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

# FORM 10-Q

(Mark One)

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

For the quarterly period ended **September 30, 2026**

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **000-54208**

# BioCorRx Inc.

(Exact name of registrant as specified in its charter)

| **Nevada** | **90-0967447** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |
| **2390 East Orangewood Avenue, Suite 570 Anaheim, CA** | **92806** |
| (Address of principal executive offices) | (Zip Code) |

**(714) 462-4880**
(Registrant's telephone number, including area code)

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

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| N/A | N/A | N/A |

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See 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 13(a) of the Exchange Act. ☐

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

As of November 16, 2026, there were30,643,140 shares of registrant's common stock outstanding.

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This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Quarterly Report on Form 10-Q other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Unless expressly indicated or the context requires otherwise, the terms "BioCorRx," "Company," "we," "us," and "our" in this document refer to BioCorRx Inc., a Nevada corporation, and, where appropriate, its wholly owned subsidiaries.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BIOCORRX INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

| | September 30, 2026 (unaudited) | December 31, 2025 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash | $ 18,233 | $ 139,360 |
| Accounts receivable, net | - | 253,459 |
| Grant receivable | 96,468 | 52,026 |
| Inventory | 164,118 | 143,425 |
| Prepaid expenses | 249,921 | 226,198 |
| Total current assets | 528,740 | 814,468 |
| Property and equipment, net | - | 4,062 |
| Right to use assets | 126,918 | 159,128 |
| Other assets: | | |
| Intangible assets, net | 532,645 | 564,460 |
| Goodwill | 563,158 | 563,158 |
| Deposits, long term | 41,936 | 41,936 |
| Total other assets | 1,137,739 | 1,169,554 |
| Total assets | $ 1,793,397 | $ 2,147,212 |
| LIABILITIES AND DEFICIT | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses, including related party payables of $1,537,785 and $1,271,685, respectively | $ 7,033,323 | $ 6,362,728 |
| Lease liability, short term | 46,055 | 43,382 |
| Notes payable, net of debt discount of $0 | 1,254,384 | 1,222,730 |
| Notes payable, related parties, net of debt discount of $0 | 847,763 | 677,359 |
| Total current liabilities | 9,181,525 | 8,306,199 |
| Long term liabilities: | | |
| Economic Injury Disaster loan, long term | 68,381 | 69,537 |
| Upfront purchase price liability | - | 42,503 |
| Royalty liability | 349,366 | 359,378 |
| Royalty obligation, net of discount of $3,585,600 and $3,941,262, related parties | 5,136,500 | 4,780,838 |
| Lease liability, long term | 80,863 | 115,745 |
| Total liabilities | 14,816,635 | 13,674,200 |
| Commitments and contingencies | | |
| Deficit: | | |
| Preferred stock, no par value, 600,000 authorized | | |
| Series A convertible preferred stock, no par value; 80,000 designated; 80,000 shares issued and outstanding as of September 30, 2026 and December 31, 2025 | 16,000 | 16,000 |
| Series B convertible preferred stock, no par value; 160,000 designated; 160,000 shares issued and outstanding as of September 30, 2026 and December 31, 2025 | 5,616 | 5,616 |
| Common stock, $0.001 par value; 750,000,000 shares authorized, 30,524,083 and 24,489,311 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively | 30,523 | 24,489 |
| Common stock subscribed | 100,000 | 100,000 |
| Additional paid in capital | 76,441,976 | 75,279,624 |
| Accumulated deficit | (89,357,032) | (86,649,288) |
| Total deficit attributable to BioCorRx Inc. | (12,762,917) | (11,223,559) |
| Non-controlling interest | (260,321) | (303,429) |
| Total deficit | (13,023,238) | (11,526,988) |
| Total liabilities and deficit | $ 1,793,397 | $ 2,147,212 |

See the accompanying notes to the unaudited condensed consolidated financial statements

BIOCORRX INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2026 | 2025 | 2026 | 2025 |
| Revenues, net | $ (40,348) | $ 213,910 | $ 126,690 | $ 527,047 |
| Operating expenses: | | | | |
| Cost of goods sold | 2,625 | - | 172,776 | - |
| Research and development | 746,064 | 1,004,661 | 1,810,781 | 1,463,440 |
| Selling, general and administrative | 601,248 | 902,594 | 2,078,753 | 3,011,998 |
| Impairment of intellectual property | - | - | 6,374 | - |
| Depreciation and amortization | 8,474 | 71,987 | 29,503 | 168,807 |
| Total operating expenses | 1,358,411 | 1,979,242 | 4,098,187 | 4,644,245 |
| Loss from operations | (1,398,759) | (1,765,332) | (3,971,497) | (4,117,198) |
| Other income (expenses): | | | | |
| Interest expense - related parties | (143,231) | (167,520) | (417,276) | (492,019) |
| Interest expense, net | (37,377) | (60,495) | (98,466) | (184,664) |
| Loss on settlement of debt | - | - | (147,000) | (187,514) |
| Grant income | 768,674 | 1,305,349 | 1,810,748 | 1,873,598 |
| Change in fair value of upfront purchase price liability | - | (1,785) | - | (6,679) |
| Change in fair value of royalty liability | - | (180,257) | - | (148,933) |
| Other miscellaneous income | 20 | 58,708 | 20 | 223,037 |
| Total other income | 588,086 | 954,000 | 1,148,026 | 1,076,826 |
| Loss before provision for income taxes | (810,673) | (811,332) | (2,823,471) | (3,040,372) |
| Income taxes | - | - | - | - |
| Net loss | (810,673) | (811,332) | (2,823,471) | (3,040,372) |
| Non-controlling interest | 13,539 | (35,759) | 115,727 | 118,456 |
| Net loss attributable to BioCorRx Inc. | (797,134) | (847,091) | $ (2,707,744) | $ (2,921,916) |
| Net loss per common share, basic and diluted | (0.03) | (0.05) | $ (0.10) | $ (0.17) |
| Weighted average number of common shares outstanding, basic and diluted | 30,100,460 | 18,559,428 | 28,323,034 | 16,901,306 |

See the accompanying notes to the unaudited condensed consolidated financial statements

BIOCORRX INC.
CONDENSED CONSOLIDATED STATEMENT OF DEFICIT
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2026 (UNAUDITED)

| | Series A Convertible Preferred stock | | Series B Convertible Preferred stock | | Common stock | | Common stock Subscribed | Additional Paid in Capital | Accumulated Deficit | Non-Controlling Interest | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | | | | | |
| Balance, December 31, 2025 | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 24,489,311 | $ 24,489 | $ 100,000 | $ 75,279,624 | $ (86,649,288) | $ (303,429) | $ (11,526,988) |
| Common stock issued for services rendered | - | - | - | - | 289,171 | 289 | - | 108,086 | - | - | 108,375 |
| Common stock issued in connection with subscription agreement | - | - | - | - | 1,470,588 | 1,471 | - | 498,529 | - | - | 500,000 |
| Common stock issued in connection with conversion of promissory notes | - | - | - | - | 294,118 | 294 | - | 99,706 | - | - | 100,000 |
| Common stock issued in connection with acquisition of non-controlling interest | - | - | - | - | 2,263,371 | 2,263 | - | (161,098) | - | 158,835 | - |
| Common stock issued in connection with issuance of promissory notes | - | - | - | - | 100,000 | 100 | - | 39,900 | - | - | 40,000 |
| Imputed interest for related party advances | - | - | - | - | - | - | - | 15,236 | - | - | 15,236 |
| Net loss | - | - | - | - | - | - | - | - | (945,836) | (65,256) | (1,011,092) |
| Balance, March 31, 2026 (unaudited) | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 28,906,559 | $ 28,906 | $ 100,000 | $ 75,879,983 | $ (87,595,124) | $ (209,850) | $ (11,774,469) |
| Common stock issued for services rendered | - | - | - | - | 334,947 | 335 | - | 122,111 | - | - | 122,446 |
| Common stock issued in connection with subscription agreement | - | - | - | - | 375,000 | 375 | - | 149,625 | - | - | 150,000 |
| Common stock issued in connection with issuance of promissory notes | - | - | - | - | 50,000 | 50 | - | 16,950 | - | - | 17,000 |
| Imputed interest for related party advances | - | - | - | - | - | - | - | 15,111 | - | - | 15,111 |
| Net loss | - | - | - | - | - | - | - | - | (964,774) | (36,932) | (1,001,706) |
| Balance, June 30, 2026 (unaudited) | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 29,666,506 | $ 29,666 | $ 100,000 | $ 76,183,780 | $ (88,559,898) | $ (246,782) | $ (12,471,618) |
| Common stock issued for services rendered | - | - | - | - | 521,254 | 521 | - | 122,062 | - | - | 122,583 |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Common stock issued in connection with conversion of promissory notes | - | - | - | - | 336,323 | 336 | - | 119,664 | - | - | 120,000 |
| Imputed interest for related party advances | - | - | - | - | - | - | - | 16,470 | - | - | 16,470 |
| Net loss | - | - | - | - | - | - | - | - | (797,134) | (13,539) | (810,673) |
| Balance, September 30, 2026 (unaudited) | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 30,524,083 | $ 30,523 | $ 100,000 | $ 76,441,976 | $ (89,357,032) | $ (260,321) | $ (13,023,238) |

