of Consolidation

The consolidated financial statements include the Company and its wholly owned corporate subsidiaries, Balance Labs LLC.

### Net Income (Loss) Per Common Share

Basic and diluted income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares and warrants from convertible debentures outstanding during the periods. There is a potentially dilutive effect from 4,334,470 and 4,101,359 shares from convertible notes payable as of June 30, 2025 and June 30, 2024, respectively, and no outstanding warrants as of June 30, 2025 and June 30, 2024, respectively. However, these potentially dilutive securities are anti-dilutive due to the net loss in both 2025 and 2024.

### Stock-Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Awards granted to directors are treated on the same basis as awards granted to employees.

The Company has computed the fair value of warrants granted using the Black-Scholes option pricing model. The expected term used for warrants is the contractual life. Since the Company's stock has not been publicly traded for a sufficiently long period, the Company is utilizing an expected volatility figure based on a review of the historical volatilities, over a period of time, equivalent to the expected life of the instrument being valued, of similarly positioned public companies within its industry. The risk-free interest rate was determined from the implied yields from U.S. Treasury zero-coupon bonds with a remaining term consistent with the expected term of the instrument being valued.

#### Fair Value of Financial Instruments

The Company measures its financial assets and liabilities in accordance with GAAP. For certain of our financial instruments, including cash, accounts payable, and the short-term portion of long-term debt, the carrying amounts approximate fair value due to their short maturities.

We adopted accounting guidance for financial and non-financial assets and liabilities (ASC 820). This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

The following table presents certain assets of the Company's measured and recorded at fair value on the Company's balance sheet on a recurring basis and their level within the fair value hierarchy as of June 30, 2025.

	Total	(Level 1)	(Level 2)	(Level 3)
Fair-value – equity securities	\$ 73,607	\$ 73,607	\$ -	\$ -
Total Assets measured at fair value	\$ 73,607	\$ 73,607	\$ -	\$ -

The following table presents certain assets of the Company's measured and recorded at fair value on the Company's balance sheet on a recurring basis and their level within the fair value hierarchy as of December 31, 2024.

	Total	(Level 1)	(Level 2)	(Level 3)
Fair-value – equity securities	\$ 82,376	\$ 82,376	\$ -	\$ -
Total Assets measured at fair value	\$ 82,376	\$ 82,376	\$ -	\$ -

The Company accounts for its investment in NextNRG, Inc. (Formerly Known as EzFill Holdings, Inc. as available-for-sale securities. Since the investment is valued based on quoted market price using observable inputs.

#### Business Segments

The Company's Chief Executive Officer, who serves as the Chief Operating Decision Maker ("CODM"), evaluates the Company's financial performance and allocates resources based on a consolidated view of the business. Consequently, the Company operates as a single reportable segment under the guidelines of ASC 280, Segment Reporting. The CODM classifies this segment as Consulting.

The Company's operations, which include marketing and professional services, are managed centrally. The CODM assesses financial performance using metrics such as revenue, operating profit, and key operating expenses, which are outlined below as the primary cost components for evaluating the Company's performance.

Additionally, the CODM measures income generated from the Company's assets by focusing on net income as a key performance indicator. This metric is used to assess the return on assets and supports strategic decision-making.

	June 30, 2025	June 30, 2024
Revenue	\$ -	\$ -
<b>Reconciliation of revenue:</b>		
Less: Cost of goods sold	-	-
Segment gross profit	\$ -	\$ -
<b>Less:</b>		
Salaries and wages	96,275	91,822
Professional fees	51,716	24,545
Other segment items <sup>(1)</sup>	10,107	7,222
Segment net loss	\$ (158,098)	\$ (123,589)
<b>Reconciliation of loss:</b>		
Other income (expense), net	5,550	(94,054)
Loss before income taxes	\$ (152,548)	\$ (217,643)

(1) Other segment items comprising segment net loss include advertising and promotion, stock related expenses, and certain general and administrative expenses.

#### Advertising, Marketing and Promotional Costs

Advertising, marketing, and promotional expenses are expensed as incurred and are included in selling, general and administrative expenses on the accompanying unaudited condensed consolidated statement of operations. For the six months ended June 30, 2025, 2024, advertising, marketing, and promotion expense was \$0 and \$2,575, respectively.

