

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

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CYTODYN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-1887078
(I.R.S. Employer
Identification Number)

**1111 Main Street, Suite 660
Vancouver, Washington 98660
(360) 980-8524**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Tyler Blok
Chief Legal Officer
Cytodyn Inc.
1111 Main Street, Suite 660
Vancouver, Washington 98660
Telephone: (360) 980-8524**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to the agent for service, to:

**Mary Ann Frantz
Miller Nash LLP
1140 SW Washington St, Suite 700
Portland, Oregon 97205
Telephone: (503) 224-5858**

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

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 definitions 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 7(a)(2)(B) of Securities Act ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold until the registration statement is effective. This prospectus is not an offer to sell these securities and does not solicit an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

Subject to completion, preliminary prospectus dated September 25, 2026.



794,972,289 Shares of Common Stock

This prospectus relates to the sale of up to 410,046,456 shares of our common stock, par value \$0.001 per share (the “common stock”) and 384,925,833 shares of our common stock underlying certain warrants (collectively, the “Shares”) by the selling stockholders identified in this prospectus under “*Selling Stockholders*.” The selling stockholders may sell all or a portion of the Shares from time to time, in amounts, at prices and on terms determined at the time of sale. The Shares may be sold by any means described in the section of this prospectus entitled “Plan of Distribution” beginning on page 41.

We are not selling any shares of our common stock under this prospectus and will not receive any proceeds from the sale of these Shares by the selling stockholders. We will, however, receive proceeds from any warrants that are exercised through the payment of the exercise price in cash. We will bear all other costs, fees and expenses incurred in effecting the registration of the Shares covered by this prospectus. All selling and other expenses incurred by the selling stockholders will be borne by the selling stockholders.

We are registering the offer and sale of [a majority] of the Shares pursuant to certain registration rights granted to certain selling stockholders. The registration of the Shares does not necessarily mean that any of the Shares will be offered or sold by the selling stockholders. The timing and amount of any sale is within the sole discretion of the selling stockholders.

Our common stock is quoted on the OTCQB of OTC Markets Group, Inc. under the symbol “CYDY.” On September 24, 2026 the closing price of our common stock was \$0.21 per share.

Investing in our securities involves risk. You should carefully consider the risks that we have described under the section captioned “Risk Factors” in this prospectus on page 7 before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2026

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 (the “Registration Statement”) that we filed with the U.S. Securities and Exchange Commission (the “SEC”). You should read this prospectus and the information and documents incorporated by reference carefully. Such documents contain important information you should consider when making your investment decision. See “Where You Can Find More Information” and “Incorporation of Certain Information by Reference” in this prospectus.

This prospectus may be supplemented from time to time to add, to update or change information in this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus supplement modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus. You may only rely on the information contained in this prospectus or that we have referred you to. We have not authorized anyone to provide you with different information. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the securities offered by this prospectus. This prospectus and any future prospectus supplement do not constitute an offer to sell or a solicitation of an offer to buy any securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this prospectus or any prospectus supplement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs since the date of this prospectus or such prospectus supplement or that the information contained by reference to this prospectus or any prospectus supplement is correct as of any time after its date.

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been filed, will be filed, or will be incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described below under “Where You Can Find More Information.”

CytoDyn Inc. and its consolidated subsidiaries are referred to herein as “CytoDyn,” “the Company,” “we,” “us,” and “our,” unless the context indicates otherwise.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains certain forward-looking statements that involve risks, uncertainties, and assumptions that are difficult to predict. Words and expressions reflecting optimism, satisfaction, or disappointment with current prospects, as well as words such as “believes,” “hopes,” “intends,” “estimates,” “expects,” “projects,” “plans,” “anticipates,” and variations thereof, or the use of future tense, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. Our forward-looking statements are not guarantees of performance, and actual results could vary materially from those contained in or expressed by such statements. Our forward-looking statements reflect our current views with respect to future events and are based on currently available financial, economic, scientific, and competitive data and information on current business plans.

Forward-looking statements include, among others, statements about leronlimab, its ability to have positive health outcomes, the Company’s ability to implement a successful operating strategy for the development of leronlimab and thereby create shareholder value, the ability to obtain regulatory approval of the Company’s drug products for commercial sales, and the strength of the Company’s leadership team. The Company’s forward-looking statements are not guarantees of performance, and actual results may vary materially from those contained in or expressed by such statements due to risks and uncertainties, including: (i) the regulatory determinations of leronlimab’s safety and effectiveness to treat the disease and conditions for which we are studying the product by the U.S. Food and Drug Administration (the “FDA”) and, potentially, drug regulatory agencies in various other countries; (ii) the Company’s ability to raise additional capital to fund its operations; (iii) the Company’s ability to meet its debt and other payment obligations; (iv) the Company’s ability to recruit or retain key employees; (v) the Company’s ability to enter into or maintain partnership or licensing arrangements with third-parties; (vi) the timely and sufficient development, through internal resources or third-party consultants, of analyses of the data generated from the Company’s clinical trials required by the FDA or other regulatory agencies in connection with applications for approval of the Company’s drug product; (vii) the Company’s ability to achieve approval of a marketable product; (viii) the design, implementation, and conduct of clinical trials; (ix) the results of any such clinical trials, including the possibility of unfavorable clinical trial results; (x) the market for, and marketability of, any product that is approved; (xi) the existence or development of vaccines, drugs, or other treatments that are viewed by medical professionals or patients as superior to the Company’s products; (xii) regulatory initiatives, compliance with governmental regulations, and the regulatory approval process; (xiii) legal proceedings, investigations, or inquiries affecting the Company or its products, including the finalization of an agreement in principle to settle the class-action litigation filed against the Company in the state of Washington; (xiv) general economic and business conditions; (xv) changes in domestic and foreign political and social conditions; (xvi) stockholder actions or proposals with regard to the Company, its management, or its Board of Directors; and (xvii) various other matters, many of which are beyond the Company’s control.

We intend that all forward-looking statements made in this prospectus will be subject to the safe harbor protection of the federal securities laws and regulations pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to the extent applicable. Except as required by law, we do not undertake any responsibility to update these forward-looking statements to consider events or circumstances that occur after the date of this prospectus. Additionally, we do not undertake any responsibility to update you on the occurrence of any unanticipated events that may cause actual results to differ from those expressed or implied by these forward-looking statements.

PROSPECTUS SUMMARY

This summary highlights certain information about us, this offering, and information appearing elsewhere in this prospectus and in the documents we incorporate by reference. This summary is not complete and does not contain all of the information that you should consider before investing in our securities. To fully understand this offering and its consequences to you, you should read this entire prospectus carefully, including the information referred to under the heading “Risk Factors” in this prospectus on page 7, and the financial statements and other information incorporated by reference in this prospectus, when making an investment decision. This is only a summary and may not contain all the information that is important to you. You should carefully read both this prospectus and any accompanying prospectus supplement, including the information incorporated by reference therein, and any other offering materials, together with the additional information described under the heading “Where You Can Find More Information.”

About Us

The Company is a clinical-stage biotechnology company focused on the clinical development and potential commercialization of its product candidate, leronlimab, which is being studied for its potential in solid-tumor oncology. Leronlimab targets CCR5, a receptor increasingly recognized for its role in tumor progression, metastasis, and immune regulation, providing the Company with the opportunity to explore a potentially differentiated therapeutic approach across multiple solid tumor indications.

Our current business strategy is to continue the clinical development of leronlimab, which may include the following:

1. Complete our Phase 2 study of leronlimab in patients with relapsed/refractory microsatellite stable colorectal cancer, also known as the CLOVER study;
2. Conduct additional studies exploring leronlimab and its therapeutic potential in other solid-tumor oncology indications, including but not limited to metastatic triple-negative breast cancer; and
3. Pursue strategic partnerships that will fund, advance, and/or expedite clinical development and regulatory progress, towards the prospective commercialization of leronlimab.

Corporate Information

CytoDyn Inc. is a Delaware corporation with its principal executive offices at 1111 Main Street, Suite 660, Vancouver, Washington 98660, telephone (360) 980-8524. Our website can be found at www.cytodyn.com. We do not intend to incorporate any contents from our website into this prospectus. Effective August 27, 2015, we completed a reincorporation from Colorado to Delaware. Effective November 16, 2018, we implemented a holding company reorganization, as a result of which we became the successor issuer and reporting company to the former CytoDyn Inc. (now our wholly owned subsidiary, CytoDyn Operations Inc.).

Smaller Reporting Company

We are a “smaller reporting company” as defined in rules adopted under the Exchange Act. As a result, we may take advantage of certain reduced disclosure obligations available to smaller reporting companies, including the exemption from compliance with the auditor attestation requirements pursuant to the Sarbanes-Oxley Act of 2002, reduced disclosure about our executive compensation arrangements and the requirements to provide only two years of audited financial statements in our annual reports and registration statements. As currently defined, we will continue to be a “smaller reporting company” as long as (1) we have a public float (i.e., the market value of our common stock held by non-affiliates) less than \$250 million calculated as of the last business day of our most recently completed second fiscal quarter, or (2) our annual revenues are less than \$100 million for our previous fiscal year and we have either no public float or a public float of less than \$700 million as of the end of that fiscal year’s second fiscal quarter. Reduced disclosures in our SEC filings due to our status as a “smaller reporting company” may make it harder for investors to analyze our results of operations and financial prospects.

Summary of Transactions in which Shares of Common Stock and Warrants Held by Selling Stockholders Were Issued

The selling stockholders identified in this prospectus may sell shares of our common stock as shown under “Selling Stockholders” below. The transactions in which the shares of our common stock available for resale under this prospectus were or may be acquired by the selling stockholders, including shares underlying warrants to purchase our common stock, are described below.

Sales of Common Stock and Warrants in Private Offerings through Paulson Investment Company, LLC. During the period from December 2011 through August 2026, the Company engaged in a series of private offerings of common stock and warrants to purchase common stock to accredited investors through Paulson Investment Company, LLC, as placement agent. A total of 255,902,505 shares of our common stock sold in the offerings or issued upon the exercise of warrants sold in the offerings, as well as 277,093,497 shares of common stock underlying the warrants, are among those being offered for resale as shown under “Selling Stockholders”. The weighted average exercise price of the outstanding warrants is \$0.28 per share.

Issuances of Shares of Common Stock in Settlement of Convertible Promissory Notes and Exercise of Warrants Sold in Private Offerings by Us. In August 2015 and early 2018, we issued shares of common stock in settlement of the principal amount of, plus accrued but unpaid interest on, convertible promissory notes previously sold by us in private offerings of the notes and warrants to purchase common stock to accredited investors. A total of 2,518,366 shares of our common stock issued in settlement of the convertible promissory notes and upon the exercise of related warrants are among those being offered for resale as shown under “Selling Stockholders”.

Issuances of Warrants and Shares Issued upon Exercise of Warrants Issued to Paulson Investment Company, LLC, as Compensation in Connection with Offerings of Common Stock and Warrants and Convertible Promissory Notes. A total of 4,863,182 shares of common stock issued upon the exercise of warrants to purchase our common stock issued to Paulson Investment Company, LLC, or to its designees, as well as 65,746,692 shares of common stock underlying warrants with a weighted average exercise price of \$0.14 per share issued as compensation for its services in connection with private offerings and registered direct offerings of shares of our common stock, warrants, and convertible promissory notes that occurred during the period from December 2011 through August 2026, are among those being offered for resale as shown under “Selling Stockholders”.

Public Tender Offers. The Company conducted a total of four public tender offers during 2018, 2019, and 2024 pursuant to which the Company offered to exchange warrants held by the investors for warrants with a reduced exercise price, conditioned upon the immediate exercise of the warrants. A total of 82,496,090 shares of common stock issued pursuant to the exercise of the warrants issued in the tender offers are among those being offered for resale as shown under “Selling Stockholders”.

Private Warrant Exchanges. In May 2019, January 2020, June 2020, October 2020, March 2021, and December 2022, the Company entered into warrant exchange agreements with investors in which the Company offered to issue warrants to purchase shares of common stock with a reduced exercise price in exchange for warrants held by the investors, conditioned on the immediate exercise of the warrants issued in exchange. In some cases, additional shares of common stock were issued as an added inducement for the exercises. A total of 29,666,066 shares of common stock issued in connection with the private warrant exchanges are among those being offered for resale as shown under “Selling Stockholders”.

Legal Settlement Issuances. In August 2021, we settled a dispute with a placement agent in part through the issuance of warrants to purchase common stock. A total of 23,597 shares of common stock issued upon exercise of the warrants are among those being offered for resale as shown under “Selling Stockholders”.

Sales of Common Stock and Warrants in Private Sales Conducted by Us. During November 2021, the period from February 2022 through April 2022, and January, February, and August 2026, the Company entered into private sale transactions of common stock directly with accredited investors, as well as warrants to purchase common stock in certain transactions. A total of 26,515,728 shares of common stock sold in the private sale transactions or issued upon

the exercise of warrants sold in the private sale transactions, as well as 4,085,644 shares of common stock underlying warrants with a weighted average exercise price of \$0.32, are among those being offered for resale as shown under “Selling Stockholders”.