See the accompanying notes to the unaudited condensed consolidated financial statements

BIOCORRX INC.
CONDENSED CONSOLIDATED STATEMENT OF DEFICIT
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 (UNAUDITED)

| | Series A Convertible Preferred stock | | Series B Convertible Preferred stock | | Common stock | | Common stock Subscribed | Subscription Receivable | Additional Paid in Capital | Accumulated Deficit | Non-Controlling Interest | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | | | | | | |
| Balance, December 31, 2024 (unaudited) | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 13,299,349 | $ 13,299 | $ 100,000 | $ - | $ 70,953,807 | $ (83,209,142) | $ (234,812) | $ (12,355,232) |
| Common stock issued for services rendered | - | - | - | - | 300,180 | 300 | - | - | 115,858 | - | - | 116,158 |
| Common stock issued in connection with issuance of promissory notes | - | - | - | - | 104,500 | 105 | - | - | 36,695 | - | - | 36,800 |
| Common stock issued in connection with conversion of promissory notes and accounts payable | - | - | - | - | 2,459,473 | 2,460 | - | - | 962,540 | - | - | 965,000 |
| Common stock issued in connection with exercise of warrants | - | - | - | - | 234,482 | 234 | - | - | (234) | - | - | - |
| Common stock issued in connection with APA (Note 4) | - | - | - | - | 500,000 | 500 | - | - | 153,000 | - | - | 153,500 |
| Warrants issued in connection with APA (Note 4) | - | - | - | - | - | - | - | - | 89,770 | - | - | 89,770 |
| Share-based compensation | - | - | - | - | - | - | - | - | 35,099 | - | - | 35,099 |
| Imputed interest for related party advances | - | - | - | - | - | - | - | - | 9,094 | - | - | 9,094 |
| Net loss | - | - | - | - | - | - | - | - | - | (841,407) | (10,357) | (851,764) |
| Balance, March 31, 2025 (unaudited) | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 16,897,984 | $ 16,898 | $ 100,000 | $ - | $ 72,355,629 | $ (84,050,549) | $ (245,169) | $ (11,801,575) |
| Common stock issued for services rendered | - | - | - | - | 383,902 | 384 | - | - | 124,803 | - | - | 125,187 |
| Share-based compensation | - | - | - | - | - | - | - | - | 30,715 | - | - | 30,715 |
| Imputed interest for related party advances | - | - | - | - | - | - | - | - | 9,720 | - | - | 9,720 |
| Net loss | - | - | - | - | - | - | - | - | - | (1,233,418) | (143,858) | (1,377,276) |
| Balance, June 30, 2025 (unaudited) | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 17,281,886 | $ 17,282 | $ 100,000 | $ - | $ 72,520,867 | $ (85,283,967) | $ (389,027) | $ (13,013,229) |
| Common stock issued for services rendered | - | - | - | - | 323,632 | 323 | - | - | 119,302 | - | - | 119,625 |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Common stock issued in connection with subscription agreement | - | - | - | - | 2,000,000 | 2,000 | - | (35,000) | 698,000 | - | - | 665,000 |
| Common stock issued in connection with conversion of promissory notes and accounts payable | - | - | - | - | 582,511 | 583 | - | - | 211,917 | - | - | 212,500 |
| Share-based compensation | - | - | - | - | - | - | - | - | 16,060 | - | - | 16,060 |
| Imputed interest for related party advances | - | - | - | - | - | - | - | - | 9,253 | - | - | 9,253 |
| Net loss | - | - | - | - | - | - | - | - | - | (847,091) | 35,759 | (811,332) |
| Balance, September 30, 2025 (unaudited) | 80,000 | $ 16,000 | 160,000 | $ 5,616 | 20,188,029 | $ 20,188 | $ 100,000 | $ (35,000) | $ 73,575,399 | $ (86,131,058) | $ (353,268) | $ (12,802,123) |

See the accompanying notes to the unaudited condensed consolidated financial statements

BIOCORRX INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

| | Nine Months ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | $ (2,823,471) | $ (3,040,372) |
| Adjustments to reconcile net loss to cash flows used in operating activities: | | |
| Depreciation and amortization | 29,503 | 168,807 |
| Amortization of discount on royalty obligation | 355,662 | 355,662 |
| Amortization of debt discount | - | 53,861 |
| Impairment of intellectual property | 6,374 | - |
| Amortization of right-of-use asset | 32,210 | 29,741 |
| Loss on settlement of debt | 147,000 | 187,514 |
| Inventory write-down | 136,253 | - |
| Change in fair value of upfront purchase price liability | - | 6,679 |
| Change in fair value of royalty liability | - | 148,933 |
| Stock based compensation | 353,404 | 442,844 |
| Imputed interest for related party advances | 46,817 | 28,067 |
| | | |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 253,459 | (159,442) |
| Grant receivable | (44,442) | (761,515) |
| Inventory | (156,946) | (21,770) |
| Prepaid expenses | (23,723) | (33,201) |
| Accounts payable and accrued expenses | 719,749 | 1,537,794 |
| Royalty liability | (10,012) | - |
| Upfront purchase price liability | (42,503) | (313,680) |
| Lease liability | (32,209) | (29,741) |
| Net cash used in operating activities | (1,052,875) | (1,399,819) |
| | | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from common stock subscription and royalty agreement | 650,000 | 665,000 |
| Payment to Economic Injury Disaster loan | (1,156) | (1,226) |
| Payment of notes payable – related party | (14,500) | (12,000) |
| Payment of notes payable | (107,500) | - |
| Proceeds from notes payable – related party | 404,904 | 947,700 |
| Net cash provided by financing activities | 931,748 | 1,599,474 |
| | | |
| Net (decrease) increase in cash | (121,127) | 199,655 |
| Cash, beginning of period | 139,360 | 88,033 |
| | | |
| Cash, end of period | $ 18,233 | $ 287,688 |
| | | |
| Supplemental disclosures of cash flow information: | | |
| Interest paid | $ 2,111 | $ 2,041 |
| Taxes paid | $ - | $ - |
| Common stock issued in connection with conversion of promissory notes and accounts payable | $ - | $ 1,177,500 |
| Common stock issued in connection with conversion of related party promissory note | $ 220,000 | $ - |
| Common stock issued in connection with APA (Note 4) | $ - | $ 153,500 |
| Warrants issued in connection with APA (Note 4) | $ - | $ 89,770 |
| Conversion of accrued interests to principal of promissory notes | $ 49,154 | $ - |
| Common stock issued in connection with issuance of promissory notes | $ 57,000 | $ 36,800 |

See the accompanying notes to the unaudited condensed consolidated financial statements

BIOCORRX INC .
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2026
(UNAUDITED)

NOTE 1 - BUSINESS

BioCorRx Inc., through its subsidiaries, develops and provides innovative treatment programs for substance abuse and related disorders. The BioCorRx ® Recovery Program is a non-addictive, medication-assisted treatment (MAT) program for substance abuse that includes peer recovery support. The UnCraveRx™ Weight Loss Management Program is a medically assisted weight management program that is combined with a virtual platform application. The full program officially launched October 1, 2019. The Company's majority owned subsidiary BioCorRx Pharmaceuticals Inc. is also engaged in the research and development of sustained release naltrexone products for the treatment of addiction and other possible disorders. Specifically, the Company is developing an injectable (BICX101) and implantable naltrexone with the goal of future regulatory approval with the Food and Drug Administration. On May 7, 2021, the FDA cleared the Company's Investigational New Drug Application (IND) for its implantable naltrexone (BICX104) candidate. On October 31, 2020, the Company entered into a written management services agreement with Joseph DeSanto MD, Inc. ("Medical Corporation") under which the Company provides management and other administrative services to the Medical Corporation. These services include billing, collection of accounts receivable, accounting, management and human resource functions. Pursuant to the management services agreement, a management fee equal to 65% of the Medical Corporation's gross collected monthly revenue. Through this arrangement, the Company is directing the activities that most significantly impact the financial results of the respective Medical Corporation; however, all clinical treatment decisions are made solely by licensed healthcare professionals. The Company has determined that it is the primary beneficiary, and, therefore, has consolidated the Medical Corporation as variable interest entity ("VIE"). The medical corporation: (i) had not yet generated any revenues and (ii) had no significant assets or liabilities since inception through September 30, 2026.