#### Property and equipment

Property and equipment consist of furniture and office equipment and is stated at cost less accumulated depreciation. Depreciation is determined by using the straight-line method for furniture and office equipment, over the estimated useful lives of the related assets, generally three to five years.

Expenditures for repairs and maintenance of equipment are charged to expense as incurred. Major replacements and betterments are capitalized and depreciated over the remaining useful lives of the related assets.

Property and equipment as of June 30, 2025, and December 31, 2024 consisted of the following:

	June 30, 2025 (unaudited)	December 31, 2024
Website	\$ -	\$ -
Computer equipment & Software	5,358	5,358
Furniture	802	802
Total	6,160	6,160
Less Accumulated Depreciation	(6,160)	(6,160)
Property and Equipment, net	\$ -	\$ -

Depreciation expense for the three months ended June 30, 2025, and 2024 totaled \$0 and \$0, respectively.

#### Recently Issued Accounting Pronouncements

The Company has evaluated all new accounting standards that are in effect and may impact its unaudited condensed consolidated financial statements and does not believe that there are any other new accounting standards that have been issued that might have a material impact on its financial position or results of operations.

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* (“ASU 2023-07”). ASU 2023-07 aims to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 requires disclosure of significant segment expenses that are regularly provided to the Chief Operating Decision Maker (CODM) and included within each reported measure of segment profit or loss. The update also requires disclosure regarding the CODM and expands the interim segment disclosure requirements. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The adoption of ASU 2023-07 did not have a material impact on the Company’s consolidated financial statements.

#### **Note 4 – Stockholders’ Deficit**

##### Authorized Capital

The Company is authorized to issue 500,000,000 shares of common stock, with a par value of \$0.0001, and 50,000,000 shares of preferred stock, with a par value of \$0.0001. As of June 30, 2025 the Company has 21,674,000 shares of common stock outstanding and 0 shares of preferred stock outstanding. There were no outstanding warrants as of June 30, 2025.

#### **Note 5 – Note Receivable**

On September 3, 2021, Balance Labs Inc. made a loan to Four Acquisition, Ltd., an unrelated party in the principal amount of \$22,000 which loan has an interest rate of 10% per annum and a maturity date of September 30, 2022. As of June 30, 2025, this receivable is fully reserved against. For the six months ended June 30, 2025, the Company recorded \$0 of interest income in relation to this note.

On January 29, 2021, Balance Labs Inc. made a loan to Four Acquisitions Ltd., an unrelated party in the principal amount of \$119,000 which has an interest rate of 10% per annum and a maturity date of January 28, 2022. Additionally, in connection with the loan, the Company received a 20% interest in the recently acquired business and related assets of Four Acquisitions Ltd. Initially, this investment had a purchase price of \$43,000, which was recorded as a discount from the note which will be amortized over the life of the note. The Company recorded an allowance of 100% against this receivable of \$141,000 as of June 30, 2025.

#### Note 6 – Related Party Transactions

As of June 30, 2025, the Company had related party accounts payable of \$911,659 owed to its Chief Executive Officer (CEO). This amount relates to consulting services provided to the Company from 2015 through 2022, for which payment has not yet been made. The terms of repayment have not been formally established, and no interest has been accrued on this balance. The balance of \$911,659 is in the Accounts payable - related party on the Balance Sheet.

On October 31, 2023 the Company's CEO signed a new agreement that earns \$10,000 per month. The following compensation was recorded within general and administrative expenses – related parties on the statements of operations: \$60,000 and \$60,000 for the six months ended June 30, 2025 and 2024, respectively. As of June 30, 2025 and December 31, 2024, \$210,000 and \$150,000, respectively, of compensation was unpaid and was included in accounts payable – related party on the consolidated balance sheets.

During 2016, 2017, and 2019 Balance Group LLC loaned an additional \$66,850 to the Company. The notes are in default and have an accrued interest balance of \$43,807. The note balance of \$66,850 is included in the note payable – related party in current liability as of June 30, 2025 and December 31, 2024.