Warrants Issued to 4-Good Ventures LLC. On February 14, 2022, we entered into a Surety Bond Backstop Agreement (the “Backstop Agreement”) with David F. Welch, Ph.D., both individually and in his capacity as trustee of a revocable trust, LRFA, LLC, a Delaware limited liability company, and certain other related parties (collectively, the “Indemnitors”). Pursuant to the Backstop Agreement, the Indemnitors agreed to assist the Company in obtaining a surety bond (the “Surety Bond”) for posting in connection with the Company’s ongoing litigation with Amarex Clinical Research, LLC, by, among other things, agreeing to indemnify the issuer of the Surety Bond with respect to the Company’s obligations under the Surety Bond. Under the Backstop Agreement, the Company issued to 4-Good Ventures LLC, an affiliate of the Indemnitors (“4-Good Ventures”), two warrants, each for the purchase of 15,000,000 shares of our common stock, as a backstop fee, each with a five-year term and, as amended in July 2022 and December 2022, an exercise price of \$0.10 per share and an additional two warrants, each for the purchase of 7,500,000 shares of our common stock, each with a five-year term and an exercise price of \$0.10 per share (the “Backstop Warrants”). The remaining 31,000,000 shares of common stock underlying the Backstop Warrants, as well as 8,060,922 shares of common stock received by the revocable trust upon exercise of a portion of one of the Backstop Warrants, are among those being offered for resale as shown under “Selling Stockholders”.

Warrants Issued to Richard G. Pestell, M.D., Ph.D. In May 2022, we issued to Richard G. Pestell, M.D., Ph.D., warrants with a three-year term to purchase 7,000,000 shares of common stock with an exercise price of \$0.37 per share in connection with the settlement of a lawsuit related to Dr. Pestell’s former employment as our Chief Medical Officer. The shares of common stock are among those being offered for resale as shown under “Selling Stockholders”.

THIS OFFERING

We are registering for resale by the selling stockholders named herein an aggregate of 794,972,289 shares of our common stock as described below.

Issuer:	CytoDyn Inc.
Securities being offered:	410,046,456 shares of common stock and 384,925,833 shares underlying outstanding warrants to purchase our common stock, as listed in the table under “Selling Stockholders” below.
Common stock outstanding prior to this offering:	1,469,518,019 shares of common stock as of September 24, 2026.
Use of proceeds:	We will not receive any of the proceeds from the sale or other disposition of shares of our common stock by the selling stockholders. The selling stockholders will bear all selling and other expenses incurred in connection with the sale or other disposition by them of the shares covered hereby. However, if all the warrants covered by this prospectus are exercised for cash, we may receive proceeds of up to approximately \$94.6 million, as further described in “Use of Proceeds.”
Market for common stock:	Our common stock is quoted on the OTCQB of the OTC Market under the symbol “CYDY.” On September 24, 2026, the closing price of our common stock was \$0.21 per share.
Risk factors:	The purchase of our securities involves a high degree of risk. See “Risk Factors” below and other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in our securities.

RISK FACTORS

Investing in our securities involves risks. You should carefully consider the risks, uncertainties, and other factors described in our most recent Annual Report on Form 10-K, as supplemented and updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we have filed or will file with the SEC, and in other documents that are incorporated by reference into this prospectus, as well as the risk factors and other information contained in or incorporated by reference into any accompanying prospectus supplement, before investing in any of our securities. Our financial condition, results of operations, and cash flows could be materially adversely affected by any of these risks. The risks and uncertainties described in the documents incorporated by reference herein are not the only risks and uncertainties that you may face.

For more information about our SEC filings, please see “Where You Can Find More Information” and “Incorporation of Certain Information by Reference.”

USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of our common stock by the selling stockholders. A portion of the shares of common stock covered by this prospectus are issuable upon exercise of warrants issued to the selling stockholders. The exercise price of such warrants ranges from \$0.09387 to \$0.50 per share. The exercise price and number of shares of common stock issuable upon exercise of the warrants may be adjusted in certain circumstances, including stock splits or dividends, mergers, reclassifications, or similar events. Upon any exercise of warrants for cash, the selling stockholders will pay us the exercise price. The warrants issued to our placement agent include a cashless exercise feature, while all other warrants do not. To the extent we receive proceeds from the cash exercise of our outstanding warrants, we intend to use the proceeds for working capital and other general corporate purposes. We will bear all other costs, fees, and expenses incurred in effecting the registration of the shares covered by this prospectus. All selling and other expenses incurred by the selling stockholders will be borne by the selling stockholders. See “Selling Stockholders” and “Plan of Distribution” described below.

SELLING STOCKHOLDERS

When we refer to the “selling stockholders” in this prospectus, we mean the persons or entities specifically identified in the table below, as well as the permitted transferees, pledgees, donees, assignees, successors, and other successors-in-interest who may subsequently hold any of the selling stockholders’ interests other than through a public sale.

The table below sets forth information concerning the resale of our shares by the selling stockholders. The total number of common shares sold under this prospectus may be adjusted to reflect adjustments due to stock dividends, stock distributions, splits, combinations or recapitalizations with regard to the common stock. Unless otherwise stated below in the footnotes, to our knowledge, neither the selling stockholders, nor any affiliate of such stockholders, has held any position or office with us during the three years prior to the date of this prospectus.

We have registered 410,046,456 shares of our common stock and 384,925,833 shares underlying warrants to purchase our common stock for resale by the selling stockholders named below. We will not receive any of the proceeds of sales by the selling stockholders of any of the shares of common stock covered by this prospectus. However, if all of the warrants covered by this prospectus are exercised for cash, we may receive proceeds of up to approximately \$94.6 million, as further described in “Use of Proceeds.”

Set forth below are the names of the selling stockholders and the amount and percentage of common stock beneficially owned by each of the selling stockholders (including shares which the stockholders have the right to acquire within 60 days of September 24, 2026) prior to the offering, the shares to be sold in the offering, and the amount and percentage of common stock to be owned by each (including shares which the stockholders have the right to acquire within 60 days of September 24, 2026) after the offering assuming all shares are sold. The footnotes provide information about persons who have voting and dispositive power with respect to shares held by the selling stockholders.

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The amounts and information set forth below are based upon information the Company received from the selling stockholders, as well as Company records. The selling stockholders may sell all or some of the shares of common stock they are offering, and may sell, unless indicated otherwise in the footnotes below, shares of our common stock otherwise than pursuant to this prospectus. The table below assumes that the selling stockholders sell all of the shares offered by them in offerings pursuant to this prospectus and do not acquire any additional shares. We are unable to determine the exact number of shares that will actually be sold or when or if these sales will occur.

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock Offered in this Offering		Number of Shares		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾	% Owned Pre-offering ⁽²⁾	Warrant Shares	Post-Offering			
2000 Welch Charitable Remainder Unitrust Agreement II ⁽³⁾	6	929,48	*	929,486	-	-	*
2020 Welch Charitable Remainder Unitrust ⁽³⁾		1,665,291	*	1,607,091	-	58,200	*
3NT Management LLC		4,093,490	*	4,093,490	-	-	*
A & M Trust	8	461,53	*	230,769	230,769	-	*
Aaron Eastman	0	352,94	*	352,940	-	-	*
Aaron Lehmann	3	121,30	*	121,303	-	-	*
Abdo Balikcioglu		1,421,908	*	710,954	710,954	-	*
Adam Moshofsky		3,109,988	*	1,090,526	2,019,462	-	*
Adam Schofield	4	232,23	*	116,117	116,117	-	*
Adam Vierra	4	186,27	*	186,274	-	-	*
Adeel Shahid		4,973,858	*	2,351,578	2,622,280	-	*
Adolfo & Donna Carmona	9	953,10	*	953,109	-	-	*
Aggarwal Family Revocable Trust	3	718,31	*	486,079	232,234	-	*
Albert Konetzni Jr.	8	199,99	*	199,998	-	-	*
Albrecht Catalan	0	50,00	*	50,000	-	-	*
Alexander & Donna Tosi		3,461,957	*	2,300,788	1,161,169	-	*
Alexander B. Hardt	8	464,46	*	232,234	232,234	-	*
Alicja Socha		3,664,098	*	2,282,049	1,382,049	-	*
Allen & Cassie Gabriel	8	119,01	*	119,018	-	-	*

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock		Number of	
	Pre-Offering ⁽¹⁾	Offering		Offered in this Offering	Warrant Shares	Shares	% of shares
Allen Gabriel	631,33	*	399,	232,23	-	*	
	9		105	4			
Alliance Trust Company Cust FBO Brian Mark Miller Roth IRA	792,00	*	792,	-	-	*	
	0		000				
ALLO Enterprises, LLC	232,23	*		232,23	-	*	
	4		-	4			
Alok & Aruna Agrawal	13,60	*	13,	-	-	*	
	0		600				
Alon Cohen	53,33	*	53,	-	-	*	
	3		333				
AltoIRA Cust FBO Howard C Fritz Roth IRA	1,421,908	*	710,	710,95	-	*	
			954	4			
Alva Terry Staples	69,99	*	69,	-	-	*	
	9		999				
Anders P. Lindholm	130,00	*	100,	-	30,00	*	
	0		000	0			
Andrea Metkus Living Trust dtd 12-05-2020	686,27	*	392,	294,11	-	*	
	3		156	7			
Andreas & Brianne Johnson Trust dtd 04-16-2018	155,00	*	155,	-	-	*	
	0		000				
Andrew Lechter	174,06	*	100,	73,52	-	*	
	6		537	9			
Andrew Lowry	696,70	*	348,	348,35	-	*	
	2		351	1			
Andrew Riddle	478,72	*	239,	239,36	-	*	
	0		360	0			
Andrew Van den Houten	142,23	*	26,	116,11	-	*	
	4		117	7			
Andy Davis	50,00	*	50,	-	-	*	
	0		000				
Angus J. Bruce	786,10	*	553,	232,23	-	*	
	5		871	4			
Anh Nguyen	1,032,684	*	-	1,032,68	-	*	
				4			
Ann C. Darda	782,72	*	550,	232,23	-	*	
	8		494	4			
Anthony & Angela Reed Family Trust dtd 05-30-2002	530,68	*	454,	-	76,05	*	
	0		624	6			
Anthony Eleftheriades	305,76	*	189,	116,11	-	*	
	3		646	7			
Anthony & Michelle Baldoni	2,026,576	*	1,013,2	1,013,28	-	*	
			88	8			
Anthony Nieto 401k Profit Sharing Plan	464,46	*	232,	232,23	-	*	
	8		234	4			
Ardara Capital LP	928,936	*	464,468	464,468			

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
					-	
Aronow Capital, LLC	7,409,543	*	21	1,144,42	6,265,12	- *
Arthur Steinberg	0	*	800	40,	-	- *
Arturo Filippe	0	*	360	239,	239,36	- *
Ashbaugh Living Trust dtd 02-28-2000	9	*	433	77,	441,17	- *
Ashit & Minaxi Vijapura	0	*	000	68,	-	- *
Ashok & Harshida Patel	1,599,167	*	66	1,279,7	319,40	- *
Ashok Patel	3	*	333	33,	-	- *
Aurora Taylor-Rojas	2,815,312	*	56	1,407,6	1,407,65	- *
Austin 1997 Trust	3	*	333	33,	-	- *
Bailey Family Trust	7	*	-	7	21,32	- *
Barak Engel	9	*	129	239,	-	- *
Barbara Clark	4	*	844	7,	-	- *
Baron Lonner	2,045,356	*	56	2,045,3	-	- *
Barrett Marshall Miller	0	*	000	220,	-	- *
Barrett Share Trust	11,379,474	*	-	7	11,257,60	121,867 *
Barry Saxe	4	*	714	395,	-	- *
Barry Schiffrin	0	*	000	25,	- 0	7,50 *
Barry Stuart Donner	1,436,162	*	081	718,	718,08	- *
Beacon Investments, LLC	5,866,408	*	06	3,981,2	1,883,97	1,23 *
Benito Tosi & Nicolena Tosi Rev Trust dtd 05-15-2014	8	*	964	711,	232,23	- *
Billy Culpepper	0	*	260	478,	-	- *
Binit J. Shah	9	*	999	99,	-	- *

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Blaine 2000 Revocable Trust	8	753,18	* 594	281, 4	471,59	- *
Blake & Jennifer Ortiz-Alizieri	5	108,69	* -	5	108,69	- *
BMM Capital LLC	0	440,00	* 000	440,	-	- *
Boly: Welch, Inc.	7	3,50	* -	4	3,16	34 *
Boston Light Advisors, LLC	1	434,40	* 658	419, 3	14,74	- *
Bradley & Lori Abeson Family Trust dtd 08-26-1997	0	34,00	* 000	34,	-	- *
Bradley Rotter		2,205,882	* -	2	2,205,88	- *
Bravo Papa, LLC		2,552,247	* -	7	2,552,24	- *
Brayden Clark	8	245,86	* 434	115, 4	130,43	- *
Brendan M. Thorson	6	746,73	* 303	502, 3	244,43	- *
Brenna Tanzosh	2	38,46	* 462	38,	-	- *
Brian & Veronica Kline	0	350,00	* 000	350,	-	- *
Brian Skillern	0	75,00	* 000	75,	-	- *
Brian Sterling	2	11,62	* 622	11,	-	- *
Brinda Thimmappa	0	175,00	* 000	175,	-	- *
Bruce & Laura Goethe	0	405,00	* 000	405,	-	- *
Bruce A. Clarke & Paula J. Ignatowicz Family Trust dtd 04-18-2000	6	23,07	* 076	23,	-	- *
Bruce H. Seyburn	5	984,74	* 182	822, 3	162,56	- *
Bruce Inglis & Nancy Inglis	0	75,00	* 000	75,	-	- *
Bruce Lansky Revocable Trust dtd 03-16-2011	0	50,00	* 000	50,	-	- *
Bruce McFadden	0	50,25	* 250	50,	-	- *
Bruce Wagner	0	620,00	* 000	620,	-	- *
Bryan Thompson		325,000	* 325,000	-	-	- *