On July 28, 2016, BioCorRx Inc. formed BioCorRx Pharmaceuticals, Inc., a Nevada Corporation, for the purpose of developing certain business lines. In connection with the formation, the sub issued 24.2% ownership to officers of BioCorRx Inc. with the Company retaining 75.8%. In 2018, BioCorRx Pharmaceuticals, Inc. began operating activities (Note 18). On March 26, 2026, BioCorRx Inc. entered into stock exchange agreements with certain related parties, including executive officers and members of the Board of Directors, pursuant to a plan of reorganization. Under these agreements, BioCorRx Inc. acquired an additional 12.15% ownership interest in BioCorRx Pharmaceuticals, Inc. in exchange for an issuance of 2,263,371 shares of common stock.

On March 4, 2025, the Company and its majority owned subsidiary, BioCorRx Pharmaceuticals, Inc. entered into an Asset Purchase Agreement (the "APA") with USWM, LLC (the "Seller"). The Seller does business as US WorldMeds. Pursuant to the APA, BioCorRx Pharmaceuticals, Inc. purchased certain assets and assumed certain liabilities related to LUCEMYRA®, a U.S. Food and Drug Administration (the "FDA") approved prescription medication for opioid withdrawal. Supply and distribution sales are generated from the sales of the LUCEMYRA® products and the distribution license granted to the distributors.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The following (a) condensed consolidated balance sheet as of December 31, 2025, which has been derived from audited financial statements, and (b) the unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2026 are not necessarily indicative of results that may be expected for the year ending December 31, 2026. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2025 included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on March 31, 2026.

Basis of presentation

The consolidated financial statements include the accounts of: (i) BioCorRx Inc. and its wholly owned subsidiary, Fresh Start Private, Inc., (ii) its majority owned subsidiary, BioCorRx Pharmaceuticals, Inc., and (iii) the Medical Corporation ("VIE") (Collectively, "the Company") under which the Company provides management and other administrative services pursuant to the management services agreement in which the Company is the primary beneficiary. All significant intercompany balances and transactions have been eliminated in consolidation.

Revenue Recognition

The Company recognizes revenue in accordance with Financial Accounting Standards Board "FASB" Accounting Standards Codification "ASC" 606. A five-step analysis must be met as outlined in Topic 606: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations, and (v) recognize revenue when (or as) performance obligations are satisfied. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded.

The Company has elected the following practical expedients in applying ASC 606:

- Unsatisfied Performance Obligations - all performance obligations relate to contracts with a duration of less than one year. The Company has elected to apply the optional exemption provided in ASC 606 and therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period.

- Contract Costs - all incremental customer contract acquisition costs are expensed as they are incurred as the amortization period of the asset that the Company otherwise would have recognized is one year or less in duration.

- Significant Financing Component - the Company does not adjust the promised amount of consideration for the effects of a significant financing component as the Company expects, at contract inception, that the period between when the entity transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

- Sales Tax Exclusion from the Transaction Price - the Company excludes from the measurement of the transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by the Company from the customer.

- Shipping and Handling Activities - the Company elected to account for shipping and handling activities as a fulfillment cost rather than as a separate performance obligation.

The Company's net sales are disaggregated by product category. The sales/access fees consist of product sales, which is recognized upon the transfer of promised goods to customers. The project support income is generated from administrative support to Biotechnology research customers, which is recognized upon the transfer of promised services to customers. The distribution rights income consists of the income recognized from the amortization of distribution agreements entered into for its products. The membership/program fees are generated from the Company's UnCraveRx™ Weight Loss Management Program, which is recognized upon the transfer of promised goods to customers.

BioCorRx Pharmaceuticals, Inc. entered into several exclusive and nonexclusive distribution agreements as part of the USWM LLC Asset Purchase Agreement dated March 4, 2025. The distribution arrangements include distribution rights and the Company's supply of product to the counterparty. Under these arrangements, the promised goods and services are not distinct and are accounted for as a single performance obligation, with revenue recognized in accordance with the terms of the applicable arrangement.

The following table presents the Company's net sales by product category for the three months ended September 30, 2026 and 2025:

| | Three Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Sales/access fees | $ - | $ - |
| Supply and distribution sales | (40,348) | 213,910 |
| Net sales | $ (40,348) | $ 213,910 |

The following table presents the Company's net sales by product category for the nine months ended September 30, 2026 and 2025:

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Sales/access fees | $ 1,330 | $ 1,790 |
| Supply and distribution sales | 125,360 | 525,257 |
| Net sales | $ 126,690 | $ 527,047 |

Deferred Revenue-Grant

The Company recognizes grant revenues in the period during which the related research and development costs are incurred. The timing and amount of revenue recognized from reimbursement for research and development costs depends upon the specific terms for the contracted work. Such costs are reviewed for multiple performance obligations which can include amounts related to contracted work performed or as milestones have been achieved.

Use of Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include assumptions used in the fair value of other equity and debt instruments, income taxes, loss contingencies, and research and development costs.

Accounts Receivable

Accounts receivable are recorded at original invoice amount less an allowance for uncollectible accounts that management believes will be adequate to absorb estimated losses on existing balances. Management estimates the allowance based on collectability of accounts receivable and prior bad debt experience. Accounts receivable balances are written off against the allowance upon management's determination that such accounts are uncollectible. Recoveries of accounts receivable previously written off are recorded when received. Management believes that credit risks on accounts receivable will not be material to the financial position of the Company or results of operations. The allowance for doubtful accounts was $0 as of September 30, 2026 and December 31, 2025.

Inventory

Inventories are stated at the lower of cost or net realizable value. The Company periodically evaluates inventory for obsolescence by analyzing market conditions, and provides write-downs or write-offs of inventory when inventory is identified as obsolete. A write-down is recorded to adjust the carrying value of its estimated net realizable value. These write-downs are included in costs of goods sold. Cost is determined using the first-in, first out ("FIFO") method. Inventory includes raw materials, work-in-progress, and finished goods. Cost comprises direct materials, direct labor, and an allocation of manufacturing overhead based on normal production capacity.

Inventories consisted of the following:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Raw materials | $ 7,171 | $ 116,097 |
| Work-In-Process | $ 156,947 | |
| Finished goods | | 27,328 |
| | $ 164,118 | $ 143,425 |

Fair Value of Financial Instruments

The Company calculates the fair value of its assets and liabilities which qualify as financial instruments and includes this additional information in the notes to the consolidated financial statements when the fair value is different than the carrying value of these financial instruments. The estimated fair value of cash, accounts receivable, grant receivable, accounts payable and accrued expenses, and notes payable approximate their carrying amounts due to the relatively short maturity of these instruments. The carrying value of lease liability and royalty obligation also approximates fair value since these instruments bear market rates of interest. None of these instruments are held for trading purposes.

See Note 14 and 15 for stock based compensation and other equity instruments.

Fair Value Measurements

The Company follows the guidance in ASC 820 for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period. The Company also follows ASC 820 for non-financial assets and liabilities that are re-measured and reported at fair value at least annually.

The fair value of the Company's financial assets and liabilities reflects management's estimate of amounts that the Company would have received in connection with the sale of the assets or that the Company would have paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used to value the assets and liabilities:

Level 1: Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Examples of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that market participants would use in pricing the asset or liability.