On October 3, 2019, the Company received \$40,000 from The Foundation in exchange for a promissory note which bears 12% interest per annum and matured on October 10, 2020 or upon the Company raising \$500,000 from outside investors, whichever occurs first. The promissory note is currently in default, and as of June 30, 2025, accrued interest on the note is \$30,431. The note balance of \$40,000 is included in the note payable – related party in current liability as of June 30, 2025 and December 31, 2024.

	June 30, 2025 (unaudited)	December 31, 2024
Balance Group LLC	\$ 66,850	\$ 66,850
The Foundation	40,000	40,000
Note Payable – related party	\$ 106,850	\$ 106,850

On June 27, 2021, the Company received \$50,000 from the CEO in exchange for a convertible promissory note with a face value of \$53,192 which bears 12% interest per annum and matures on June 27, 2022, or upon the Company raising \$250,000 from investors, whichever occurs first. The note balance of \$53,192 is included in the convertible notes payable - related party, net of debt discount of \$0 and \$0, as of June 30, 2024, and December 31, 2024, respectively. The difference between the amount received and the face value of \$3,192 was recorded as a discount and is being amortized over the life of the note. Additionally, the note comes with a beneficial conversion feature of \$3,799 which was also recorded as a component of equity in 2021. As of June 30, 2025, the Company has accrued interest of \$25,584 and is recorded in the accrued expenses on the balance sheet.

On September 30, 2016, Balance Group LLC loaned \$120,000 as a convertible note payable to the Company at an interest rate of 10%, due on October 1, 2017. In addition, the Company issued 600,000 warrants at an exercise price of \$1 which expired on September 30, 2021 (See Note 9). The note is currently in default and is currently recorded under convertible payable – related party in current liabilities in the balance sheet. The accrued interest balance of \$105,041 is recorded in the accrued expenses on the balance sheet as of June 30, 2025.

	June 30, 2025 (unaudited)	December 31, 2024
Balance Group LLC	\$ 120,000	\$ 120,000
Note Payable from CEO	53,192	53,192
Convertible note payable- related party	\$ 173,192	\$ 173,192

As of June 30, 2025, the CEO and companies controlled by the CEO have loaned the Company a total of \$1,779,058 in addition to the convertible notes discussed above. During the six months ended June 30, 2025, the CEO loaned an additional \$48,000 to the Company. The loans carry an interest rate of 8%, 12%, and 18% and mature one year and one day from the date of the loan. A portion of these loans, totaling \$1,779,058, together with accrued interest of \$820,452, are in default as of June 30, 2025, while others remain current. The loans in default are reported under short-term advances from related party on the balance sheet as of June 30, 2025 and December 31, 2024.

The following table summarizes all related party notes, both convertible and nonconvertible, including their principal balances as of June 30, 2025, and the related accrued interest as of June 30, 2025.

Loan Source	Loan Amount	Accrued Interest	Balance Sheet Classification
Balance Group LLC	\$ 66,850	\$ 45,140	Note payable – related party
The Foundation	\$ 40,000	\$ 30,431	Note payable – related party
CEO Loans	\$ 1,779,058	\$ 820,452	Short-term advances from related party
Convertible Note - Balance Group LLC	\$ 120,000	\$ 105,041	Convertible note payable – related party
Convertible Note - CEO	\$ 53,192	\$ 25,585	Convertible note payable – related party
	\$ 2,059,100	\$ 1,026,649	

The following related party notes recognized interest for the six months ended June 30, 2025 and 2024:

	Six months ended June 30, 2025:	Six months ended June 30, 2024:
Balance Group LLC	\$ 2,652	\$ 2,680
CEO Loans	\$ 73,672	\$ 65,904
Foundation	\$ 2,380	\$ 1,197
Convertible Note - Balance Group LLC	\$ 5,951	\$ 5,984
Convertible Note - CEO	\$ 3,165	\$ 3,183
<b>Total Recognized Interest Expense</b>	<b>\$ 87,820</b>	<b>\$ 78,948</b>

## Note 7 – Convertible Notes and Notes Payable

### Convertible Notes Payable

On December 23, 2015, the Company issued a convertible note payable to Chase Mortgage, Inc., not a related party, for \$25,000, at an interest rate of 8%, due on December 23, 2018. The note also included 100,000 warrants at an exercise price of \$1 per share, which expired on December 23, 2020. The note is convertible at the holder's discretion into the Company's common stock at a price of \$0.50 per share. The note has matured and is in default, which triggered an increased interest rate of 18%. The accrued interest balance on this note as of June 30, 2025, is \$48,240, and the note is recorded under convertible note payable in the liabilities section of the balance sheet. As of June 30, 2025, the note maintains a balance of \$25,000.