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock		Number of		
	Pre-Offering ⁽¹⁾	Offering		Offered in this Offering	Warrant Shares	Shares Post-Offering	% of shares Post offering ⁽²⁾	
Burton Weinstein	0	957,44	*	478,720	0	478,72	-	*
Byron Crowe	4	32,10	*	32,104	-	-	-	*
C. James & Karen A. Prieur	6	699,51	*	420,836	0	278,68	-	*
C. Joseph Van Haverbeke Trust dated 02-15-1995	7	3,50	*	-	4	3,16	34	*
Calcott Family Trust	4	264,28	*	148,167	7	116,11	-	*
Callaham Family Education Trust 11-04-2015	0	50,00	*	50,000	-	-	-	*
Callaham Irrevocable Investment Trust I dtd 11-04-2015	0	725,00	*	725,000	-	-	-	*
Callaham Irrevocable Investment Trust III 11-04-2015	0	500,00	*	500,000	-	-	-	*
Callaham Irrevocable Trust II dtd 11-04-2015	0	725,00	*	725,000	-	-	-	*
Callaham Revocable Living Trust Dtd 11-04-2015		11,056,075	*	7,190,649	6	3,341,17	524,250	*
Candy D. Azevedo Trust Under Pauline Trust dtd 01-02-1998	9	4,99	*	4,999	-	-	-	*
Cantwell Investments, Inc.	8	464,46	*	232,234	4	232,23	-	*
Capacity Commerical Group LLC	9	199,99	*	199,999	-	-	-	*
Carolyn Roney	0	20,00	*	20,000	-	-	-	*
Casey Carrigan	7	695,23	*	463,003	4	232,23	-	*
Caterina Tosco-Parisi		1,021,290	*	-	0	946,29	75,00	*
Catherine Rood	2	956,48	*	320,741	1	620,74	15,00	*
Cedarview Opportunities Master Fund LP		4,526,468	*	1,914,883	5	2,611,58	-	*
Cedric A. & Margaret E. Veum Living Trust	0	309,93	*	309,930	-	-	-	*
Chad Dale	8	843,18	*	371,594	4	471,59	-	*
Charles & Tammi Gates	6	72,91	*	68,000	5	4,43	48	*
Charles J. Magolske	4	379,59	*	143,797	7	235,79	-	*
Charles Jeffrey Trick & Clare Susan Trick Trust			*					

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
dtd 08-19-2020	240,000		240,000	-	-	
Charles M. Johnson Jr.	2	425,17	* 425,	172	-	- *
Charles Mader	6	704,14	* 955	475, 1	217,39 0	10,80 *
Charles Robinson Revocable Dec of Trust	0	32,50	* 000	25,	- 0	7,50 *
Charles Schwab & Co Inc Cust FBO Ross Pearson	0	37,50	* 500	37,	-	- *
Chase Warren	0	317,50	* 500	292,	- 0	25,00 *
Childers Living Trust	1	450,73	* 838	357, 3	92,89	- *
Chitayat-Mahboubian Family Trust	4	735,29	* -	4	735,29	- *
Chris Lonsford		3,411,962	* 81	1,705,9 1	1,705,98	- *
Christopher P. Gutek	4	697,44	* 722	273, 2	423,72	- *
Christopher R. Hermann	2	52,39	* 392	52,	-	- *
Clark Wolfsberger	8	670,20	* 104	335, 4	335,10	- *
Clayton A. Struve		1,263,713	* 489	928, 0	278,68 4	56,54 *
Clayton M. Snook	0	39,00	* 000	30,	- 0	9,00 *
Cleto Escobedo III	0	32,50	* 000	25,	- 0	7,50 *
Cohen Family Trust dtd 06-23-2020	6	572,35	* 178	286, 8	286,17	- *
Cole Capital, LLC		1,025,000	* 00	1,025,0	-	- *
Collegiate Tutoring Inc.	4	220,27	* 274	220,	-	- *
Cologero Marasca	0	70,00	* 000	70,	-	- *
Conniff Family Trust	0	65,00	* 000	65,	-	- *
Cool Blue Capital LLC	7	543,47	* 750	288,	-	254,727 *
Cooper Pulliam		7,194,277	* 40	2,360,9 8	2,915,78	1,917,549 *
Craig Bordon		6,236,990	* 90	6,236,9	-	- *

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock		Number of	
	Pre-Offering ⁽¹⁾	% Owned Pre-offering ⁽²⁾	Offered in this	Warrant	Shares	% of shares
			Offering	Shares	Post-Offering	Post offering ⁽²⁾
Craig Broome	131,500	*	131,500	-	-	*
Craig Brown	32,500	*	25,000	-	7,500	*
Currie Family Credit Shelter Trust	1,811,700	*	278,680	1,531,658	1,362	*
Curt M. Hartman	249,890	*	133,695	108,695	7,500	*
Curtis D. Twenge	210,000	*	210,000	-	-	*
Curtis D. Walker Living Trust dtd 07-10-2019	7,455,954	*	3,475,251	3,977,081	3,622	*
Cyrus Arman Trust ⁽⁴⁾	869,564	*	434,782	434,782	-	*
Dale G. Ragan	3,294,225	*	2,558,931	735,294	-	*
Damon Mashore	364,360	*	244,680	119,680	-	*
Daniel & Delita Ann Camilleri	50,000	*	50,000	-	-	*
Daniel J. True	4,263,553	*	1,833,773	2,429,780	-	*
Daniel Kobin	928,936	*	464,468	464,468	-	*
Daniel Nowlin	6,431,970	*	957,441	5,455,779	18,750	*
Daniel O'Brien Najor	116,117	*	-	116,117	-	*
Danny Cornwell	1,149,857	*	917,623	232,234	-	*
Darren Scott	108,332	*	108,332	-	-	*
David & Elizabeth Kocyba	251,274	*	251,274	-	-	*
David & Kristi Lam	2,815,312	*	1,407,656	1,407,656	-	*
David A. Ufheil	284,999	*	284,999	-	-	*
David E. Harrison	300,000	*	300,000	-	-	*
David Ems	928,936	*	-	928,936	-	*
David F. Welch & Heidi A. Welch Trust u/a dtd 04-03-1996	39,252,722	2.6%	8,060,922	31,000,000	191,800	*
David J. Bommarito	665,084	*	547,428	117,656	-	*

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
David P. & Carole A. Scheid	0	36,00	*	36,000	-	*
David Remington	1,493,879	*	820,469	673,410	-	*
David Smigielski	0	23,00	*	23,000	-	*
David Wiest	0	478,72	*	239,360	-	*
Dax Barnhart	0	8,82	*	8,820	-	*
Dean DeWitt Bekken II	1,346,829	*	875,235	471,594	-	*
Dell Darrell Roland	5	108,69	*	108,695	-	*
Denis R. Burger	2	34,31	*	19,607	-	*
Dennis Nowlin Jr.	0	70,00	*	70,000	-	*
Devin Bown	0	478,72	*	239,360	-	*
Dodge & Dodge Partnership	1,680,359	*	983,657	696,702	-	*
Donald M. Ossey	4	186,27	*	186,274	-	*
Donald Zukowski	0	200,00	*	200,000	-	*
Douglas E. Jasek	0	20,00	*	20,000	-	*
Douglas Kevin Gratz	8	464,46	*	232,234	-	*
Douglas Knighton	2	57,35	*	57,352	-	*
DTA Investments LLC	5	69,15	*	62,390	6,760	*
Due Mondt Investments Ltd	7	776,59	*	660,480	-	*
Dyke Rogers	8	464,46	*	232,234	-	*
E&C Holdings LLC	8	43,47	*	43,478	-	*
Eba Capital Inc	4	116,66	*	116,664	-	*
Edward Barbier	4	641,48	*	320,742	-	*
Edward Kinatader	280,000	*	280,000	-	-	*

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Edward L. & Judith E. Cohen Family Trust	4	95,74	* 872	47, 2	47,87	- *
Edward Rotter	6	273,49	* -	6	273,49	- *
Eileen F. Wenschlag Revocable Trust	0	125,00	* 000	125,	-	- *
EKM Capital LLC	0	151,85	* 850	151,	-	- *
Elden R. Gosney	8	173,05	* 058	173,	-	- *
Eldoret LLC	0	100,00	* 000	100,	-	- *
Eliezer A. Cohen	0	32,50	* 000	25,	- 0	7,50 *
Elizabeth V. Sherertz	1	635,74	* -	1	620,74	15,00 *
Ellen Gardner		2,393,604	* 02	1,196,8 2	1,196,80	- *
Eric Shuman	6	343,13	* 078	196, 8	147,05	- *
Ernest John Curcio	0	39,00	* 000	30,	- 0	9,00 *
Ernest W. Moody Revocable Trust dtd 01-14-2009		4,735,710	* 55	2,707,8 5	2,027,85	- *
Ernie Kreitenberg & Nancy Pomerantz Kreitenberg Trust	9	239,12	* 129	239,	-	- *
Eugene & Laura Webb Revocable Trust dtd 07-25-2023		2,514,928	* 056	657, 2	1,857,87	- *
Felix Frayman	7	294,11	* -	7	294,11	- *
Flying S Ranch Trust		1,681,180	* 80	1,531,1	-	150,000 *
Follett Living Trust	0	239,36	* 680	119, 0	119,68	- *
Food Corral LLC	4	335,10	* 552	167, 2	167,55	- *
Fourfathom Capital LLC	5	706,66	* 665	706,	-	- *
Frances Gilbert Family LP	0	52,61	* 843	43, 0	7,91	85 *
Francesco & Maria Tosco		1,935,518	* 230	769, 8	1,166,28	- *
Francesco Tosco		6,010,706	* 18	1,340,4 3	4,669,67	61 *
Francis M. Lymburner		3,264,032	* 2,597,387	666,645	-	- *

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering		Warrant Shares	Number of Shares Post-Offering		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾								
Frank Bayo	8	464,46	*	-		8	464,46	-	*
Fred & Betty Bialek Revocable Trust dtd 12-20-2004	5	368,79	*	795	368,		-	-	*
Fred Rotstein	0	224,00	*	000	25,		-	199,000	*
Frederick J. Peet Jr.	6	99,39	*	396	99,		-	-	*
Galen Kilburn Jr.	0	300,00	*	000	300,		-	-	*
Gary Kayal	0	239,36	*	680	119,	119,68		-	*
Gary W. Levine	1	371,87	*	754	255,	7	116,11	-	*
GBS Trust dtd 11-20-2003	0	145,25	*	250	145,		-	-	*
Gd Conniff LLC	9	83,65	*	659	83,		-	-	*
Gebauer Revocable Trust	0	75,00	*	000	75,		-	-	*
Geoffrey Fourqurean	8	465,60	*	804	232,	4	232,80	-	*
George & Jane Copland	0	105,00	*	000	105,		-	-	*
George & Karin Elefther	0	119,00	*	000	119,		-	-	*
George B. Fisher	4	452,23	*	117	226,	7	226,11	-	*
George Callaham		1,291,750	*	00	1,235,5		-	56,25	*
George Diamond	4	186,27	*	274	186,		-	-	*
George M. Wilson	6	84,05	*	056	84,		-	-	*
Gerald A. Tomsic Trust dtd 08-10-1995		2,026,007	*	38	1,510,6	9	515,36	-	*
Gerald P. McBride	3	202,17	*	173	202,		-	-	*
Gerlad A. Tomsic	0	46,00	*	000	46,		-	-	*
GFO Investments LLC		6,352,511	*	28	4,437,6	3	1,914,88	-	*
Gil Solomon	6	146,66	*	666	146,		-	-	*
Greg Ferrell		263,008	*		116,117		146,891	-	*

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock Offered in this Offering		Number of Shares		% of shares
	Pre-Offering ⁽¹⁾	% Owned Pre-offering ⁽²⁾	Warrant Shares	Post-Offering	Post offering ⁽²⁾		
Gregory G. Mario	37,500	*	37,500	-	-	*	
Gregory Wallace	338,833	*	160,500	-	178,333	*	
Harnar Living Trust dtd 11-21-1995	2,670,193	*	800,910	1,864,517	4,766	*	
Harold J. Carrigan	1,467,397	*	1,002,929	464,468	-	*	
Harriet G. August Irrevocable Trust	139,340	*	69,670	69,670	-	*	
Harrison Caplan	77,497	*	77,497	-	-	*	
Harry Fox II	25,000	*	25,000	-	-	*	
Harry Gordon	619,468	*	387,234	232,234	-	*	
Harry T. Gordon Revocable Living Trust dtd 03-03-2020	522,548	*	522,548	-	-	*	
Heather McPherson	674,081	*	244,147	429,934	-	*	
Heather Wiswall	10,000	*	10,000	-	-	*	
Heeseop Shin	904,468	*	452,234	452,234	-	*	
Heidi H. Pollock	1,587,616	*	1,583,769	3,847	-	*	
Henry Chase	1,182,190	*	-	1,182,190	-	*	
Herbert Strauss	465,692	*	440,692	-	25,000	*	
Hideo Takada	200,000	*	200,000	-	-	*	
Howard Fritz	3,077	*	-	3,077	-	*	
Howard Richmond	30,000	*	30,000	-	-	*	
Igor Cherdak	456,047	*	-	456,047	-	*	
Igor Frayman	478,720	*	239,360	239,360	-	*	
Inspira Financial Trust LLC Cust FBO Nancy Romero Roth IRA	1,857,872	*	928,936	928,936	-	*	
Inspira Financial Trust LLC Cust FBO Nathan Berkoff IRA	1,539	*	-	1,539	-	*	
J. Mike Standefer	65,000	*	50,000	-	15,000	*	