Business Combinations and Contingent Consideration

Business combinations are accounted for using the acquisition method. The Company allocates the fair value of the purchase price of an acquisition to the assets acquired and liabilities assumed, based on their estimated fair values as of the date of acquisition. The excess of the fair value of the purchase price over the fair values of these net tangible and intangible assets acquired is recorded as goodwill. Acquisition-related expenses are recognized separately from the business combination and expensed as incurred.

Certain business combinations include contingent consideration arrangements, which are generally based on achievement of future financial performance or future events. If it is determined the contingent consideration arrangement is not compensatory, the Company estimates fair value of contingent consideration payments as part of the initial purchase price and records the estimated fair value of contingent consideration as a liability in the condensed consolidated balance sheet. The Company reviews and assesses the estimated fair value of contingent consideration each reporting period, and the updated fair value could differ materially from the initial estimates. Adjustments to estimated fair value related to changes in fair value are reported in the consolidated statements of operations.

Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of net assets acquired. Goodwill is not amortized but tested annually for impairment or when indicators of impairment are present. The test for goodwill impairment involves a qualitative assessment of impairment indicators. If indicators are present, a quantitative test of impairment is performed. Goodwill impairment, if any, is determined by comparing the reporting unit's fair value to its carrying value. An impairment loss is recognized in an amount equal to the excess of the reporting unit's carrying value over its fair value, up to the amount of goodwill allocated to the reporting unit. The Company's policy is to review goodwill for impairment annually unless a triggering event requires an analysis sooner. There was no goodwill impairment for the three and nine months ended September 30, 2026 and 2025.

Segment Information

Accounting Standards Codification subtopic Segment Reporting 280-10 ("ASC 280-10") establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. The information disclosed herein materially represents all of the financial information related to the Company's principal operating segment.

Long-Lived Assets

The Company follows a "primary asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of the assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. No impairments were recognized for the three and nine months ended September 30, 2026 and 2025.

Intangible Assets

Intangible assets with finite lives are amortized over their estimated useful lives. Intangible assets with indefinite lives are not amortized, but are tested for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. No impairment was recognized for the three months ended September 30, 2026 and 2025. $6,374 and $0, respectively, were recognized as impairment of intellectual property for the nine months ended September 30, 2026 and 2025.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the asset's estimated useful life of 5 to 15 years. Expenditures for maintenance and repairs are expensed as incurred. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition is reflected in earnings.

Leases

The Company determines if an arrangement is a lease at inception. Operating lease right-of-use assets ("ROU assets") and short-term and long-term lease liabilities are included on the face of the consolidated balance sheets.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at commencement date over the respective lease term in determining the present value of lease payments. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. The Company has lease agreements with lease and non-lease components, which are accounted for as a single lease component. For lease agreements with terms less than 12 months, the Company has elected the short-term lease measurement and recognition exemption, and it recognizes such lease payments on a straight-line basis over the lease term.

Net (loss) Per Share

The Company accounts for net loss per share in accordance with Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10"), which requires presentation of basic and diluted earnings per share ("EPS") on the face of the statement of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS.

Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during each period. It excludes the dilutive effects of any potentially issuable common shares. The effect of common stock equivalents is anti-dilutive with respect to losses and therefore basic and dilutive is the same.

Diluted net loss per share is calculated by including any potentially dilutive share issuances in the denominator. The following securities are excluded from the calculation of weighted average diluted shares at September 30, 2026 and 2025, respectively, because their inclusion would have been anti-dilutive.

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2026** | **2025** |
| Shares underlying options outstanding | 1,339,075 | 1,562,536 |
| Shares underlying warrants outstanding | 4,316,476 | 3,532,001 |
| Convertible preferred stock outstanding | 240,000 | 240,000 |
| | 5,895,551 | 5,334,537 |

Advertising

The Company follows the policy of charging the costs of advertising to expense as incurred. The Company charged to operations $6,152 and $22,159 as advertising costs for the three months ended September 30, 2026 and 2025, respectively. The Company charged to operations $41,209 and $16,133 as advertising costs for the nine months ended September 30, 2026 and 2025, respectively.

Grant Income

On January 17, 2019, the Company received a Notice of Award from the United States Department of Health and Human Services for a grant from the National Institutes of Health ("NIH") in support of BICX102/BICX104 from the National Institute on Drug Abuse. BICX102 is an implantable pellet of naltrexone that was the original product candidate and BICX104 is another pellet of naltrexone that subsequently became the lead product candidate with minor excipient differences between the BICX102 and BICX104. The grant provides for (i) $2,842,430 in funding during the first year and (ii) $2,831,838 during the second year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. On August 27, 2021, the Company received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse in support of BICX104 UH3DA047925 ("UH3"). The grant provides for $3,453,367 in funding during the third year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. On March 31, 2022, the Company received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse. The grant provides for $99,431 in additional funding during the third year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. Grant payments received prior to the Company's performance of work required by the terms of the research grant are recorded as deferred income and recognized as grant income once work is performed and qualifying costs are incurred.

On March 1, 2024, the Company's subsidiary BioCorRx Pharmaceuticals Inc. was awarded a grant of $11,029,977 from the National Institutes of Health's National Institute on Drug Abuse, ("NIDA"). The grant provides the Company with additional resources for the ongoing research of BICX104 U01DA059994 ("U01"), a sustained release naltrexone implant for the treatment of methamphetamine use disorder. The grant provides for (i) $4,131,123 in funding during the first year, (ii) $3,638,268 during the second-year, and (iii) $3,260,586 during the third-year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. Government grants are agreements that generally provide cost reimbursement for certain types of expenditures in return for research and development activities over a contractually defined period.

Grant receivables were $96,468 and $52,026 as of September 30, 2026 and December 31, 2025, respectively. Deferred revenues related to the grant were $0 as of September 30, 2026 and December 31, 2025. $768,674 and $1,305,349 were recorded as grant income for the three months ended September 30, 2026 and 2025, respectively. $1,810,748 and $1,873,598 were recorded as grant income for the nine months ended September 30, 2026 and 2025, respectively.

Research and development costs

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company incurred research and development expenses of $746,064 and $1,004,661 for the three months ended September 30, 2026 and 2025, respectively. The Company incurred research and development expenses of $1,810,781 and $1,463,440 for the nine months ended September 30, 2026 and 2025, respectively.

Stock Based Compensation

Share-based compensation issued to employees is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period. The Company measures the fair value of the share-based compensation issued to non-employees at the grant date using the stock price observed in the trading market (for stock transactions) or the fair value of the award (for non-stock transactions), which were considered to be more reliably determinable measures of fair value than the value of the services being rendered.

Income Taxes

Deferred income tax assets and liabilities are determined based on the estimated future tax effects of net operating loss and credit carry forwards and temporary differences between the tax basis of assets and liabilities and their respective financial reporting amounts measured at the current enacted tax rates. The Company records an estimated valuation allowance on its deferred income tax assets if it is more likely than not that these deferred income tax assets will not be realized.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. As of September 30, 2026 and December 31, 2025, the Company has not recorded any unrecognized tax benefits.

Variable Interest Entity

The Company evaluates all interests in the VIE for consolidation. When the Company's interests are determined to be variable interests, an assessment is made on whether the Company is deemed to be the primary beneficiary of the VIE. The primary beneficiary of a VIE is required to consolidate the VIE. Accounting Standards Codification ("ASC") 810, Consolidation, defines the primary beneficiary as the party that has both (i) the power to direct the activities of the VIE that most significantly impact its economic performance, and (ii) the obligation to absorb losses and the right to receive benefits from the VIE which could be potentially significant. Variable interests are considered in making this determination. Where both of these factors are present, the Company is deemed to be the primary beneficiary and the Company consolidates the VIE.

Non-Controlling Interest

A non-controlling interest should be allocated its share of net income or loss, and its respective share of each component of other comprehensive income, in accordance with ASC 810-10-45-20. Due to a management fee equal to 65% of the Medical Corporation's gross collected monthly revenue, 65% of the Medical Corporation's earnings was allocated to the Company, and 35% to the non-controlling interest.

75.8% of BioCorRx Pharmaceuticals, Inc.'s earnings was allocated to the Company, and 24.2% to the non-controlling interest prior to March 26, 2026. 88.15% of BioCorRx Pharmaceuticals, Inc.'s earnings was allocated to the Company, and 12.85% to the non-controlling interest post March 26, 2026.