On April 1, 2016, the Company received \$500,000 from Newell Trading Group in exchange for a convertible debenture due April 2, 2017 bearing interest at 10% and convertible into common stock at \$.25 per share unless the note is paid by the Company prior to the election of the holder to convert. The Company recognized a beneficial conversion feature expense of \$500,000 that has been fully amortized. On October 3, 2019, Newell Trading Group assigned its rights and interests in its \$500,000 convertible debenture to the Sammy Farkas Foundation Inc., (the "Foundation"), a related party. The convertible note payable, net of debt discount of \$0 and \$0 as of June 30, 2025 and December 31, 2024 of \$500,000 and \$500,000, respectively was recorded under current liability on the balance sheet and no additional debt discount adjustment is required upon adoption of ASU 2020-06. The note has accrued interest of \$462,603.

The Foundation then entered into an agreement with the Company to extend the maturity date of the convertible debenture to October 10, 2024 in exchange for 54,000 shares of the Company's stock. The shares have a fair value of \$56,700 which was recorded as a debt discount and was being amortized over the life of the extension. On November 11, 2019, The Sammy Farkas Foundation transferred all the rights and interests of the note to another party, 16th Avenue Associates, a non-related party company. The terms remain the same and the transfer has no effect on the financial statements. During the six months ended June 30, 2025 and 2024, the Company amortized \$0 and \$0, respectively of debt discount. As of the date of this report, this note is in default.

	June 30, 2025	December 31, 2024
16 <sup>th</sup> Avenues Associates	\$ 500,000	\$ 500,000
Chase Mortgage, Inc.	25,000	25,000
Debt discount	-	-
Convertible note payable	\$ 525,000	\$ 525,000

The details of convertible notes payable, including accrued interest as of June 30, 2025, were as follows:

Loan Source	Loan Amount	Accrued Interest (as of June 30, 2025)	Balance Sheet Classification
Chase Mortgage, Inc.	\$ 25,000	\$ 48,240	Convertible note payable
16 <sup>th</sup> Avenue Associates	\$ 500,000	\$ 462,603	Convertible note payable- net of debt discount
<b>Total</b>	<b>\$ 525,000</b>	<b>\$ 510,843</b>	

The following non-related party convertible notes accrued interest for the three months ended June 30, 2025 and 2024:

#### Six months ended June 30, 2025:

- Chase Mortgage, Inc.: \$3,223
- 16th Avenue Associates: \$24,795
- **Total Recognized Interest Expense: \$28,018**

#### Six months ended June 30, 2024:

- Chase Mortgage, Inc.: \$2,244
- 16th Avenue Associates: \$24,932
- **Total Recognized Interest Expense: \$27,176**

## Note 8 – Commitments and Contingencies

### Litigation, Claims and Assessments

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's condensed consolidated financial position or results of operations.

## Note 9: Other Income- Settlement of Accounts Payable

During the three months ended March 31, 2025, the Company settled an outstanding accounts payable balance with a law firm that provided legal services to the Company between 2017 and 2020. The settlement resulted in a reduction of the payable balance of \$127,579, and the amount settled was recognized as other income on the Company's statements of operations for the period. This transaction reflects the resolution of a long-outstanding obligation related to services provided by the law firm in the prior years.

## Note 10 – Subsequent Events

None

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

### **Forward-Looking Statements**

*Statements in the following discussion and throughout this report that are not historical in nature are "forward-looking statements." You can identify forward-looking statements by the use of words such as "expect," "anticipate," "estimate," "may," "will," "should," "intend," "believe," and similar expressions, although not all forward-looking statements contain these identifying words. Although we believe the expectations reflected in these forward-looking statements are reasonable, such statements are inherently subject to significant risks and uncertainties and we can give no assurances that our expectations will prove to be correct. Actual results could differ materially from those described in this report because of numerous factors, many of which are beyond our control. These factors include, without limitation, those risk factors discussed in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 15, 2025. We undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this report or to reflect actual outcomes.*

### **Overview**

We were incorporated on June 5, 2014, under the laws of the State of Delaware. We are a consulting firm that provides business development and consulting services to start-up and development-stage companies. Our business model is to provide businesses in various industries with customized consulting services to meet their business needs and help them improve their business models, sales and marketing plans and internal operations, as well as introduce these businesses to experienced professional contacts that would be vital to the success of these companies.