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Jack Calvin Holland 1979 Trust dtd 02-14-1979	1,409,344	*	41	3	-	*
Jacob M. Gamble	22,77	*	-	1	2,22	*
Jaime Wong & Faye Routledge	563,07	*	563,	-	-	*
James Alderman	125,00	*	125,	-	-	*
James Diemert	1,198,033	*	673	0	-	*
James E. Butcher	65,00	*	50,	-	15,00	*
James E. Carter	2,43	*	389	2	-	*
James F. Zucherman Revocable Trust	310,00	*	310,	-	-	*
James H. Callaham	52,00	*	52,	-	-	*
James R. Lathrop	869,80	*	-	8	-	*
James Robert Peter Jenkins II Living Trust	1,000,000	*	00	-	-	*
James T. Betts	2,939,562	*	13	9	-	*
James Thomas Hayes III TTEE JTH III Living Trust dtd 12-18-2018	2,349,924	*	22	2	-	*
James Yanney	478,72	*	360	0	-	*
Jason Bryan	464,46	*	234	4	-	*
Jason Trewyn	981,71	*	718	-	-	*
Jay Almohammed	347,39	*	695	5	30,00	*
Jeff Preece	632,05	*	-	1	42	*
Jeff Weiner	191,48	*	489	-	-	*
Jeffrey and Marieke Rothschild Revocable Living Trust	3,944,773	*	73	-	-	*
Jeffrey F. Brugos Trust	298,888	*	617	1	-	*
Jeffrey Preece Estate	6,15	*	-	4	-	*
Jeffrey S. Myers Trust	2,815,312	*	1,407,656	1,407,656	-	*

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering		Number of Shares		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾			Warrant Shares	Post-Offering			
Jeffrey Suwyn	0	478,72	*	239,360	239,36	-	*	
Jeffrey T. Roney	3	686,27	*	156,392	294,11	-	*	
Jeffrey Tarrand	9	24,99	*	999,24	-	-	*	
Jennifer L. Williams	0	80,00	*	000,80	-	-	*	
Jeremy Brown	8	43,47	*	-	43,47	-	*	
Jesse B. & Anett Moskowitz	0	138,00	*	000,138	-	-	*	
Jia Huang	6	343,13	*	078,196	147,05	-	*	
Jill Wickersham	8	464,46	*	234,232	232,23	-	*	
Jim Duane Dixon Jr.	6	928,93	*	468,464	464,46	-	*	
Jimmy & Dadria Walker	0	37,50	*	500,37	-	-	*	
Joe Campbell		1,560,788	*	24,1,019,5	541,26	-	*	
Joe Martin	9	205,65	*	-	205,65	-	*	
Joe N. & Jamie W. Behrendt Revocable Trust	0	40,00	*	000,40	-	-	*	
Joel Frank Henning	5	152,73	*	235,142	-	10,50	*	
Joel Pruzansky	9	239,12	*	129,239	-	-	*	
John & Laura Maring	9	106,99	*	999,106	-	-	*	
John Avon	0	583,11	*	430,463	119,68	-	*	
John Baldwin	9	239,12	*	129,239	-	-	*	
John C. Blazier	6	3,84	*	846,3	-	-	*	
John Cundari	9	239,12	*	129,239	-	-	*	
John E. Dittoe	8	494,46	*	234,232	232,23	30,00	*	
John Elliott	0	5,00	*	000,5	-	-	*	
John J. & Lisa Connolly Hogan Family Trust dtd			*					

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering		Warrant Shares	Number of Shares Post-Offering		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾			Offering			Post-Offering		
10-04-2001	232,234			116,117		116,117	-		
John Konkel	0	478,72	*	360	239,	239,36	-		*
John M. Connor	8	418,50	*	391	302,	116,11	-		*
John Roberts		1,357,006	*	26	1,237,3	119,68	-		*
John Sobiesk		2,202,268	*	88	2,082,5	119,68	-		*
John T. Gulliford	9	49,99	*	999	49,	-	-		*
John V. Wagner	6	490,34	*	006	351,	139,34	-		*
John W. Cuming	3	839,58	*	072	724,	115,51	-		*
John W. Cuming IRA	6	40,61	*	028	35,	5,58	-		*
Jon and Melanie Stagnitti	0	8,35	*	350	8,	-	-		*
Jon L. Nelson & Tammy L. Baker JTWROS	0	744,67	*	797	235,	508,87	-		*
Jon Sessler	8	464,46	*	234	232,	232,23	-		*
Joseph Noonan	6	343,13	*	078	196,	147,05	-		*
Joseph O. Manzi	0	150,00	*	000	150,	-	-		*
Joshua M. Cohen	6	91,21	*	216	91,	-	-		*
Jubal Frost	8	743,14	*	574	371,	371,57	-		*
Judson & Barbara Longaker	2	670,26	*	528	646,	21,41	2,32	0	*
Juha & Stacy Tuominen	0	478,72	*	360	239,	239,36	-		*
Justin Whalen	0	75,00	*	000	75,	-	-		*
Kadi Family Trust	5	76,66	*	665	76,	-	-		*
KAM Capital LLC	0	151,85	*	850	151,	-	-		*
Kamaljit Khara	0	140,00	*	000	140,	-	-		*
Katie Knighton	1	762,89	*	938	464,	297,95	-		*

Name of Selling Stockholder	Shares Beneficially Owned	% Owned Pre- offering ⁽¹⁾	Common Stock		Number of		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾		Offered in this Offering	Warrant Shares	Post-Offering Shares		
Keith & Jeanne Fishback	1,604,231	*	96	8	7	85	*
Keith Fishback	57,690	*	57,690	-	-	-	*
Keith M. Wright	2,766,133	*	-	1	2	1,36	*
Ken Hsu	300,000	*	300,000	-	-	-	*
Ken Stinnett	66,666	*	66,666	-	-	-	*
Kenneth Abramowitz	464,468	*	234,468	4	-	-	*
Kenneth E. Chyten	33,333	*	33,333	-	-	-	*
Kenneth Liszewski	50,000	*	50,000	-	-	-	*
Kenneth Shell	2,037,512	*	71,512	1	-	-	*
Kent A. & Suzanne Hendrix	130,434	*	434	-	-	-	*
Kent E. & Brandee L. Fjeldheim	1,914,882	*	441,882	1	-	-	*
Kent Tucker	343,136	*	78,136	8	-	-	*
Kenter Canyon Capital LLC	66,666	*	66,665	-	-	-	*
Kevin Gabrik	60,000	*	60,000	-	-	-	*
Kevin J. Maag	377,454	*	686,454	4	-	-	*
Kevin Long	347,823	*	913,823	3	-	-	*
Kevin R. Lannert Revocable Trust	777,919	*	469,919	9	-	-	*
Kim Marie Timothy	4,477,092	*	79,092	8	5	61	*
Kim R. Koehler	928,938	*	468,938	8	-	-	*
Kimberly Coulter	90,000	*	90,000	-	-	-	*
Kimberly Patera	108,695	*	-	5	-	-	*
Kimberly Sherertz	635,740	*	-	1	0	15,00	*
Kohani Family Trust	718,080	*	359,040	359,040	-	-	*

Name of Selling Stockholder	Shares Beneficially		Common Stock		Number of	
	Owned	% Owned	Offered in this	Warrant	Shares	% of shares
	Pre-Offering ⁽¹⁾	Pre-offering ⁽²⁾	Offering	Shares	Post-Offering	Post offering ⁽²⁾
Kristin Ammerman	30,000	*	30,000	-	-	*
Kristin K. Crace	628,255	*	108,695	183,695	335,865	*
Kyle Fry	5,817,888	*	5,315,983	501,905	-	*
Ladd Hill Development LLC	849,083	*	232,234	616,849	-	*
Lance R. Tullius Revocable Living Trust	1,053,184	*	526,592	526,592	-	*
Langeliers Family Trust dtd 01-21-2015	1,006,506	*	967,372	36,171	2,963	*
Larry & Sandra Admire	273,129	*	273,129	-	-	*
Larry Crawford	171,568	*	98,039	73,529	-	*
Larry Lindstrom	422,548	*	422,548	-	-	*
Lasting Impressions Promotional Products 401k Plan	634,474	*	495,134	139,340	-	*
Lawrence E. Coffman Living Trust dtd 01-09-1992	51,764	*	51,764	-	-	*
Lewis H. Dowdy	49,999	*	49,999	-	-	*
Lezarb Pty LTD ATF Brazel Super Fund	217,390	*	108,695	108,695	-	*
Liem Mai	239,360	*	119,680	119,680	-	*
Lisa Jo Callaham Revocable Living Trust	4,317,888	*	2,814,944	1,502,944	-	*
Lloyd Grissinger	532,282	*	292,391	217,391	22,500	*
Longjean Gmbh	272,420	*	272,420	-	-	*
Long-Sheng Chang	232,234	*	116,117	116,117	-	*
LRFA LLC David Welch ⁽³⁾	252,466	*	252,466	-	-	*
Marc A. Cohen	500,170	*	128,000	372,170	-	*
Marc Herman	100,000	*	100,000	-	-	*
Marc Rarden	100,000	*	100,000	-	-	*
Marilynn A. Vador	70,000	*	70,000	-	-	*

Name of Selling Stockholder	Shares Beneficially Owned	% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Mark & Kirsten Carnese	2,480,310	*	12	8	-	*
Mark & Rita Azzopardi	5	*	-	5	-	*
Mark Gaynor	0	*	-	0	-	*
Mark Neuhaus	0	*	680	0	-	*
Mark Sandeen	8	*	949	9	-	*
Mark Suwyn	4,650,309	*	40	9	-	*
Mark W. Spates	9	*	469	-	-	*
Mark Walchak	8	*	594	4	-	*
Mark Zampella & David M. Anders	8	*	998	-	-	*
Martha S. Roney Trust UAD 02-05-2002	9	*	424	5	-	*
Martin Family Trust	9	*	129	-	-	*
Matthew C. Potter	8	*	039	9	-	*
Matthew J. Kennedy	4	*	117	7	-	*
Matthew Koehler	7	*	-	7	-	*
Matthew Wyatt	0	*	900	-	-	*
Maureen Petrosino Irrevocable Trust	3,991,677	*	77	-	-	*
Mazen Hanna	0	*	000	-	-	*
Michael & Margaret Elaine Labarbera	6	*	358	8	-	*
Michael A. Lightman Sr.	6	*	826	-	-	*
Michael Adam Zimmerman	8	*	648	-	-	*
Michael Brotherton	0	*	000	-	-	*
Michael Brugos	1,072,547	*	618	9	-	*
Michael Desante	232,234	*	116,117	116,117	-	*

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock		Number of	
	Owned			Offered in this Offering	Warrant	Shares	% of shares
	Pre-Offering ⁽¹⁾				Shares	Post-Offering	Post offering ⁽²⁾
Michael F. Bonazzola	1	6,81	*	6,811	-	-	*
Michael Fishman	0	40,00	*	40,000	-	-	*
Michael G. Chieco	4	539,59	*	303,797	235,79	-	*
Michael Hammett		1,887,287	*	1,887,287	-	-	*
Michael J. Anderson	0	100,50	*	100,500	-	-	*
Michael Jajuga	0	478,72	*	239,360	239,36	-	*
Michael K. Harries	0	175,00	*	175,000	-	-	*
Michael Kilcran	8	464,46	*	232,234	232,23	-	*
Michael Klein	8	603,18	*	301,594	301,59	-	*
Michael McDevitt	0	175,00	*	175,000	-	-	*
Michael Podell	0	478,72	*	239,360	239,36	-	*
Michael R. Armbrecht	8	74,99	*	74,998	-	-	*
Michael Weiby	8	464,46	*	232,234	232,23	-	*
Middleton Albert Parker Jr. Revocable Trust dtd 07-16-2015		3,431,372	*	1,960,784	1,470,58	-	*
Mike Colagrossi		2,206,084	*	1,131,614	1,074,470	-	*
Mike D. Nye		6,815,311	*	364,468	6,450,15	68	*
Mike D. Walker	2	361,52	*	240,761	120,76	-	*
Millennium Investment Services 401k PSP FBO Tony Reed	4	232,23	*	116,117	116,11	-	*
Millennium Trust Co Cust John Saefke IRA	0	47,96	*	47,960	-	-	*
Millennium Trust Company CUST FBO Christopher Hermann IRA	4	290,79	*	269,612	19,11	2,07	*
Millennium Trust Company CUST FBO Daniel Gilbert IRA	0	26,49	*	17,725	7,90	85	*
MIS Equity Strategies LP		1,428,932	*	1,359,262	69,67	-	*
Mitchell J. Tracy		468,852	*	232,234	236,189	429	*