See accounting policy "Variable Interest Entity" for further information.

Royalty Obligations, net

The Company accounted for royalty obligations as debt in accordance with ASC 470-10-25 and derived a debt discount, which is amortized using the straight line method over the expected life of the arrangement, which is 15 years. The Company has no obligation to repay the then outstanding balance if during the expected life of 15 years the treatment is discontinued. In order to record the discount of the liability, the Company fair valued the royalty and the difference between fair value of the royalty obligation and the gross projected future payments was $7,171,200 and was recorded as non-cash interest expense over the life of the liability and offset to additional paid in capital at inception.

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (ASU 2023-09), which requires disclosure of incremental income tax information within the rate reconciliation and expanded disclosures of income taxes paid, among other disclosure requirements. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company's management does not believe the adoption of ASU 2023-09 will have a material impact on its financial statements and disclosures.

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amendments in this ASU require disclosures, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating officer decision maker ("CODM"), as well as the aggregate amount of other segment items included in the reported measure of segment profit or loss. The ASU requires that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. Public entities will be required to provide all annual disclosures currently required by Topic 280 in interim periods, and entities with a single reportable segment are required to provide all the disclosures required by the amendments in this ASU and existing segment disclosures in Topic 280. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted.

There are other various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's financial position, results of operations or cash flows.

NOTE 3 - GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

As of September 30, 2026, the Company had cash of $18,233 and working capital deficit of $8,652,785. During the nine months ended September 30, 2026, the Company used net cash in operating activities of $1,052,875. The Company has incurred net losses since inception. These conditions raise substantial doubt about the Company's ability to continue as a going concern for the next twelve-month period since the date of the financial statements were issued.

The Company's primary source of operating funds since inception has been from proceeds from private placements of convertible and other debt and the sale of common stock. The Company intends to raise additional capital through private placements of debt and equity securities, but there can be no assurance that these funds will be available on terms acceptable to the Company, or will be sufficient to enable the Company to fully complete its development activities or sustain operations. If the Company is unable to raise sufficient additional funds, it will have to develop and implement a plan to further extend payables, reduce overhead, or scale back its current business plan until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful.

On March 1, 2024, the Company's subsidiary BioCorRx Pharmaceuticals Inc. was awarded a grant of $11,029,977 from the National Institutes of Health's National Institute on Drug Abuse, ("NIDA"). The grant provides the Company with additional resources for the ongoing research of BICX104, a sustained release naltrexone implant for the treatment of methamphetamine use disorder. The grant provides for (i) $4,131,123 in funding during the first year, (ii) $3,638,268 during the second-year, and (iii) $3,260,586 during the third-year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. Government grants are agreements that generally provide cost reimbursement for certain types of expenditures in return for research and development activities over a contractually defined period.

During the nine months ended September 30, 2026, the Company issued several promissory notes to related parties and received total proceeds of $104,904. During the nine months ended September 30, 2026, the Company made principal payments of $14,500. The promissory notes bear no interest and are due on demand.

On March 13, 2026, the Company entered into a fifth amendment agreement to a promissory note, which was originally issued to a third party on March 14, 2024. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2026 to September 30, 2026. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.40 per share for a total value of $20,000. During the nine months ended September 30, 2026, the Company made principal payments of $42,500. The balance outstanding as of September 30, 2026 was $273,352.

On March 13, 2026, the Company entered into a sixth amendment agreement to a promissory note, which was originally issued to a third party on November 10, 2023. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2026 to September 30, 2026. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.40 per share for a total value of $20,000. During the nine months ended September 30, 2026, the Company made principal payments of $42,500. The balance outstanding as of September 30, 2026 was $273,352.

On April 2, 2026, the Company entered into a sixth amendment agreement to a promissory note, which was originally issued to a third party on December 8, 2023. In accordance with the amendment, the parties agreed to modify the maturity date of the note from March 31, 2026 to February 1, 2027. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.34 per share for a total value of $17,000. The promissory note bears interest at 5% per annum, and is convertible into common stock of the Company at a conversion price of $0.34 per share. During the nine months ended September 30, 2026, the Company made principal payments of $22,500. The balance outstanding as of September 30, 2026 was $324,950.

On February 15, 2026, Louis C Lucido, the President and a member of the Board of Directors, entered into a Subscription Agreement (the "2026 Q1 Subscription Agreement") to purchase a total of 1,470,588 shares of common stock for a total purchase price of $500,000.

On May 21, 2026, Joseph Galligan, a member of the Board of Directors, entered into a Subscription Agreement (the "2026 Q2 Subscription Agreement") to purchase a total of 375,000 shares of common stock for a total purchase price of $150,000.

On February 15, 2026, the Company issued 294,118 shares of its common stock at $0.34 per share in connection with conversion of the related party promissory note then outstanding of $100,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized.

On July 6, 2026, the Company issued 336,323 shares of its common stock at $0.36 per share in connection with conversion of the related party promissory note then outstanding of $120,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized.

Accordingly, the accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which contemplate continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The consolidated financial statements do not include any adjustment that might result from the outcome of this uncertainty.

NOTE 4 - BUSINESS COMBINATION

On March 4, 2025, the Company and BioCorRx Pharmaceuticals, Inc. entered into the APA with the Seller. The Seller does business as US WorldMeds. Pursuant to the APA, BioCorRx Pharmaceuticals, Inc. purchased certain assets and assumed certain liabilities related to LUCEMYRA®, an FDA approved prescription medication for opioid withdrawal. The upfront purchase price was $400,000 to be paid via Seller's retention, until such amounts equal $400,000 of 50% of the Net Sales (as defined in the APA) of LUCEMYRA® and 50% of the Net Distributable Profits (as defined in the APA) of the generic version of LUCEMYRA®. The Company shall also pay to the Seller a royalty equal to 3% of the Net Sales of LUCEMYRA® and 3% of the Net Distributable Profits of the generic version of LUCEMYRA® on a calendar quarter basis. Royalty payments shall commence on the date of the acquisition and shall continue for a period of 5 years following the date of the acquisition. Additionally, as part of the consideration paid to the Seller for the purchase of the assets, the Company issued 500,000 shares of the Company's common stock at $0.31 per share, and issued a warrant to the Seller for the purchase of 500,000 shares of common stock. The warrant is exercisable for two years and has an exercise price of $1.00 per share.

The following table summarizes the consideration transferred and the amounts of identified assets acquired and liabilities assumed at the date of the acquisition:

| | |
|---|---|
| **Fair value of consideration transferred:** | |
| Upfront purchase price | $ 392,441 |
| Royalty payments | 108,260 |
| Stock consideration | 153,500 |
| Warrant consideration | 89,770 |
| Total | 743,971 |
| | |
| **Recognized amounts of identifiable assets acquired and liabilities assumed:** | |
| Inventories | $ 133,597 |
| Trademarks (included in intangibles) | 249,500 |
| Customer base (included in intangibles) | 336,200 |
| Other payable | (538,484) |
| Total identifiable net assets | $ (180,813) |
| Goodwill | 563,158 |

The Company issued 500,000 shares of common stock that had a total fair value of $153,500 based on the closing market price of $0.31 per share on March 4, 2025, the acquisition date.

The fair value of warrant was estimated by applying the Black-Scholes option pricing model. The Company used the following assumptions:

| | |
|---|---|
| Risk-free interest rate | 3.96% |
| Expected term (years) | 2.00 |
| Expected volatility | 161.00% |
| Expected dividends | 0.00 |

The fair value of the upfront purchase price and royalty payments recognized on the acquisition date of $392,441 and $108,260, respectively, were estimated by applying the income approach. That measure is based on significant Level 3 inputs not observable in the market. Revenues related to the timing of the upfront purchase price payments and royalty payments were based on management's financial projections. The upfront purchase price payments were discounted at the risk-free rate of 4.04%. The royalty payments were risk adjusted and discounted at the required metric risk premium of 24.09%.

The fair value of the identifiable intangible assets acquired include the following:

| | Fair Value | Estimated useful life |
|---|---|---|
| Trademark | $ 249,500 | Indefinite |
| Customer base | 336,200 | 10 |

All finite-lived intangible assets are amortized on a straight-line basis, which approximates the pattern in which the economic benefits of the intangible assets are consumed. Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired and is primarily attributable to intangible assets that do not qualify for separate recognition, including the assembled workforce of the acquired business, and expected synergies at the time of the acquisition.