The Company is not a registered investment company under the Investment Company Act of 1940, as amended (the "1940 Act") and does not engage primarily in the business of investing, reinvesting, or trading in securities. The Company is not managed like an active investment vehicle, is not an investment company registered under the 1940 Act and is not required to register under the 1940 Act.

Additionally, in accordance with the 1940 Act, Section 3(c)(1), the Company is not an Investment Company as defined by the 1940 Act because the Company does not have outstanding securities beneficially owned by more than one hundred persons and, at this time, the Company is not making and does not presently propose to make a public offering of its securities. Additionally, the Company has not and has no plans to purchase or acquire any securities issued by any registered investment company.

Our business focuses on providing advisement services to entrepreneurs and assisting business owners so that their ideas can be fully developed and implemented. Due to limited resources, lack of experienced management and competing priorities, start-up and developmental stage companies are not operating as efficiently as they can be, and therefore would, benefit from an outside party that could assist in developing and executing certain strategies. We utilize our knowledge in developing businesses, share practical experiences with our clients and introduce the business owners to experienced professionals who could help these inexperienced entrepreneurs further implement their ideas. Start-ups and development stage businesses across all industries commonly experience these certain "growing pains".

### **Plan of Operations**

Our plan is to prepare our clients for the many inevitable challenges they will encounter and to develop a customized strategy that allows them to navigate these obstacles efficiently. This approach ensures that our clients can focus on scaling their businesses and marketing their products and services to their potential customers. Additionally, as our clients plan for an IPO, we help them align their operations, financial reporting, and compliance measures to meet the rigorous demands of public market investors, ensuring they are well-prepared for the complexities of going public.

Although we've only worked with three clients since inception, our goal is to add and service a minimum of two to three new clients between now and the end of 2025. We're marketing our services through both personal contact and online by (a) mining our existing network of professional contacts via personal outreach programs, which will also target international prospects that may wish to enter the US market; (b) expanding our network by attending targeted conferences and professional gatherings; and (c) utilizing our website at [www.balancelabs.co](http://www.balancelabs.co), plus engaging potential clients on social media, including LinkedIn, Facebook and Twitter. However, because we have a limited budget allocated for an on-line marketing campaign, we anticipate that professionals within our professional network and personal referrals from companies that are satisfied with our professional services are likely to be our most significant and efficient near-term form of marketing.

We believe that we can support our clients with our existing full-time staff, supplemented with part-time sub-contracted professionals and service providers, as necessary. Between now and the end of 2025, we intend to formalize our relationships with these subcontractors so that we can offer our clients turn-key business development products and services.

Our primary requirement for funding is for working capital in order to accommodate temporary negative cash flows from operations (see “Liquidity and Capital Resources”).

## Results of Operations

### Three Months Ended June 30, 2025 Compared with Three Months Ended June 30, 2024.

#### Overview

We reported a net loss of \$146,142 and of \$42,829 for the three months ended June 30, 2025 and 2024, respectively. This represents an increase of \$110,537, or 241%, primarily due to an increase in professional fees and an unrealized loss of \$10,363 on available for sale securities during the three months ended June 30, 2025, as compared to an unrealized gain of \$14,083 in the same period for 2024.

#### General and Administrative Expenses

General and administrative expenses were \$5,845 and \$3,181 for the three months ended June 30, 2025 and 2024, respectively, an increase of \$2,664 or 84% primarily due to an increase in bank service charges and corporate state franchise taxes.

#### Professional Fees

Professional fees were \$26,681 and \$8,545 for the three months ended June 30, 2025 and 2024, respectively, an increase of \$18,136 or 212% due primarily to an increase in legal fees.