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Mitchell Mandich	1,436,340	*	725, 386	710,95 4	-	*
Mitchell Tracy & Christine Gong	150,00 0	*	150, 000	-	-	*
Monika Suhr	100,00 0	*	100, 000	-	-	*
Monte & Janet Anglin	51,00 0	*	51, 000	-	-	*
Myron F. Steves	25,50 0	*	25, 500	-	-	*
Nancy Cowgill Trust	3,373,300	*	2,525,0 24	848,27 6	-	*
Nasreen Haroon	49,99 9	*	49, 999	-	-	*
Neal R. Donop	156,00 0	*	156, 000	-	-	*
Nevan Baldwin	375,00 0	*	375, 000	-	-	*
Newkumet Ltd.	999,56 4	*	534, 782	434,78 2	30,00 0	*
Nicholas Adams	300,00 0	*	300, 000	-	-	*
Nicholas Cova & Cameron Alston Cova	1,857,872	*	928, 936	928,93 6	-	*
Nicholas Diamond	186,27 4	*	186, 274	-	-	*
Nickitas M. Panayotou	1,914,882	*	957, 441	957,44 1	-	*
Nigel Timothy	72,00 0	*	72, 000	-	-	*
Nikolay D. Naydev	195,00 0	*	195, 000	-	-	*
Noah Anderson	2,406,743	*	311, 168	2,095,57 5	-	*
Northlea Partners, LLLP	579,07 1	*	579, 071	-	-	*
Nuview Cust FBO Stefan F. Nowina IRA	279,97 9	*	279, 979	-	-	*
Nuview IRA Inc Cust FBO Ross Pangere IRA	66,66 6	*	66, 666	-	-	*
Nuview IRA Inc FBO Mia Kwong	49,99 9	*	49, 999	-	-	*
Omar Haroon	1,115,210	*	650, 742	464,46 8	-	*
Osama Haddadin	478,720	*	239,360	239,360	-	*

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock		Number of		
				Offered in this Offering	Warrant	Shares	% of shares	
	Pre-Offering ⁽¹⁾				Shares	Post-Offering	Post offering ⁽²⁾	
Osprey I LLC	4	433,33	*	334	433,	-	-	*
Owen Carter	7	57,06	*	-	7	57,06	-	*
Paashi Investments LLC	0	275,00	*	000	275,	-	-	*
Patricia S. Welch	7	3,50	*	-	4	3,16	34	*
Patrick Keogh		1,914,882	*	441	957,	957,44	-	*
Patrick O'Connell	0	50,00	*	000	50,	-	-	*
Paul & Maureen Hydok		3,889,066	*	66	3,889,0	-	-	*
Paul Alati	0	34,00	*	000	34,	-	-	*
Paul Forrest		2,058,498	*	49	1,029,2	1,029,24	-	*
Paul G. Darr & Dawn L. Darr	6	325,12	*	563	162,	162,56	-	*
Paul Glauber	3	242,01	*	013	242,	-	-	*
Paul Hamerton Kelly	5	76,73	*	735	76,	-	-	*
Paul J. Apuzzo Revocable Trust	0	400,00	*	000	400,	-	-	*
Paul Shealy	4	232,23	*	-	4	232,23	-	*
Peer Pedersen		4,676,541	*	040	359,	4,317,50	-	*
Per Gustafsson		1,656,918	*	863	800,	856,05	-	*
Peter Christopher Caputo	8	645,88	*	581	453,	192,30	-	*
Peter D. Bannister	0	68,11	*	110	68,	-	-	*
Peter H. Colettis	5	161,66	*	165	154,	-	7,50	*
Peter J. Bowen & Diane S. Bowen Revocable Living Trust	0	210,00	*	000	210,	-	-	*
Peter Magolske	0	239,36	*	680	119,	119,68	-	*
Peter Reynolds		1,037,016	*	782	804,	232,23	-	*
Peter Romano		171,568	*	98,039	73,529	-	-	*

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering		Warrant		Number of Shares		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾					Shares	Post-Offering			
Phil Jentgen	9	29,99	*	999	29,	-	-	-	*	
Philip M. Cannella	1	219,08	*	964	174,	44,11	-	-	*	
Pier Alexander Oliaro	0	260,00	*	000	260,	-	-	-	*	
Pradeep Kaul	0	48,75	*	750	48,	-	-	-	*	
R. Kelly & Audra Disser		1,436,162	*	081	718,	718,08	-	-	*	
Ragan Hexum Properties LLC		1,359,053	*	468	600,	758,58	-	-	*	
Rajae Family Trust dtd 10-10-2003		7,260,630	*	30	7,260,6	-	-	-	*	
Rajae Trust dtd 04-23-1999		20,191,878	1.4%	93	18,080,3	2,111,48	-	-	*	
Rajnikant N. Patel	6	88,66	*	666	88,	-	-	-	*	
Ralph E. Hardt		6,952,493	*	56	4,132,2	2,820,23	-	-	*	
Ramjet Capital Ltd	9	79,99	*	999	79,	-	-	-	*	
Randall J. Wolfe Revocable Living Trust Uad 10-01-2020	0	360,67	*	078	196,	162,87	1,71	-	*	
Randy Rabin	9	229,77	*	-	9	229,77	-	-	*	
Raymond Camphausen	0	50,00	*	000	50,	-	-	-	*	
Raymond Crespo	5	71,66	*	665	71,	-	-	-	*	
Redshield Capital, LLC	1	33,85	*	-	1	33,85	-	-	*	
Reena & Vivek Awasty		2,844,110	*	-	0	2,844,11	-	-	*	
Reena Awasty		8,952,377	*	00	3,234,6	5,717,77	-	-	*	
Renuka Sothinathan	0	500,00	*	000	500,	-	-	-	*	
Richard Casamento	4	130,43	*	434	130,	-	-	-	*	
Richard Davila	4	232,23	*	117	116,	116,11	-	-	*	
Richard Jeanneret		5,087,567	*	42	4,585,9	501,62	-	-	*	
Richard M. Reiter		239,129	*	239,129	-	-	-	-	*	

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Richard Pestell	8,407,656	*	703, 828	7,703,82	-	*
Rick Sargent	136,00	*	136, 000	-	-	*
Rick Weber	272,54	*	272, 548	-	-	*
River Integrity Investments, LLC	690,34	*	398, 403	263,40	28,53	*
Rmy Capital LLC	27,00	*	27, 000	-	-	*
Robert & Kim Kayal	9,574,416	*	4,787,2 08	4,787,20	-	*
Robert & Sherri Clemmer	32,50	*	25, 000	-	7,50	*
Robert A. & Marguerite A. Dole Trust 03-10-2011	70,18	*	36, 630	33,55	-	*
Robert A. Juve	136,00	*	136, 000	-	-	*
Robert Alvine	344,25	*	230, 459	113,79	-	*
Robert Bahr	957,44	*	478, 720	478,72	-	*
Robert D. Beck	289,36	*	119, 680	119,68	50,00	*
Robert D. Dunn	464,46	*	232, 234	232,23	-	*
Robert D. Horowitz	1,062,932	*	232, 234	830,69	-	*
Robert Dailey	1,119,720	*	1,119,7 20	-	-	*
Robert Dodge	4,321,803	*	3,857,3 35	464,46	-	*
Robert Fox	2,322,340	*	1,161,1 70	1,161,17	-	*
Robert L. Bahr Revocable Trust	1,034,468	*	802, 234	232,23	-	*
Robert Lanphere Jr.	14,523,297	*	8,176,9 42	6,344,50	1,84	*
Robert Myer	1,100,000	*	1,100,0 00	-	-	*
Robert Neville	478,72	*	239, 360	239,36	-	*
Robert Rathbone	251,63	*	174, 902	76,73	-	*
Robert S. Johnson	517,809	*	378,469	139,340	-	*

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock		Number of	
	Pre-Offering ⁽¹⁾	% Owned Pre-offering ⁽²⁾	Offered in this	Warrant	Shares	% of shares
			Offering	Shares	Post-Offering	Post offering ⁽²⁾
Roger Barnhart	8,82	*		8,82		*
	0		-	0	-	
Rohit Ram	2,350,142	*	1,175,071	1,175,07	-	*
		71		1		
Romero Holdings	65,00	*	50,000	-	15,00	*
	0			0		
Ron Hellwig	483,02	*	239,360	243,66	-	*
	8			8		
Ron Holman	251,65	*	251,659	-	-	*
	9					
Ronald & Amy Hellwig	2,625,809	*	1,893,575	732,23	-	*
				4		
Ronald Coleman	869,56	*	434,782	434,78	-	*
	4			2		
Ronald Zimmermann	670,20	*	335,104	335,10	-	*
	8			4		
Ross B. & Jenna L. Foster	32,50	*	25,000	-	7,50	*
	0			0		
Ross Carrigan	464,46	*	232,234	232,23	-	*
	8			4		
Ross Pearson	1,102,463	*	670,796	431,66	-	*
				7		
Russell K. Wallack	75,00	*	75,000	-	-	*
	0					
Ryan Bloedel & Crystal Bloedel	696,70	*	348,351	348,35	-	*
	2			1		
Ryan Merriam	232,23	*	116,117	116,11	-	*
	4			7		
Ryan Morrison	718,08	*	359,040	359,04	-	*
	0			0		
Ryan W. Shay	120,00	*	120,000	-	-	*
	0					
Sabi & Ronit Bivas	87,50	*	87,500	-	-	*
	0					
Samer Garas	130,00	*	100,000	-	30,00	*
	0			0		
Samuel A. Fisher	49,99	*	49,999	-	-	*
	9					
Samuel Kwon	1,100,748	*	579,786	520,96	-	*
				2		
Sandip I. Patel	1,345,828	*	1,337,061	7,91	85	*
				0	7	
Sanjay And Jayshree Patel Family Trust	686,27	*	392,156	294,11	-	*
	3			7		
Scott I. Levin	464,468	*	232,234	232,234	-	*

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Scott Lewis	1,053,184	*	592	526, 2	526,59	- *
Scott Lowry	3,392,326	*	02	2,151,5 4	1,240,82	- *
Sean McCance	6,487,203	*	26	4,600,8 7	1,886,37	- *
Seth Jacobs	2,489,346	*	73	1,244,6 3	1,244,67	- *
Seth Zeidman	100,00 0	*	000	100, -	-	- *
Shannon L. Bateman	1,587,617	*	70	1,583,7 7	3,84	- *
Shawn P. Willard	1,496,892	*	702	775, 0	721,19	- *
Sheila Bhattacharya	1,872,124	*	062	936, 2	936,06	- *
Shipman & Goodwin Profit Sharing Plan Trust FBO James T. Betts	1,914,882	*	441	957, 1	957,44	- *
Shital Mehta	1,464,468	*	34	1,232,2 4	232,23	- *
Solomon Family Trust Of 1988	169,99 9	*	999	169, -	-	- *
Southern Cross Trust (Graham Smith)	1,563,301	*	01	1,563,3 -	-	- *
Stanton Rowe	1,857,872	*	936	928, 6	928,93	- *
Staples Family Partnership LLP	23,33 2	*	332	23, -	-	- *
Starla Goff	55,49 8	*	397	48, -	7,10 1	- *
Stefan F. Nowina	140,00 0	*	000	140, -	-	- *
Stephen A. Wilson Revocable Trust	1,086,956	*	-	1,086,95 6	-	- *
Stephen Connor	35,00 0	*	000	35, -	-	- *
Stephen Ellman	478,72 0	*	360	239, 0	239,36	- *
Stephen J. Kemp	86,45 0	*	450	86, -	-	- *
Stephen Lesser	213,33 2	*	332	213, -	-	- *
Stephen Shumpert	603,72 2	*	861	391, 1	211,86	- *
Steve J. Schroeder	108,695	*	-	108,695	-	- *

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Steven & Melissa Hellwig	400,00	*	-	400,00	-	*
Steven & Melissa Hellwig Living Trust	0	*	2,073,786	0	170,000	*
Steven Collins	541,34	*	541,345	-	-	*
Steven Hornbaker	68,00	*	68,000	-	-	*
Steven Rothstein	108,69	*	108,695	-	-	*
Strata Trust Company Cust FBO Adam Schofield IRA	769,23	*	384,615	384,61	-	*
Strata Trust Company Cust FBO Adam Vierra IRA	0	*	703,828	703,82	-	*
Strata Trust Company Cust FBO Alexander Tosi IRA	1,407,656	*	3,382,028	2,293,944	2,43	*
Strata Trust Company Cust FBO Amit Mahajan IRA	5,678,404	*	909,569	909,56	-	*
Strata Trust Company Cust FBO Ann C. Darda Roth IRA	1,819,138	*	400,821	-	-	*
Strata Trust Company Cust FBO Clinton A. LeGeyt II IRA	400,82	*	130,051	130,05	-	*
Strata Trust Company Cust FBO Cory Conniff Roth IRA	260,10	*	239,360	239,36	-	*
Strata Trust Company Cust FBO Deborah J. Wilson IRA	478,72	*	-	7,91	85	*
Strata Trust Company Cust FBO Gillian Singer Roth IRA	8,76	*	263,296	263,29	-	*
Strata Trust Company Cust FBO Harry Dominick Venezia Jr. Roth IRA	526,59	*	-	95,51	-	*
Strata Trust Company Cust FBO Edward Barbier Roth IRA	95,51	*	181,913	181,91	-	*
Strata Trust Company Cust FBO James Elman IRA	363,82	*	425,147	425,14	-	*
Strata Trust Company Cust FBO James G. Diemert Roth IRA	850,29	*	334,541	-	-	*
Strata Trust Company Cust FBO Jeffrey Pfeiffer IRA	334,54	*	162,563	162,56	-	*
Strata Trust Company Cust FBO Jeffrey Weiner Roth IRA	325,12	*	3,539,412	2,574,469	-	*
Strata Trust Company Cust FBO John Ashbaugh	6,113,881	*	928,936	1,174,086	-	*
Strata Trust Company Cust FBO Justin Tosi IRA	2,103,022	*	-	232,23	-	*
Strata Trust Company Cust FBO Kellie Marie	232,23	*	98,039	73,529	-	*