NOTE 5 - PREPAID EXPENSES

The Company's prepaid expenses consisted of the following at September 30, 2026 and December 31, 2025:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Prepaid insurance | $ 29,920 | $ 18,360 |
| Prepaid subscription services | 203,979 | 207,838 |
| Other prepaid expenses | 16,022 | - |
| | $ 249,921 | $ 226,198 |

NOTE 6 - PROPERTY AND EQUIPMENT

The Company's property and equipment consisted of the following at September 30, 2026 and December 31, 2025:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Office equipment | $ 45,519 | $ 45,519 |
| Computer equipment | 5,544 | 5,544 |
| Manufacturing equipment | 101,200 | 101,200 |
| Leasehold improvement | 42,288 | 42,288 |
| | 194,551 | 194,551 |
| Less accumulated depreciation | (194,551) | (190,489) |
| | $ - | $ 4,062 |

Depreciation expense charged to operations amounted to $0 and $3,398, respectively, for the three months ended September 30, 2026 and 2025. Depreciation expense charged to operations amounted to $4,062 and $11,292, respectively, for the nine months ended September 30, 2026 and 2025.

NOTE 7 - LEASE

*Operating leases*

Prior to 2020, the Company entered into several lease amendments with landlord whereby the Company agreed to lease office space in Anaheim, California. The term of such lease expired on January 31, 2025. The lease had escalating payments from $9,905 per month to $11,018 per month. The Company recorded an aggregate value of right to use assets and lease liability of $500,333.

On April 9, 2024, the Company and its landlord agreed that the Company would move to a larger space within the building that currently houses its principal executive offices. The Company extended the term of its lease for an additional 60 months beginning approximately May 1, 2024 (upon the landlord's completion of the work on the new space). The extended term expires on April 30, 2029. The extended lease has payments of $4,545 per month. The Company recorded right to use assets and lease liability of $225,663.

Lease liability is summarized below:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Total lease liability | $ 126,918 | $ 159,127 |
| Less: short term portion | 46,055 | 43,382 |
| Long term portion | $ 80,863 | $ 115,745 |

Maturity analysis under these lease agreements are as follows:

| | Total |
|---|---|
| 2026 | $ 13,636 |
| 2027 | 54,544 |
| 2028 | 54,544 |
| 2029 | 18,181 |
| Subtotal | 140,905 |
| Less: Present value discount | (13,987) |
| Lease liability | $ 126,918 |

Lease expense for the three months ended September 30, 2026 and 2025 was comprised of the following:

| | Three Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Operating lease expense | $ 13,636 | $ 13,636 |
| | $ 13,636 | $ 13,636 |

Lease expense for the nine months ended September 30, 2026 and 2025 was comprised of the following:

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2026 | 2025 |
| Operating lease expense | $ 40,908 | $ 40,908 |
| | $ 40,908 | $ 40,908 |

During the nine months ended September 30, 2026 and 2025, the Company paid $40,908 lease expense in cash.

Weighted-average remaining lease term and discount rate for operating leases are as follows:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Weighted-average remaining lease term | 2.6 | 3.3 |

NOTE 8 - INTANGIBLE ASSETS

The Company's intangible assets consisted of the following at September 30, 2026 and December 31, 2025:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Patents | $ - | $ 15,200 |
| Trademark | 249,500 | 249,500 |
| Customer base | 336,200 | 336,200 |
| | 585,700 | 600,900 |
| Less accumulated amortization | (53,055) | (36,440) |
| | $ 532,645 | $ 564,460 |

*Patents*

On October 12, 2018 the Company's majority owned subsidiary, BioCorRx Pharmaceuticals Inc. acquired six patent families for sustained delivery platforms for the local delivery of biologic and small molecule drugs for an aggregate purchase price of $15,200. Amortization is computed on straight-line method based on estimated useful lives of 13 years. During the three months ended September 30, 2026 and 2025, the Company recorded amortization expense of $0 and $295, respectively. During the nine months ended September 30, 2026 and 2025, the Company recorded amortization expense of $295 and $884, respectively. During the three months ended September 30, 2026, the Company recorded an impairment of intellectual property of $0. During the nine months ended September 30, 2026, the Company recorded an impairment of intellectual property of $6,374 and derecognized the patents.

*Trademark*

The fair value of trademark acquired in the business combination on March 4, 2025 was $249,500. Trademark is not amortized, but is tested for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. No impairment was recognized for the three and nine months ended September 30, 2026 and 2025.

*Customer base*

The fair value of customer base acquired in the business combination on March 4, 2025 was $336,200. Amortization is computed on straight-line method based on estimated useful lives of 10 years. During the three months ended September 30, 2026 and 2025, the Company recorded amortization expense of $8,474 and $68,294, respectively. During the nine months ended September 30, 2026 and 2025, the Company recorded amortization expense of $25,146 and $156,631, respectively. As of September 30, 2026, the accumulated amortization was $53,055.

The future amortization of the customer base are as follows:

| Year | Amount |
|---|---|
| 2026 | $ 8,474 |
| 2027 | 33,620 |
| 2028 | 33,620 |
| 2029 | 33,620 |
| 2030 and after | 173,811 |
| | $ 283,145 |

NOTE 9 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following as of September 30, 2026 and December 31, 2025:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Accounts payable | $ 4,493,167 | $ 4,028,744 |
| Interest payable on notes payable | 1,471,630 | 1,442,413 |
| Interest payable on notes payable, related parties | 240,219 | 225,423 |
| Deferred insurance | 24,137 | 11,970 |
| Accrual of interest and loss on contingency | - | 138,000 |
| Interest payable on EIDL loan | 5,444 | 5,471 |
| Line of credit | 46,644 | 11,964 |
| Accrual of interest on unpaid upfront purchase price | 3,568 | 3,213 |
| Short-term borrowings | 103,521 | - |
| Accrued expenses | 644,993 | 495,530 |
| | $ 7,033,323 | $ 6,362,728 |

NOTE 10 - NOTES PAYABLE

As of September 30, 2026 and December 31, 2025, the Company had an advance from a third party. The advance bears no interest and is due on demand. The balance outstanding as of September 30, 2026 and December 31, 2025 is $21,480.

On September 9, 2021, the Company issued an unsecured promissory note payable to one third party for $200,000 with principal and interest due June 8, 2022, with a stated interest rate of 25% per annum. The balance outstanding as of September 30, 2026 and December 31, 2025 is $200,000. The interest expense during the three months ended September 30, 2026 and 2025 were $12,602. The interest expense during the nine months ended September 30, 2026 and 2025 were $37,397.

On October 6, 2022, the Company issued an unsecured promissory note payable to a third party for $100,000 with principal and interest due October 6, 2023, with a stated interest rate of 12.5% per annum. The interest rate was increased to 25% on October 7, 2023 due to default. Under the terms of the note the Company shall pay quarterly interest payments of $3,125. As additional consideration for the loan the Company issued 16,500 shares of common stock and valued at $31,350, which was recognized as debt discount. The debt discount had been fully amortized as interest expense as of October 6, 2023. The balance outstanding as of September 30, 2026 and December 31, 2025 was $100,000. The interest expense during the three months ended September 30, 2026 and 2025 were $6,302. The interest expense during the nine months ended September 30, 2026 and 2025 were $18,699. The Company made an interest payment of $0 during the nine months ended September 30, 2026 and 2025.

On January 25, 2023, the Company issued an unsecured promissory note payable to a third party for $50,000 with principal and interest due January 25, 2024, with a stated interest rate of 12.5% per annum. The interest rate was increased to 20% on January 26, 2024 due to default. Under the terms of the note the Company shall pay quarterly interest payments of $1,563. As additional consideration for the loan the Company issued 4,285 shares of common stock and valued at $6,000, which was recognized as debt discount. On November 13, 2024, the Company entered into an amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from January 25, 2024 to January 31, 2025. The amortization payments of the note were replaced with a single lump sum payment in the amount of $61,250. In exchange for the modification, the Company issued 12,500 shares of restricted stock to the debt holder at $0.31 per share for a total value of $3,875, which was recognized as debt discount. The balance outstanding as of September 30, 2026 and December 31, 2025 was $61,250. The interest expense during the three and nine months ended September 30, 2026 and 2025 were $0. The Company made an interest payment of $0 during the nine months ended September 30, 2026 and 2025. During the three months ended September 30, 2026 and 2025, the Company amortized $0 of debt discount as interest expense. During the nine months ended September 30, 2026 and 2025, the Company amortized $0 and $3,483 of debt discount as interest expense, respectively.