#### Other Income and Expense

Other expenses for the three months ended June 30, 2025 was \$66,883. Other expenses for the three months ended June 30, 2024 was \$42,829 due to an unrealized loss of \$10,363 on available for sale securities during the three months ended June 30, 2025, as compared to an unrealized gain of \$14,083 in the same period for 2024.

#### Unrealized gain or loss on available for sale securities

Unrealized loss on available for sale securities for the three months ended June 30, 2025 was \$10,363. Unrealized gain on available for sale securities for the three months ended June 30, 2024 was \$14,083. This represents an increase to unrealized loss on available for sale securities of \$24,445 attributable to changes in the stock price of the securities than in prior periods.

### Six Months Ended June 30, 2025 Compared with Six Months Ended June 30, 2024.

#### Overview

We reported a net loss of \$152,548 and of \$217,653 for the six months ended June 30, 2025 and 2024, respectively. This represents a decrease of \$65,103, or 30%, primarily due a gain on settlement to the cancellation of an accounts payable balance by one of the company’s professional services vendors during the six months ending June 30, 2025.

#### General and Administrative Expenses

General and administrative expenses were \$10,107 and \$7,222 for the six months ended June 30, 2025 and 2024, respectively, an increase of \$2,885 or 40% primarily due to an increase in dues and subscriptions.

#### Professional Fees

Professional fees were \$51,716 and \$24,545 for the six months ended June 30, 2025 and 2024, respectively, an increase of \$27,171 or 111% due to an increase in legal and accounting fees.

#### Other Income and Expense

Other income for the six months ended June 30, 2025 was \$5,550, as compared to other expense for the six months ended June 30, 2024 of \$94,054.

#### Unrealized gain or loss on available for sale securities

Unrealized loss on available for sale securities for the six months ended June 30, 2025 was \$8,769. Unrealized gain on available for sale securities for the six months ended June 30, 2024 was \$19,770. This represents an increase in unrealized loss on available for sale securities of \$28,539 attributable to changes in the stock price of the securities.

## Liquidity and Capital Resources

We measure our liquidity in a number of ways, including the following:

	<u>June 30, 2025</u> (Unaudited)	<u>December 31, 2024</u>
Cash	\$ 3,625	\$ 13,199
Working capital (deficiency)	\$ (5,223,654)	\$ (5,071,106)



#### *Availability of Additional Funds*

Except for the monthly consulting fee to our CEO and Chairman of the Board and the monthly lease of our virtual office, as described elsewhere in this annual report, we currently do not have any material commitments for capital expenditures. We are actively pursuing new client relationships. Even if we were to add a new client(s), due to our current lack of a diversified client base, there could be temporary imbalances between cash receipts and cash operating expenditures, which means that we may need additional capital. The engagement revenues associated with most client engagements will self-fund the in-house and sub-contractor services we need in order to supply products and services to our clients.

As of June 30, 2025, the Company had a working capital deficiency of \$5,223,654. The Company used cash in operations of \$57,574. In addition, the Company is working to manage its current liabilities while it continues to make changes in operations to further improve its cash flow and liquidity position.

#### ***Net Cash Used in Operating Activities***

We experienced negative cash flows from operating activities for the six months ended June 30, 2025 and 2024, in the amount of \$57,574 and \$69,015, respectively. This was primarily due to a net loss of \$152,548 and a change in accounts payable and accrued expenses of \$86,205.

#### **Our Auditors Have Issued a Going Concern Opinion**

The Company's independent registered public accounting firm has expressed substantial doubt as to the Company's ability to continue as a going concern as of June 30, 2025. The unaudited condensed consolidated financial statements in this report on Form 10-Q have been prepared assuming that the Company will continue as a going concern. As discussed in the notes to the unaudited condensed consolidated financial statements, these conditions raise substantial doubt from the Company's ability to continue as a going concern. The Company's plans in regard to these matters are also described in the notes to the Company's unaudited condensed consolidated financial statements. The unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

The Company anticipates the receipt of funding within such period, but there can be no assurance that it will occur. If the Company is unable to meet its internal revenue forecasts or obtain additional financing on a timely basis, it may have to delay vendor payments and/or initiate cost reductions, which would have a material adverse effect on the Company's business, financial condition and results of operations, and ultimately it could be forced to discontinue the Company's operations, liquidate, and/or seek reorganization under the U.S. bankruptcy code. No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain restrictions on our operations, in the case of debt financing or cause substantial dilution for our stockholders, in case of equity financing.

#### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements.

#### **Critical Accounting Policies and Estimates**

##### *Use of Estimates*

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates may include those pertaining to accruals, stock-based compensation and income taxes. Actual results could materially differ from those estimates.

## *Revenue Recognition*

The Company accounts for revenues under FASB ASC 606, which is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The Company considers revenue realized or realizable and earned when all the five following criteria are met: (1) Identify the Contract with a Customer, (2) Identify the Performance Obligations in the Contract, (3) Determine the Transaction Price, (4) Allocate the Transaction Price to the Performance Obligations in the Contract, and (5) Recognize Revenue When (or As) the Entity Satisfies a Performance Obligation.

## *Fair Value of Financial Instruments*

The Company measures its financial assets and liabilities in accordance with GAAP. For certain of our financial instruments, including cash, accounts payable, and the short-term portion of long-term debt, the carrying amounts approximate fair value due to their short maturities.

We adopted accounting guidance for financial and non-financial assets and liabilities (ASC 820). This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

## **Recent Accounting Standards**

We have implemented all new accounting standards that are in effect and may impact our consolidated financial statements and do not believe that there are any other new accounting standards that have been issued that might have a material impact on our financial position or results of operations.

In August 2020, FASB issued ASU 2020-06, Accounting for Convertible Instruments and Contracts in an Entity; Own Equity (“ASU 2020-06”), as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Among other changes, the new guidance removes from GAAP separation models for convertible debt that require the convertible debt to be separated into a debt and equity component, unless the conversion feature is required to be bifurcated and accounted for as a derivative or the debt is issued at a substantial premium. As a result, after adopting the guidance, entities will no longer separately present such embedded conversion features in equity and will instead account for the convertible debt wholly as debt. The new guidance also requires use of the “if-converted” method when calculating the dilutive impact of convertible debt on earnings per share, which is consistent with the Company’s current accounting treatment under the current guidance. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years, with early adoption permitted, but only at the beginning of the fiscal year. The Company is still evaluating the impact of this standard on its financial statements.

In November 2023, the FASB issued ASU 2023-07, which introduces enhancements to the disclosure requirements for reportable segments. The update mandates:

- More detailed disclosures regarding significant segment expenses.
- Alignment of segment reporting requirements with the information regularly reviewed by management.
- The Company adopted ASU 2023-07 effective January 1, 2024.

This adoption did not have a material impact on the Company’s consolidated financial statements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.

**Item 4. Controls and Procedures.***Disclosure Controls and Procedures*

Our management, with the participation of our principal executive officer evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2025. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of June 30, 2025.

The Company’s assessment identified certain material weaknesses, (i) functional controls, (ii) lack of audit committee and (iii) segregation of duties. Because of the Company’s limited resources, there are limited controls over information processing. The Company does not have an audit committee and therefore there is no independent review and independent oversight over the Company’s financial reporting.

There is an inadequate segregation of duties consistent with control objectives. Our Company’s management is composed of a small number of individuals resulting in a situation where limitations on segregation of duties exist. In order to remedy this situation, we would need to hire additional staff to provide greater segregation of duties. Currently, it is not feasible to hire additional staff to obtain optimal segregation of duties. Management will reassess this matter at end of the fiscal year to determine whether improvement in segregation of duty is feasible. Accordingly, as the result of identifying the above material weakness we have concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the Company’s internal controls.

Management believes that the material weaknesses set forth above were the result of the scale of our operations and are intrinsic to our small size. Management believes these weaknesses did not have a material effect on our financial results and intends to take remedial actions upon receiving funding for the Company’s business operations.

This Quarterly Report on Form 10-Q does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management’s report herein.

*Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION****Item 1. Legal Proceedings.**

None.

**Item 1A. Risk Factors.**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K, for the year ended December 31, 2024, may not be the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company’s business, financial condition and/or operating results.

There were no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024.

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

None.