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering		Warrant Shares	Number of Shares		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾						Post-Offering		
Davis IRA									
Strata Trust Company Cust FBO Kenneth Abramowitz Roth IRA	0	239,36	*	680	119,	0	119,68	-	*
Strata Trust Company Cust FBO Kent H. Elliot IRA	4	300,23	*	117	184,	7	116,11	-	*
Strata Trust Company Cust FBO Leonard Frayman IRA	0	957,44	*	720	478,	0	478,72	-	*
Strata Trust Company Cust FBO Lori Ann Renelt IRA #300006484	8	703,82	*	914	351,	4	351,91	-	*
Strata Trust Company Cust FBO Mark William Renelt Roth IRA	0	313,75	*	750	313,		-	-	*
Strata Trust Company Cust FBO Matthew Richter Roth IRA	0	115,60	*	600	115,		-	-	*
Strata Trust Company Cust FBO Michael Kayal IRA	0	957,44	*	720	478,	0	478,72	-	*
Strata Trust Company Cust FBO Nancy Cowgill IRA	2	741,12	*	755	688,	8	47,24	9	5,11
Strata Trust Company Cust FBO Nigel H. Timothy IRA		2,711,335	*	10	1,091,5	2	1,618,18	3	1,64
Strata Trust Company Cust FBO Paul Hydok IRA	9	25,81	*	-		8	24,58	1	1,23
Strata Trust Company Cust FBO Rebecca Singer Roth IRA		1,819,136	*	568	909,	8	909,56	-	*
Strata Trust Company Cust FBO Reena Awasty Roth IRA	8	297,98	*	531	100,	7	197,45	-	*
Strata Trust Company Cust FBO Roger Langeliers IRA	8	36,38	*	-		1	32,83	7	3,55
Strata Trust Company Cust FBO Shawn P. Willard	0	300,00	*	-		0	300,00	-	*
Strata Trust Company Cust FBO Stephen M. Kann IRA	0	30,00	*	000	30,		-	-	*
Strata Trust Company Cust FBO Tawny Lee Reid IRA	6	928,93	*	468	464,	8	464,46	-	*
Strata Trust Company Cust FBO Terry Mitchell IRA	1	217,39	*	-		1	217,39	-	*
Strata Trust Company Cust FBO Theodore T. Stathis IRA	8	171,56	*	039	98,	9	73,52	-	*
Strata Trust Company Cust FBO Thomas Rolfstad IRA	6	763,59	*	596	763,		-	-	*
Strata Trust Company Cust FBO Timothy R. Schroeder Roth IRA	8	464,46	*	234	232,	4	232,23	-	*
Strata Trust Company Cust FBO Timothy R. Schroeder SEP IRA	8	464,46	*	234	232,	4	232,23	-	*
Strata Trust Company Cust FBO Troy Stevens IRA	2	650,74	*	508	418,	4	232,23	-	*

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering		Warrant Shares	Number of Shares Post-Offering		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾			Offering			Post-Offering		
Strata Trust Company Cust FBO Vanessa R. Schroeder Roth IRA	8	464,46	*	234	232,	4	232,23	-	*
Strata Trust Company Cust FBO Veronica Marano Rollover IRA	4	4,15	*	-		4	4,15	-	*
Strata Trust Company Cust FBO Walter Quinn IRA	0	478,72	*	360	239,	0	239,36	-	*
Strata Trust Company Cust FBO William Matthew Elerdine Roth IRA	0	397,48	*	740	198,	0	198,74	-	*
Strata Trust Company FBO Vivek Awasty Roth IRA		4,368,594	*	50	1,826,8	4	2,541,74	-	*
Strata Trust FBO Geoffrey Fourqurean IRA		6,769,112	*	56	3,384,5	6	3,384,55	-	*
Strata Trust FBO Jeremy Brown Benefit For Sydney Brown IRA	2	423,80	*	651	220,	1	195,65	7,50	*
Strata Trust FBO Margaret LaBarbera Roth IRA	2	678,73	*	366	339,	6	339,36	-	*
Strata Trust FBO Mark Renelt Traditional IRA #300006240	8	464,46	*	234	232,	4	232,23	-	*
Strata Trust FBO Mark Sandeen Roth IRA	2	306,45	*	226	153,	6	153,22	-	*
Strata Trust FBO Michael Jacobson Roth IRA		1,819,138	*	569	909,	9	909,56	-	*
Strata Trust FBO Michael Jacobson Traditional IRA		1,340,418	*	209	670,	9	670,20	-	*
Strata Trust FBO Michael LaBarbera Roth IRA	4	451,04	*	522	225,	2	225,52	-	*
Strata Trust FBO Michael Weiby IRA	0	34,00	*	000	34,		-	-	*
Strata Trust FBO Michael Williams IRA	0	26,00	*	000	20,		-	6,00	*
Strata Trust FBO Reena Awasty Simple IRA	4	199,57	*	787	99,	7	99,78	-	*
Strata Trust FBO Seth Jacobs Roth IRA		1,356,216	*	108	678,	8	678,10	-	*
Strata Trust FBO Timothy O'Connor Roth IRA	8	258,50	*	254	129,	4	129,25	-	*
Strata Trust FBO Verena Fabian IRA	0	39,00	*	000	30,		-	9,00	*
Stuart Sherman		1,368,116	*	698	981,	8	386,41	-	*
Sudesh Reddy	8	260,86	*	434	130,	4	130,43	-	*
Sunil Lekhi	3	33,33	*	333	33,		-	-	*
Surjya Das		464,468	*		232,234		232,234	-	*

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock Offered in this Offering		Number of Shares		% of shares
	Pre-Offering ⁽¹⁾	% Owned Pre-offering ⁽²⁾	Warrant	Shares	Post-Offering	Post offering ⁽²⁾	
Tanner A. Nitcher	263,136	*	116,078	147,058	-	*	
Tawny Eastman	1,171,815	*	348,351	823,464	-	*	
Tawny Lee Eastman Family Trust dated June 7, 2024	2,179,640	*	2,179,640	-	-	*	
The Andrew Harwood Revocable Trust	382,609	*	382,609	-	-	*	
The Chang Revocable Living Trust	478,720	*	239,360	239,360	-	*	
The Felix Frayman Trust	1,421,908	*	478,720	943,188	-	*	
The Henry V. & Inell A. Chase Trust	3,065,490	*	1,532,745	1,532,745	-	*	
The Johnson-Butler Family Trust	500,000	*	500,000	-	-	*	
The Scott & Mary Schroeder Living Trust dt 02-10-2015	166,465	*	162,421	3,649	39	*	
Theodore H. Hustead	47,915	*	30,381	15,820	1,714	*	
Thomas & Thomas Konscics	63,332	*	63,332	-	-	*	
Thomas Cologna Family Trust dtd 12-01-2016	1,914,880	*	957,440	957,440	-	*	
Thomas Dodge	464,468	*	232,234	232,234	-	*	
Thomas E. Prasil Trust dt 11-26-2003	50,000	*	50,000	-	-	*	
Thomas Eisenberg	327,895	*	327,895	-	-	*	
Thomas F. & Patricia N. Nolan	306,086	*	306,086	-	-	*	
Thomas Gately	39,000	*	30,000	-	9,000	*	
Thomas Gruber	2,329,261	*	1,386,073	943,188	-	*	
Thomas H. Butcher	1,173,879	*	803,036	370,843	-	*	
Thomas Hamilton	35,993,822	2.4%	22,945,956	13,047,866	-	*	
Thomas Hays Hutton Jr GST Exempt Residuary Trust	695,652	*	347,826	347,826	-	*	
Thomas J. Burke	464,468	*	232,234	232,234	-	*	
Thomas M. Bey	2,787,540	*	1,377,653	1,409,887	-	*	

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock Offered in this Offering		Number of Shares		% of shares Post offering ⁽²⁾	
	Pre-Offering ⁽¹⁾	% Owned Pre-offering ⁽²⁾	Warrant Shares	Post-Offering				
Thomas McChesney	2	202,81	*	94,117	5	108,69	-	*
Timoteo & Marilyn Deloso	0	65,00	*	50,000	-	0	15,00	*
Timothy O'Connor	0	873,20	*	436,600	0	436,60	-	*
Timothy R. Koehler	6	928,93	*	464,468	8	464,46	-	*
Todd & Barbara Albert	0	485,00	*	485,000	-	-	-	*
Trent Agnew	0	40,00	*	40,000	-	-	-	*
Troy O'Bryan		5,441,488	*	1,080,751	7	4,360,73	-	*
Troy Stevens	0	50,00	*	50,000	-	-	-	*
Tyler Safratowich	8	197,54	*	197,548	-	-	-	*
Tyson Robbins	0	60,00	*	60,000	-	-	-	*
Umberto Stangarone	0	712,40	*	333,700	0	378,70	-	*
Vadim Dagman	4	371,59	*	135,797	7	235,79	-	*
Vaughn-Cole Holdings Trust		5,809,932	*	5,809,932	-	-	-	*
Velcro LLC		2,366,673	*	2,366,673	-	-	-	*
Venkat Bussa	7	693,28	*	693,287	-	-	-	*
Veronica A. Marano & Thomas M. Volckening		1,612,566	*	1,085,170	6	527,39	-	*
Vivek Awasty		1,446,692	*	139,000	2	1,307,69	-	*
Vladimir Zaharchook-Williams	9	199,99	*	199,999	-	-	-	*
Wade P. Carrigan		14,858,206	1.0%	1,613,729	7	13,244,47	-	*
Wade Schueneman		1,393,404	*	696,702	2	696,70	-	*
Wamoh LLC		2,426,304	*	2,091,200	4	335,10	-	*
Waterchase Capital LLC	9	207,17	*	207,179	-	-	-	*
Wayne Sapper		49,999	*	49,999	-	-	-	*

Name of Selling Stockholder	Shares Beneficially Owned Pre-Offering ⁽¹⁾	% Owned Pre- offering ⁽²⁾	Common Stock Offered in this Offering	Warrant Shares	Number of Shares Post-Offering	% of shares Post offering ⁽²⁾
Wayne Westerman	1,351,329	*	1,101,330	249,999	-	*
William & Heather Elerding	8	*	182,608	-	-	*
William & Stephanie Costigan	2	*	190,672	-	-	*
William Bolt	2	*	140,902	-	-	*
William Bumgarner	0	*	136,220	-	-	*
William C. Sherertz	1	*	635,740	620,740	15,000	*
William Cerullo	1	*	36,541	-	-	*
William Costigan	0	*	69,230	-	-	*
William Cross	0	*	15,000	-	-	*
William Duke	2	*	526,592	263,296	-	*
William Esson	0	*	80,000	-	-	*
William J. Truxal	6	*	519,463	259,733	-	*
William Kadi	0	*	25,000	-	-	*
William Murphy	7	*	238,520	237,915	61	*
William Paul Sterling	9	*	73,520	73,529	-	*
William R. and Ruth D. Cuming Charitable Foundation	2	*	144,592	19,893	98,175	*
William Raff	0	*	32,500	-	7,500	*
William Rawson	0	*	350,000	-	-	*
William Varon	0	*	478,723	239,360	-	*
Wm Matthew Elerding	7	*	157,507	-	-	*
Xenium Trust U/A dtd 01-01-2012	1	*	41,203	22,103	2,395	*
Yaser Azizi	1,490,194	*	1,490,194	-	-	*
Yogesh C. Farswani	34,056	*	34,056	-	-	*

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock Offered in this Offering		Number of Shares		% of shares
	Pre-Offering ⁽¹⁾	% Owned Pre-offering ⁽²⁾	Offering	Warrant Shares	Post-Offering	Post offering ⁽²⁾	
Zachary Lainer Separate Property Trust	139,340	*	69,670	69,670	-	*	
Paulson Investment Company, LLC ⁽⁵⁾	8,169,985	*	278,758	6,967,317	923,910	*	
Alan Lamb ⁽⁶⁾	4,668	*	-	4,668	-	*	
Albert Landstrom ⁽⁶⁾	464,046	*	65,000	394,471	4,575	*	
Ali Shahhosseini ⁽⁶⁾	12,114	*	-	12,114	-	*	
Amal Amin ⁽⁶⁾	714,770	*	-	714,770	-	*	
Anthony Caruso ⁽⁶⁾	20,071	*	-	20,071	-	*	
Basil Christakos ⁽⁶⁾	11,549	*	11,549	-	-	*	
Brady Clark ⁽⁶⁾	29,056	*	16,561	12,495	-	*	
Brandon Firby ⁽⁶⁾	34,486	*	-	34,486	-	*	
Christopher Clark ⁽⁶⁾	11,382,421	*	1,236,700	9,694,224	451,497	*	
Damon Thomas ⁽⁶⁾	2,321,938	*	25,901	2,296,037	-	*	
Daniel Mancuso ⁽⁶⁾	309,290	*	-	309,290	-	*	
David Johnston ⁽⁶⁾	46,160	*	-	46,160	-	*	
Dylan Nix ⁽⁶⁾	7,650	*	-	7,650	-	*	
Elizabeth Burk ⁽⁶⁾	40,000	*	-	40,000	-	*	
Eugene Webb ⁽⁶⁾	14,870,678	1.0%	-	14,807,412	63,266	*	
Gary Saccaro ⁽⁶⁾	3,513,867	*	578,077	2,928,165	7,625	*	
Greg Buffington ⁽⁶⁾	16,657	*	-	15,029	1,628	*	
Harry Striplin ⁽⁶⁾	217,845	*	-	208,072	9,773	*	
Hazem Algendi ⁽⁶⁾	19,686	*	-	19,686	-	*	
John Cassels ⁽⁶⁾	190,517	*	-	190,517	-	*	