On November 10, 2023, the Company issued an unsecured promissory note payable to a third party with principal and interest due August 10, 2024, with a stated interest rate of 8% per annum. The cash proceeds of the promissory note was $200,000, and the principal amount of the promissory note was $220,000. Upon the occurrence of any event of default that has not been cured within 30 calendar days from the date of the event of default, the outstanding balance shall immediately increase to 125% of the outstanding balance immediately prior to the occurrence of the event of default. The fair value of the event of default penalty put option, which was $26,730, was recognized as a derivative liability and debt discount on the consolidated balance sheet at issuance date. In connection with the issuance of the promissory note, the Company issued the warrant that entitles the third party to purchase 200,000 common shares. The warrant shall have a term of four years with an exercise price of $2.00 and shall be equitably adjusted to offset the effect of any stock splits and similar events. As additional consideration for the debt, the Company issued 24,000 shares of common stock valued at $36,480. The Company allocated the proceeds based on the relative fair value of the debt, the warrants and the stock, resulting in the recognition of $140,355 of debt discount on such promissory note. On March 8, 2024, the Company entered into an amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the amortization payments of the unsecured promissory note. In exchange for the modification, the Company issued 15,000 shares of restricted stock to the debt holder at $1.00 per share for a total value of $15,000, which was recognized as debt discount. On July 11, 2024, the Company entered into a second amendment agreement to such promissory note. In accordance with the second amendment, the parties agreed to modify the maturity date of the note from August 10, 2024 to September 30, 2024. The amortization payments of the note were replaced with a single lump sum payment in the amount of $275,000. The principal and interest of such promissory note shall be convertible into common stock of the Company at $1.50 per share unless the Company does not make a payment on September 30, 2024, in which case the conversion price shall be $0.75. The exercise price of the warrants issued in connection with the original promissory note was amended from $2.00 per share to $1.50 per share unless the Company does not make a note payment on September 30, 2024, in which case the exercise price shall be $1.00 per share. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.52 per share for a total value of $26,000. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $79,394 was recognized on July 11, 2024. On October 14, 2024, the Company entered into a third amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from September 30, 2024 to December 31, 2024. The principal and interest of such promissory note shall be convertible into common stock of the Company at $0.75 per share unless the Company does not make a payment on or before December 31, 2024, in which case the conversion price shall be $0.40. The exercise price of the warrants issued in connection with the original promissory note was amended from $1.50 per share to $1.00 per share unless the Company does not make a note payment on or before December 31, 2024, in which case the exercise price shall be $0.60 per share. In exchange for the modification, the Company issued 75,000 shares of restricted stock to the debt holder at $0.33 per share for a total value of $24,750. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment income of $2,319 was recognized on October 14, 2024. On December 31, 2024, the Company entered into a fourth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from December 31, 2024 to February 28, 2025. In exchange for the modification, the Company issued 25,000 shares of restricted stock to the debt holder at $0.38 per share for a total value of $9,500. The amendment was treated as a modification to the old note. On February 28, 2025, the Company entered into a fifth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2025 to February 28, 2026. The principal amount was increased from $275,000 to $330,000. Interest accrued at 5% per annum commencing on March 1, 2025. And the conversion price of the debt was adjusted to $0.33. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $55,000 was recognized on February 28, 2025. On March 13, 2026, the Company entered into a sixth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2026 to September 30, 2026. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.40 per share for a total value of $20,000.

The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $50,000 was recognized on March 13, 2026. During the nine months ended September 30, 2026 and 2025, the Company made principal payments of $42,500 and $0, respectively. The balance outstanding as of September 30, 2026 and December 31, 2025 was $273,352 and $270,000, respectively. The interest expense during the three months ended September 30, 2026 and 2025 was $0 and $4,159, respectively. The interest expense during the nine months ended September 30, 2026 and 2025 was $2,580 and $9,629, respectively. During the three months ended September 30, 2026 and 2025, the Company amortized $0 of debt discount as interest expense. During the nine months ended September 30, 2026 and 2025, the Company amortized $0 and $9,500 of debt discount as interest expense, respectively.

On December 8, 2023, the Company issued an unsecured promissory note payable to a third party with principal and interest due September 8, 2024, with a stated interest rate of 8% per annum. The cash proceeds of the promissory note was $200,000, and the principal amount of the promissory note was $220,000. Upon the occurrence of any event of default that has not been cured within 30 calendar days from the date of the event of default, the outstanding balance shall immediately increase to 125% of the outstanding balance immediately prior to the occurrence of the event of default. The fair value of the event of default penalty put option, which was $26,730, was recognized as a derivative liability and debt discount on the consolidated balance sheet at issuance date. In connection with the issuance of the promissory note, the Company issued the warrant that entitles the third party to purchase 200,000 common shares. The warrant shall have a term of four years with an exercise price of $2.00 and shall be equitably adjusted to offset the effect of any stock splits and similar events. As additional consideration for the debt, the Company issued 24,000 shares of common stock valued at $27,120. The Company allocated the proceeds based on the relative fair value of the debt, the warrants and the stock, resulting in the recognition of $123,270 of debt discount on such promissory note. On March 25, 2024, the Company entered into an amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the amortization payments of the unsecured promissory note. In exchange for the modification, the Company issued 15,000 shares of restricted stock to the debt holder at $0.89 per share for a total value of $13,350, which was recognized as debt discount. On August 23, 2024, the Company entered into a second amendment agreement to such promissory note. In accordance with the second amendment, the parties agreed to modify the maturity date of the note from September 8, 2024 to October 31, 2024. The amortization payments of the note were replaced with a single lump sum payment in the amount of $275,000. The principal and interest of such promissory note shall be convertible into common stock of the Company at $1.50 per share unless the Company does not make a payment on October 31, 2024, in which case the conversion price shall be $0.75. The exercise price of the warrants issued in connection with the original promissory note was amended from $2.00 per share to $1.50 per share unless the Company does not make a note payment on October 31, 2024, in which case the exercise price shall be $1.00 per share. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.30 per share for a total value of $15,000. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $40,394 was recognized on August 23, 2024. On November 29, 2024, the Company entered into a third amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from October 31, 2024 to January 31, 2025. The principal and interest of such promissory note shall be convertible into common stock of the Company at $0.75 per share unless the Company does not make a payment on or before January 31, 2025, in which case the conversion price shall be $0.40. The exercise price of the warrants issued in connection with the original promissory note was amended from $1.50 per share to $1.00 per share unless the Company does not make a note payment on or before January 31, 2025, in which case the exercise price shall be $0.60 per share. In exchange for the modification, the Company issued 75,000 shares of restricted stock to the debt holder at $0.30 per share for a total value of $22,500. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $129 was recognized on November 29, 2024. On January 31, 2025, the Company entered into a fourth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from January 31, 2025 to March 31, 2025. In exchange for the modification, the Company issued 25,000 shares of restricted stock to the debt holder at $0.36 per share for a total value of $8,975. The amendment was treated as a modification to the old note. On April 7, 2025, the Company entered into a fifth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from March 31, 2025 to March 31, 2026. The principal amount was increased from $275,000 to $330,000. Interest accrued at 5% per annum commencing on April 1, 2025. And the conversion price of the debt was adjusted to $0.34. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $5,000 was recognized on April 7, 2025. On April 2, 2026, the Company entered into a sixth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from March 31, 2026 to February 1, 2027. The principal amount was increased by $30,000. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $47,000 was recognized on April 2, 2026. During the nine months ended September 30, 2026 and 2025, the Company made principal payments of $22,500 and $0, respectively. The balance outstanding as of September 30, 2026 and December 31, 2025 was $324,950 and $300,000, respectively. The interest expense during the three months ended September 30, 2026 and 2025 was $7,030 and $4,159, respectively. The interest expense during the nine months ended September 30, 2026 and 2025 was $17,115 and $8,227, respectively. During the three months ended September 30, 2026 and 2025, the Company amortized $0 of debt discount as interest expense. During the nine months ended September 30, 2026 and 2025, the Company amortized $0 and $19,983 of debt discount as interest expense, respectively.