**Item 3. Defaults Upon Senior Securities.**Notes Payable

As of June 30, 2025, the CEO and companies controlled by the CEO have loaned the Company a total of \$1,778,058 in addition to the convertible notes discussed above. The loans carry an interest rate of 8% and mature one year and one day from the date of the loan. The Company accrued interest of \$820,452 on the loans and the full balance of these loans are in default as of June 30, 2025.

Balance Group loaned the Company an additional \$186,850 at an interest rate of 8%. The notes are currently in default and have an accrued interest balance of \$150,181 as of June 30, 2025.

On October 3, 2019, The Company received \$40,000 from The Foundation in exchange for a promissory note which bears 12% interest per annum and matured on October 10, 2020 or upon the Company raising \$500,000 from outside investors, whichever occurs first. The promissory note is currently in default, and as of June 30, 2025, accrued interest on the note is \$30,431. The promissory note comes with a warrant to purchase 40,000 shares of the Company’s stock with an exercise price of \$1.00 per share and expires on October 10, 2022. These warrants have expired. As of December 31, 2020, the debt discount was fully amortized.

Convertible Notes Payable

On December 23, 2015, the Company issued a secured convertible promissory note in the amount of \$25,000. The note carries a rate of 8% and was due on March 23, 2016. It is secured by all the assets of the Company. The note further contains a provision that the lender may convert any part of the note, including accrued interest that is unpaid into the Company’s common stock at an exercise price of \$0.50 per share. The note also contains a five-year warrant to purchase 100,000 shares of common stock at an exercise price of \$0.50 per share until December 23, 2020. As of March 23, 2016, the note is in default and the interest rate has been increased to 18%. The accrued interest balance of \$448,240 as of June 30, 2025.

On September 30, 2016, Balance Group LLC loaned the Company \$120,000 with an interest rate of 10% and is convertible into common stock at \$1.00. In addition, the Company issued the CEO 600,000 warrants and recorded a debt discount of \$111,428, which has been fully amortized. The Company valued the warrants using the Black-Scholes option pricing model with the following assumptions: Expected volatility of 514%, expected life of five years, risk free rate of return of 1.14% and an expected dividend yield of 0%. The warrants had a fair value of \$85,714. The note is currently in default and has an accrued interest balance of \$105,041 as of June 30, 2025.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

## Item 6. Exhibits

Exhibit No.	Description
31.1*	<a href="#"><u>Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002</u></a>
31.2*	<a href="#"><u>Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002</u></a>
32.1**	<a href="#"><u>Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
32.2**	<a href="#"><u>Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
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

## SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **BALANCE LABS, INC.**

Date: August 14, 2025

By: /s/ Michael D. Farkas

Michael D. Farkas  
President, Chief Executive Officer  
(Principal Executive Officer)

Date: August 14, 2025

By: /s/ Joel Kleiner

Joel Kleiner  
Chief Financial Officer (Principal Financial and Accounting Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Michael D. Farkas, certify that:

1. I have reviewed this Form 10-Q of Balance Labs, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's first fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2025

By: /s/ Michael D. Farkas

Michael D. Farkas  
President, Chief Executive Officer  
(Principal Executive Officer)  
Balance Labs, Inc.

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Joel Kleiner, certify that:

1. I have reviewed this Form 10-Q of Balance Labs, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's first fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2025

By: /s/ Joel Kleiner

Joel Kleiner  
Chief Financial Officer  
(Principal Financial and Accounting Officer)  
Balance Labs, Inc.



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Balance Labs, Inc. (the "Company"), on Form 10-Q for the period ended June 30, 2025, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Michael D. Farkas, Chief Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended June 30, 2025, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Quarterly Report on Form 10-Q for the period ended June 30, 2025, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2025

By: /s/ Michael D. Farkas

Michael D. Farkas  
President, Chief Executive Officer  
(Principal Executive Officer)  
Balance Labs, Inc.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report of Balance Labs, Inc. (the "Company"), on Form 10-Q for the period ended June 30, 2025, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Joel Kleiner, Chief Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended June 30, 2025, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Quarterly Report on Form 10-Q for the period ended June 30, 2025, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2025

By: /s/ Joel Kleiner

Joel Kleiner  
Chief Financial Officer  
(Principal Financial and Accounting Officer)  
Balance Labs, Inc.

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