Name of Selling Stockholder	Shares Beneficially Owned		% Owned Pre-offering ⁽¹⁾	Common Stock Offered in this Offering		Warrant Shares	Number of Shares Post-Offering		% of shares Post offering ⁽²⁾
	Pre-Offering ⁽¹⁾								
John McAuliffe ⁽⁶⁾	7	36,93	*	-	7	36,93	-		*
John Nole ⁽⁶⁾	8	942,65	*	-	8	942,65	-		*
Joseph Landolina ⁽⁶⁾	7	15,38	*	-	7	15,38	-		*
Joshua Kaikov ⁽⁶⁾	3	430,87	*	-	3	430,87	-		*
Joshua Kurzban ⁽⁶⁾	1	375,33	*	-	1	375,33	-		*
Kathleen Rasmussen ⁽⁶⁾	7	106,11	*	-	7	106,11	-		*
Kyle Soucy ⁽⁶⁾	0	3,85	*	-	0	3,85	-		*
Malcolm Alexander Winks ⁽⁶⁾	5	446,14	*	-	5	446,14	-		*
Margaret Lorraine Maxfield ⁽⁶⁾	9	43,70	*	057	34,0	2,00	7,65		*
Marta Wypych ⁽⁶⁾		1,454,341	*	978	971,3	482,36	-		*
Mason Sexton ⁽⁶⁾	0	4,00	*	-	0	4,00	-		*
Matthew Miller ⁽⁶⁾	9	5,09	*	-	9	5,09	-		*
Matthew Richter ⁽⁶⁾	7	79,19	*	-	7	79,19	-		*
Michael Graichen ⁽⁶⁾	0	75	*	-	0	75	-		*
Mika Grasso ⁽⁶⁾	6	15,90	*	-	6	15,90	-		*
Nikhil Arcot ⁽⁶⁾	0	4,00	*	-	0	4,00	-		*
Peter Fogarty ⁽⁶⁾	3	656,06	*	-	3	656,06	-		*
Phillip Conway ⁽⁶⁾	8	80,56	*	-	8	80,56	-		*
Robert Kutnick ⁽⁶⁾	4	30,77	*	-	4	30,77	-		*
Robert Setteducati ⁽⁶⁾		11,198,251	*	02	1,202,74	9,694,22	301,325		*
Rodney Baber ⁽⁶⁾	5	187,59	*	366	9	187,22	-		*
Ryan Sikorsky ⁽⁶⁾	4	19,96	*	-	4	19,96	-		*
Sarah Chang ⁽⁶⁾		35,000	*	-		35,000	-		*

Name of Selling Stockholder	Shares Beneficially Owned		Common Stock		Number of			
		% Owned	Offered in this	Warrant	Shares	% of shares		
	Pre-Offering ⁽¹⁾	Pre-offering ⁽¹⁾	Offering	Shares	Post-Offering	Post offering ⁽²⁾		
Tammy Caress ⁽⁶⁾	6	134,52	*	-	6	134,52	-	*
Terrence Lynch ⁽⁶⁾	6	340,77	*	-	6	340,77	-	*
Thomas Endres ⁽⁶⁾	8	9,05	*	-	8	9,05	-	*
Thomas Parigian ⁽⁶⁾		10,246,317	*	250,768	4	9,694,22	301,325	*
Trent Davis ⁽⁶⁾	6	168,87	*	-	6	168,87	-	*

* Represents less than 1%

- (1) Beneficial ownership includes shares of common stock as to which a person or group has sole or shared voting power or dispositive power. Shares of common stock registered hereunder include shares that are exercisable or convertible within 60 days following September 24, 2026. Such shares are deemed outstanding for purposes of computing the number of shares beneficially owned and percentage ownership of the person holding such convertible securities but are not deemed outstanding for computing the percentage of any other person.
- (2) Percentages are based on 1,469,518,019 shares of common stock outstanding as of September 24, 2026.
- (3) David Welch, as trustee, has voting and dispositive power over warrants covering 31,000,000 shares of common stock held by David F. Welch & Heidi A. Welch Trust, exercisable at a price of \$0.10 per share. Dr. Welch also has voting and dispositive power over an additional 250,000 warrants, 1,000 shares of Series D Convertible Preferred Stock convertible into 1,250,000 shares of common stock, 14,415,491 shares of common stock, of which 252,466 are held by WFI Investments, LLC and, 14,163,025 are held in trusts, and options covering 632,654 shares of common stock which are held directly by Dr. Welch. Dr. Welch served as a director of the Company from January 10, 2019, until September 30, 2020. Also, on July 15, 2019, the Company entered into a consulting agreement with Dr. Welch to serve as non-executive interim Strategy Advisor. The consulting agreement was terminated in October 2019. Dr. Welch received stock options for 250,000 shares at a per share exercise price of \$0.385 and for 187,500 shares at a per share exercise price of \$0.39 as compensation under the consulting agreement.
- (4) Dr. Cyrus Arman has voting and dispositive power over these shares. Dr. Arman served as President of CytoDyn Inc. from July 9, 2022 through July 6, 2023. Since July 6, 2023, Dr. Arman has served as Senior Vice President.
- (5) The Executive Committee of Paulson Investment Company, LLC, a broker-dealer registered with the SEC and a member of FINRA, has voting and dispositive power over these warrant shares. The members of the Executive Committee are Messrs. Clark, Parigian and Setteducati. The warrants were issued to Paulson Investment Company, LLC, or its designees as partial compensation for serving as placement agent in private offerings conducted by the Company. We also paid Paulson Investment Company, LLC, a total of approximately \$2.3 million in cash as fees for its services as placement agent in the offerings pursuant to which the warrants were acquired.
- (6) Individual is an officer, employee, or member of Paulson Investment Company, LLC.

PLAN OF DISTRIBUTION

The selling stockholders, which for this purpose include donees, pledgees, transferees, or other successors-in-interest selling shares of common stock or interests in shares of common stock received after the date of this prospectus from the selling stockholders as a gift, pledge, dividend, distribution, or other transfer, may, from time to time, sell, transfer, or otherwise dispose of any or all of their shares of common stock or interests in shares of common stock on any stock exchange, market, or trading facility on which the shares are traded, or in private transactions. These sales or other dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices.

The selling stockholders may use any one or more of the following methods when selling our shares or interests in our shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which a broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- on any national securities exchange or quotation service on which the shares may be listed or quoted at the time of sale;
- privately negotiated transactions;
- short sales effected after the date the registration statement of which this prospectus is a part is declared effective by the SEC;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- an agreement by a broker-dealer with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted by applicable law.

The selling stockholders may, from time to time, pledge or grant a security interest in some or all of our shares owned by them and, if a selling stockholder defaults in the performance of its secured obligations, the pledgees or secured parties may offer and sell the shares of common stock, from time to time, under this prospectus, or under an amendment or supplement to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act, amending the list of selling stockholders to include the pledgee, transferee, or other successors in interest as selling stockholders under this prospectus. The selling stockholders may also transfer our shares in other circumstances, in which case the transferees, pledgees, or other successors will be the selling beneficial owners for purposes of this prospectus.

In connection with the sale of our common shares or interests therein, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of our shares in the course of hedging the positions they assume. The selling stockholders may also sell shares of our common stock short and deliver these securities to close out their short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such

broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The aggregate proceeds to the selling stockholders from the sale of the common stock offered by them will be the purchase price of the common stock less discounts or commissions, if any. The selling stockholders reserve the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents. We will not receive any of the proceeds from sales of shares by the selling stockholders.

The selling stockholders may also resell all or a portion of the shares in open market transactions in reliance upon Rule 144 under the Securities Act, provided that they meet the criteria and conform to the requirements of that rule, or under Section 4(a)(1) of the Securities Act, if available, rather than by means of this prospectus.

In connection with the sale of shares of common stock covered by this prospectus, broker-dealers may receive commissions or other compensation from the selling stockholders in the form of commissions, discounts, or concessions. Broker-dealers may also receive compensation from purchasers of the shares of common stock for whom they act as agents or to whom they sell as principals or both. Compensation as to a particular broker-dealer may be in excess of customary commissions or in amounts to be negotiated. In connection with any underwritten offering, underwriters may receive compensation in the form of discounts, concessions, or commissions from the selling stockholders or from purchasers of the shares for whom they act as agents. Underwriters may sell the shares of common stock to or through dealers, and such dealers may receive compensation in the form of discounts, concessions, or commissions from the underwriters and/or commissions from the purchasers for whom they may act as agents. Any underwriters, broker-dealers, agents, or other persons acting on behalf of the selling stockholders that participate in the distribution of the shares of common stock may be deemed to be “underwriters” within the meaning of the Securities Act, and any profit on the sale of the shares of common stock by them and any discounts, commissions, or concessions received by any of those underwriters, broker-dealers, agents, or other persons may be deemed to be underwriting discounts and commissions under the Securities Act. The aggregate amount of compensation in the form of underwriting discounts, concessions, commissions, or fees and any profit on the resale of shares by the selling stockholders that may be deemed to be underwriting compensation pursuant to Financial Industry Regulatory Authority, Inc., rules and regulations will not exceed applicable limits.

The selling stockholders and any underwriters, broker-dealers, or agents that participate in the sale of the common stock or interests therein may be “underwriters” within the meaning of Section 2(a)(11) of the Securities Act. Any discounts, commissions, concessions, or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. A selling stockholder who is an “underwriter” within the meaning of Section 2(a)(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act and may be subject to certain statutory liabilities, including but not limited to, Sections 11, 12, and 17 of the Securities Act and Rule 10b-5 under the Exchange Act.

To the extent required, the shares of our common stock to be sold, the name of the selling stockholder, the respective purchase prices and public offering prices, the names of any agent, dealer, or underwriter, and any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

To comply with the securities laws of some states, if applicable, the common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the common stock may not be sold unless it has been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

We have advised the selling stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their affiliates. In addition, to the extent applicable, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the

shares against certain liabilities, including liabilities arising under the Securities Act. All of the foregoing may affect the marketability of the common stock and the ability of any person or entity to engage in market-making activities with respect to our common stock.

We will pay all expenses of the registration of the common stock for resale by the selling stockholders, including, without limitation, filing fees and expenses of compliance with state securities or “blue sky” laws; provided, however, the selling stockholders will pay all underwriting discounts and selling commissions, if any, and any related legal expenses incurred by them.

DETERMINATION OF OFFERING PRICE

The prices at which the shares of common stock covered by this prospectus may actually be sold will be determined by the prevailing public market price for shares of common stock, by negotiations between the selling stockholders and buyers of our common stock in private transactions or as otherwise described in “Plan of Distribution.”

LEGAL MATTERS

The validity of the securities offered hereby will be passed upon for us by Miller Nash LLP. If the validity of the securities offered hereby in connection with offerings made pursuant to this prospectus are passed upon by counsel for the underwriters, dealers, or agents, if any, such counsel will be named in the prospectus supplement relating to such offering.

EXPERTS

The consolidated financial statements for the fiscal year ended May 31, 2025 and 2026, incorporated in this prospectus by reference from our 2026 Form 10-K, have been audited by CBIZ CPAs P.C., an independent registered public accounting firm. Their report relating to the consolidated financial statements of CytoDyn Inc. contains one explanatory paragraph regarding substantial doubt as to CytoDyn Inc.’s ability to continue as a going concern. The report is incorporated herein by reference. Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus is part of the Registration Statement. This prospectus does not contain all of the information in the Registration Statement, including the exhibits filed with or incorporated by reference into the Registration Statement. The Registration Statement, its exhibits, and the documents incorporated by reference into this prospectus and their exhibits, all contain information that is material to the offering of the securities hereby. Whenever a reference is made in this prospectus to any of our contracts or other documents, the reference may not be complete. You should refer to the exhibits that are a part of the Registration Statement in order to review a copy of the contract or documents. The Registration Statement and the exhibits are available through the SEC’s EDGAR website.

We file annual, quarterly, and current reports, proxy statements, and other information with the SEC. Our SEC filings are available to the public over the internet at the SEC’s website at www.sec.gov and on our website at www.cytodyn.com. The information found on, or that can be accessed from or that is hyperlinked to, our website is not part of this prospectus or any applicable prospectus supplement.

We will provide you without charge, upon your oral or written request, with a copy of any or all reports, proxy statements, and other documents we file with the SEC, as well as any or all of the documents incorporated by reference

in this prospectus or the Registration Statement (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into such documents). Requests for such copies should be directed to:

CytoDyn Inc.
Attn: Secretary
1111 Main Street, Suite 660
Vancouver, Washington 98660
(360) 980-8524

You should rely only on the information in this prospectus and the additional information described above and under the heading “Incorporation of Certain Information by Reference” below. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely upon it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus was accurate only on the date of the front cover of this prospectus. Our business, financial condition, results of operations, and prospects may have changed since that date.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to “incorporate by reference” information that we file with it into this prospectus, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. The information incorporated by reference is considered to be a part of this prospectus, and information that we file later with the SEC will automatically update and supersede information contained in this prospectus and any accompanying prospectus supplement.

We incorporate by reference the documents listed below that we have previously filed with the SEC:

- Our Annual Report on Form 10-K for the fiscal year ended [May 31, 2026](#) filed with the SEC on August 31, 2026;
- The description of our common stock contained in [Exhibit 4.1](#) to our Registration Statement on Form 10-K filed on August 31, 2026.

All reports and other documents that we file with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date of the initial Registration Statement and prior to effectiveness of the Registration Statement and after the date of this prospectus but before the termination of the offering of the securities hereunder will also be considered to be incorporated by reference into this prospectus from the date of the filing of these reports and documents, and will supersede the information herein; provided, however, that all reports, exhibits, and other information that we “furnish” to the SEC will not be considered incorporated by reference into this prospectus. We undertake to provide without charge to each person (including any beneficial owner) who receives a copy of this prospectus, upon written or oral request, a copy of all of the preceding documents that are incorporated by reference (other than exhibits, unless the exhibits are specifically incorporated by reference into these documents). You may request a copy of these materials in the manner set forth under the heading “Where You Can Find More Information,” above.

794,972,289 Shares of Common Stock



PROSPECTUS

, 2026

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth the costs and expenses payable in connection with the sale and distribution of the securities being registered. All amounts are estimates except the SEC registration fee.

SEC Registration Fee	\$ 26,268.82*
Legal Fees and Expenses	12,000.00*
Accounting Fees and Expenses	6,000.00*
Printing	1,000.00*
Total	\$ 45,268.82 *

* Estimated.

Item 15. Indemnification of Directors and Officers

Section 145 of the DGCL authorizes a corporation to indemnify its directors, officers, employees, and agents against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement reasonably incurred, provided they act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful, although in the case of proceedings brought by or on behalf of the corporation, such indemnification is limited to expenses and is not permitted if the individual is adjudged liable to the corporation (unless the Delaware Court of Chancery or the court in which such proceeding was brought determines otherwise in accordance with the DGCL).

Section 102 of the DGCL authorizes a corporation to limit or eliminate its directors' liability to the corporation or its stockholders for monetary damages for breaches of fiduciary duties, other than for (1) breaches of the duty of loyalty, (2) acts or omissions not in good faith or that involve intentional misconduct or knowing violations of law, (3) unlawful payments of dividends, stock purchases, or redemptions or (4) transactions from which a director derives an improper personal benefit.

The registrant's certificate of incorporation and by-laws contain provisions protecting its directors and officers to the fullest extent permitted by Sections 102 and 145 of the DGCL.

Section 145 of the DGCL also authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against certain liabilities asserted against and incurred by such person in any such capacity or arising out of such person's status as such. The registrant maintains liability insurance covering its directors and officers for claims asserted against them or incurred by them in such capacity.

The registrant has entered into agreements to indemnify its directors and officers to the maximum extent allowed under Delaware law. These agreements, among other things, indemnify the registrant's directors and officers for certain expenses (including attorneys' fees), judgments, fines, and settlement amounts reasonably incurred by such person in any action or proceeding, including any action by or in the registrant's right, on account of any services undertaken by such person on behalf of the registrant or that person's status as a member of the registrant's board of directors.

The registrant also maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his capacity as such.

Item 16. Exhibits

The Index to Exhibits listing the exhibits required by Item 601 of Regulation S-K is located on the page immediately preceding the signature page to this registration statement.

Item 17. Undertakings

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933,
 - (b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement,
 - (c) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (1)(a), (1)(b) and (1)(c) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
 - (a) If the registrant is relying on Rule 430B:
 - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the

registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

- (b) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be a part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
- (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the registrant undertakes that in a primary offering of securities of the registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (a) Any preliminary prospectus or prospectus of the registrant relating to the offering required to be filed pursuant to Rule 424;
 - (b) Any free writing prospectus relating to the offering prepared by or on behalf of the registrant or used or referred to by the registrant;
 - (c) The portion of any other free writing prospectus relating to the offering containing material information about registrant or its securities provided by or on behalf of the registrant; and
 - (d) Any other communication that is an offer in the offering made by a registrant to the purchaser.
- (6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the forgoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Certificate of Incorporation of CytoDyn Inc., as amended through November 21, 2025 (incorporated by reference to Exhibit 3.1 to our Post-effective Amendment to Form S-1 filed with the SEC on December 10, 2025).
3.2	Amended and Restated By-Laws of CytoDyn Inc. (incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K12G3 filed with the SEC on November 19, 2018).
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K12G3 filed September 1, 2015).
5.1*	Opinion of Miller Nash LLP.
23.1*	Consent of CBIZ, CPAs, P.C.
23.2*	Consent of Miller Nash LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page).
107*	Filing Fee Table.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, State of Washington, as of September 25, 2026.

CYTODYN INC.

By: /s/ Jacob P. Lalezari
Jacob P. Lalezari, M.D.
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jacob P. Lalezari and Tyler Blok, or each of them, as his or her true and lawful attorney-in-fact and agent for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that said attorney-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
<u>/s/ Jacob P. Lalezari</u> Jacob P. Lalezari, M.D.	Chief Executive Officer (Principal Executive Officer)	September 25, 2026
<u>/s/ Robert E. Hoffman</u> Robert E. Hoffman	Chief Financial Officer (Principal Financial and Accounting Officer)	September 25, 2026
<u>/s/ Tanya Durkee Urbach</u> Tanya Durkee Urbach	Director	September 25, 2026
<u>/s/ Lishomwa C. Ndhlovu</u> Lishomwa C. Ndhlovu, M.D., Ph.D.	Director	September 25, 2026
<u>/s/ Karen J. Brunke</u> Karen J. Brunke, Ph.D.	Director	September 25, 2026
<u>/s/ Ryan M. Dunlap</u> Ryan M. Dunlap	Director	September 25, 2026
<u>/s/ Stephen M. Simes</u> Stephen M. Simes	Director	September 25, 2026

September 25, 2026

CytoDyn Inc.
1111 Main Street, Suite 600
Vancouver, Washington 98660

Ladies and Gentlemen:

We have acted as counsel to CytoDyn Inc. (the “Company”), a Delaware corporation, in connection with a Registration Statement on Form S-3 (the “Registration Statement”) to be filed by the Company under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement relates to the offer and sale by the selling stockholders identified therein, or their assigns (together, the “Selling Stockholders”), of up to 794,972,289 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), of which (i) 410,046,456 shares were issued previously and (ii) 384,925,833 shares may be issued upon the exercise of warrants held by certain of the Selling Stockholders (collectively, the “Warrants”). The shares of Common Stock previously issued to the Selling Stockholders, together with the shares of Common Stock issuable upon exercise of the Warrants at any time hereafter, are collectively referred to herein as the “Shares.”

In connection with rendering this opinion, we have examined and relied as to matters of fact upon such certificates of public officials, certificates or copies certified to our satisfaction of the Amended and Restated Certificate of Incorporation, as amended, and the Amended and Restated By-laws of the Company, in each case as in effect on the date hereof, proceedings of the Board of Directors of the Company, and other corporate records, documents, certificates, and instruments as we have deemed necessary or appropriate in order to enable us to render the opinion expressed below. We have also assumed the genuineness of all signatures on all documents examined by us, the authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies, and we have relied as to matters of fact upon statements and certifications of officers of the Company.

Based on the foregoing, we are of the opinion that all the Shares have been duly authorized, the 410,046,456 Shares that are issued and outstanding are validly issued, fully paid, and non-assessable and, with respect to the 384,925,833 Shares issuable upon exercise of the Warrants, when such Shares have been issued upon exercise of the Warrants in accordance with the

1140 SW Washington St, Ste 700 | Portland, OR 97205

terms of the Warrants and following receipt of such consideration as is provided for therein, such Shares will be validly issued, fully paid and non-assessable.

Our opinion herein is expressed solely with respect to the federal laws of the United States and the laws of the State of Delaware. Our opinion is based on these laws as in effect on the date hereof. We are not rendering any opinion as to compliance with any federal or state law, rule, or regulation relating to securities, or to the offer, sale, or issuance of securities.

We hereby consent to the filing of this opinion as an exhibit to the aforesaid Registration Statement on Form S-3 and to the use of our name under the caption "Legal Matters" in the Prospectus filed as a part thereof. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ MILLER NASH LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated August 31, 2026 with respect to the financial statements of CytoDyn Inc. for the year ended May 31, 2026 included in the Annual Report on Form 10-K. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ CBIZ CPAs P.C.

Hartford, Connecticut
September 25, 2026

Calculation of Filing Fee Tables

S-3

CytoDyn Inc.

Table 1: Newly Registered and Carry Forward Securities

☐Not Applicable

		Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities													
Fees to be Paid	1	Equity	Common Stock, \$0.001 par value per share	457(a)	410,046,456	\$ 0.2125	87,134,871.90	\$ 0.0001381	\$ 12,033.33				
Fees to be Paid	2	Equity	Common Stock, \$0.001 par value per share	Other	40,750,704	\$ 0.2125	\$ 8,659,524.60	0.0001381	\$ 1,195.88				
Fees to be Paid	3	Equity	Common Stock, \$0.001 par value per share	Other	31,000,000	\$ 0.2125	\$ 6,587,500.00	0.0001381	\$ 909.73				
Fees to be Paid	4	Equity	Common Stock, \$0.001 par value per share	Other	11,925,625	\$ 0.2125	\$ 2,534,195.31	0.0001381	\$ 349.97				
Fees to be Paid	5	Equity	Common Stock, \$0.001 par value per share	Other	44,524,027	\$ 0.2125	\$ 9,461,355.74	0.0001381	\$ 1,306.61				
Fees to be Paid	6	Equity	Common Stock, \$0.001 par value per share	Other	13,070,363	\$ 0.2153	\$ 2,814,049.15	0.0001381	\$ 388.62				
Fees to be Paid	7	Equity	Common Stock, \$0.001 par value per share	Other	77,603,566	\$ 0.25	19,400,891.50	\$ 0.0001381	\$ 2,679.26				
Fees to be Paid	8	Equity	Common Stock, \$0.001 par value per share	Other	81,748,176	\$ 0.26	21,254,525.76	\$ 0.0001381	\$ 2,935.25				
Fees to be Paid	9	Equity	Common Stock, \$0.001	Other	45,289,326	\$ 0.306	13,858,533.76	\$ 0.0001381	\$ 1,913.86				

			par value per share									
Fees to be Paid	10	Equity	Common Stock, \$0.001 par value per share	Other	350,000	\$ 0.35	\$ 122,500.00	0.0001381	\$ 16.92			
Fees to be Paid	11	Equity	Common Stock, \$0.001 par value per share	Other	7,000,000	\$ 0.37	\$ 2,590,000.00	0.0001381	\$ 357.68			
Fees to be Paid	12	Equity	Common Stock, \$0.001 par value per share	Other	680,000	\$ 0.45	\$ 306,000.00	0.0001381	\$ 42.26			
Fees to be Paid	13	Equity	Common Stock, \$0.001 par value per share	Other	30,984,046	\$ 0.50	15,492,023.00	\$ 0.0001381	\$ 2,139.45			
Fees Previously Paid												
Carry Forward Securities												
Carry Forward Securities												
Total Offering Amounts:							\$		\$ 26,268.82			
							190,215,970.72					
Total Fees Previously Paid:									\$ 0.00			
Total Fee Offsets:									\$ 0.00			
Net Fee Due:									\$ 26,268.82			

Offering Note

1

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 410,046,456 shares of the Registrant's common stock beneficially owned by certain selling stockholders. These shares are being registered for resale on this Registration Statement on Form S-3.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low reported trading prices of the Registrant's common stock as reported on the OTCQB of OTC Markets Group, Inc. on September 24, 2026.

2

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 40,750,704 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.09387 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low reported trading prices of the Registrant's common stock as reported on the OTCQB of OTC Markets Group, Inc. on September 24, 2026.

3

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 31,000,000 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.10 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low reported trading prices of the Registrant's common stock as reported on the OTCQB of OTC Markets Group, Inc. on September 24, 2026.

4

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 11,925,625 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.20889 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low reported trading prices of the Registrant's common stock as reported on the OTCQB of OTC Markets Group, Inc. on September 24, 2026.

5

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 44,524,027 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.21 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low reported trading prices of the Registrant's common stock as reported on the OTCQB of OTC Markets Group, Inc. on September 24, 2026.

6

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 13,070,363 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.2153 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

7

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 77,603,566 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.25 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

8

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 81,748,176 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.26 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

9

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 45,289,326 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.306 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

10

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 350,000 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is

exercisable for one share of the Registrant's common stock at a price of \$0.35 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

11

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 7,000,000 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.37 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

12

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 680,000 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.45 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

13

Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement covers an indeterminate number of shares that may be issued upon any stock split, stock dividend, recapitalization, or other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock, as applicable.

Consists of 30,984,046 shares of the Registrant's common stock issuable upon the exercise of common stock warrants. Each such warrant currently is exercisable for one share of the Registrant's common stock at a price of \$0.50 per share. These shares are being registered for issuance on this Registration Statement on Form S-3.

Offering price per unit based on the exercise price of the warrants pursuant to Rule 457(g).

Table 2: Fee Offset Claims and Sources

☒ Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rules 457(b) and 0-11(a)(2)												
Fee Offset Claims												
Fee Offset Sources												
Rule 457(p)												
Fee Offset Claims												
Fee Offset Sources												

Table 3: Combined Prospectuses

☒ Not Applicable

	Security Type	Security Class Title	Amount of Securities Previously Registered	Maximum Aggregate Offering Price of Securities Previously Registered	Form Type	File Number	Initial Effective Date
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