On March 14, 2024, the Company issued an unsecured promissory note payable to a third party with principal and interest due December 14, 2024, with a stated interest rate of 8% per annum. The cash proceeds of the promissory note was $200,000, and the principal amount of the promissory note was $220,000. Upon the occurrence of any event of default that has not been cured within 30 calendar days from the date of the event of default, the outstanding balance shall immediately increase to 125% of the outstanding balance immediately prior to the occurrence of the event of default. The fair value of the event of default penalty put option, which was $26,730, was recognized as a derivative liability and debt discount on the consolidated balance sheet at issuance date. In connection with the issuance of the promissory note, the Company issued the warrant that entitles the third party to purchase 200,000 common shares. The warrant shall have a term of four years with an exercise price of $2.00 and shall be equitably adjusted to offset the effect of any stock splits and similar events. As additional consideration for the debt, the Company issued 24,000 shares of common stock valued at $22,080. The Company allocated the proceeds based on the relative fair value of the debt, the warrants and the stock, resulting in the recognition of $115,419 of debt discount on such promissory note. On July 11, 2024, the Company entered into an amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the amortization payments of the unsecured promissory note. The principal and interest of such promissory note shall be convertible into common stock of the Company at $1.50 per share unless the Company does not make a note payment on September 14, 2024, in which case the conversion price shall be $0.75. The exercise price of the warrants issued in connection with the original promissory note was amended from $2.00 per share to $1.50 per share unless the Company does not make a note payment in September 2024, in which case the exercise price shall be $1.00 per share. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.52 per share for a total value of $26,000. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $83,964 was recognized on July 11, 2024. On October 14, 2024, the Company entered into a second amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from December 14, 2024 to December 31, 2024. The amortization payments of the note were replaced with a single lump sum payment in the amount of $275,000. The principal and interest of such promissory note shall be convertible into common stock of the Company at $0.75 per share unless the Company does not make a note payment on or before December 31, 2024, in which case the conversion price shall be $0.40. The exercise price of the warrants issued in connection with the original promissory note was amended from $1.50 per share to $1.00 per share unless the Company does not make a note payment on or before December 31, 2024, in which case the exercise price shall be $0.60 per share. In exchange for the modification, the Company issued 75,000 shares of restricted stock to the debt holder at $0.33 per share for a total value of $24,750. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $43,328 was recognized on October 14, 2024. On December 31, 2024, the Company entered into a third amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from December 31, 2024 to February 28, 2025. In exchange for the modification, the Company issued 25,000 shares of restricted stock to the debt holder at $0.38 per share for a total value of $9,500. The amendment was treated as a modification to the old note. On February 28, 2025, the Company entered into a fourth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2025 to February 28, 2026. The principal amount was increased from $275,000 to $330,000. Interest accrued at 5% per annum commencing on March 1, 2025. And the conversion price of the debt was adjusted to $0.33. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $55,000 was recognized on February 28, 2025. On March 13, 2026, the Company entered into a fifth amendment agreement to such promissory note. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2026 to September 30, 2026. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.40 per share for a total value of $20,000. The amendment was treated as an extinguishment of the original debt and an issuance of the new debt, in which a debt extinguishment loss of $50,000 was recognized on March 13, 2026. During the nine months ended September 30, 2026 and 2025, the Company made principal payments of $42,500 and $0, respectively. The balance outstanding as of September 30, 2026 and December 31, 2025 was $273,352 and $270,000, respectively. The interest expense during the three months ended September 30, 2026 and 2025 was $0 and $4,159, respectively. The interest expense during the nine months ended September 30, 2026 and 2025 was $2,580 and $9,629, respectively. During the three months ended September 30, 2026 and 2025, the Company amortized $0 of debt discount as interest expense. During the nine months ended September 30, 2026 and 2025, the Company amortized $0 and $9,500 of debt discount as interest expense, respectively.

The interest expense during the three months ended September 30, 2026 and 2025 were $37,377 and $60,495, respectively. The interest expense during the nine months ended September 30, 2026 and 2025 were $98,466 and $184,664, respectively. As of September 30, 2026 and December 31, 2025, the accumulated interest on notes payable was $1,471,630 and $1,442,413, respectively, and was included in accounts payable and accrued expenses on the balance sheet.

The outstanding notes payables as of September 30, 2026 and December 31, 2025 were summarized as below:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Advances from a third party | $ 21,480 | $ 21,480 |
| Promissory note payable dated September 9, 2021 | 200,000 | 200,000 |
| Promissory note payable dated October 6, 2022 | 100,000 | 100,000 |
| Promissory note payable dated January 25, 2023, net of debt discount of $0 | 61,250 | 61,250 |
| Promissory note payable dated November 10, 2023, net of debt discount of $0 | 273,352 | 270,000 |
| Promissory note payable dated December 8, 2023, net of debt discount of $0 | 324,950 | 300,000 |
| Promissory note payable dated March 14, 2024, net of debt discount of $0 | 273,352 | 270,000 |
| | $ 1,254,384 | $ 1,222,730 |

NOTE 11 - NOTES PAYABLE-RELATED PARTIES

As of September 30, 2026 and December 31, 2025, the Company had advances from Kent Emry (Chairman of the Company). The balance outstanding as of September 30, 2026 and December 31, 2025 was $1,500.

On January 22, 2013, the Company issued an unsecured promissory note payable to Kent Emry (Chairman of the Board) for $100,000 due January 1, 2018, with a stated interest rate of 12% per annum beginning three months from issuance, payable monthly. Principal payments were due starting February 1, 2015 at $6,650 per month. The lender has an option to convert the note to licensing rights for the State of Oregon. The Company currently is in default of the principal and interest. The balance outstanding as of September 30, 2026 and December 31, 2025 was $163,610.

Since 2026, the Company had received an aggregate of $404,904 advances from Mr. Lucido. On February 15, 2026, the Company issued 294,118 shares of its common stock at $0.34 per share in connection with conversion of the related party promissory note then outstanding of $100,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized. On July 6, 2026, the Company issued 336,323 shares of its common stock at $0.36 per share in connection with conversion of the related party promissory note then outstanding of $120,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized. As of September 30, 2026 and December 31, 2025, the outstanding balance of advances from Mr. Lucido was $ 383,904 and $200,000, respectively. During the three months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $9,375 and $1,019 for advances from Mr. Lucido based on an imputed interest of 10% per annum. During the nine months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $22,081 and $7,748 for advances from Mr. Lucido based on an imputed interest of 10% per annum.

As of September 30, 2026 and December 31, 2025, the Company owed $298,749 and $312,249 advances to Lourdes Felix, respectively. During the three months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $7,094 and $8,233, respectively, for advances from Lourdes Felix based on an imputed interest of 10% per annum. During the nine months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $24,735 and $20,318, respectively, for advances from Lourdes Felix based on an imputed interest of 10% per annum.

The interest expense – related parties during the three months ended September 30, 2026 and 2025 were $143,231 and $167,520, respectively, which includes the amortization of royalty obligations as interest expense of $121,774 (see Note 13). The interest expense – related parties during the nine months ended September 30, 2026 and 2025 were $417,276 and $492,019, respectively, which includes the amortization of royalty obligations as interest expense of $355,662 (see Note 13). As of September 30, 2026 and December 31, 2025, the accumulated interest on related parties notes payable was $240,219 and $225,423, respectively, and was included in accounts payable and accrued expenses on the balance sheet.

The outstanding notes payables to related parties as of September 30, 2026 and December 31, 2025 were summarized as below:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Advances from Kent Emry | $ 1,500 | $ 1,500 |
| Advances from Louis C Lucido | 383,904 | 200,000 |
| Advances from Lourdes Felix | 298,749 | 312,249 |
| Promissory notes payables to Kent Emry | 163,610 | 163,610 |
| | $ 847,763 | $ 677,359 |

NOTE 12 - ECONOMIC INJURY DISASTER LOAN

On July 17, 2020, the Company executed the standard loan documents required for securing a loan from SBA under its Economic Injury Disaster Loan assistance program in light of the impact of the COVID-19 pandemic on the Company's business. Pursuant to the loan agreement, the principal amount of the Economic Injury Disaster Loan ("EIDL") is $74,300, with proceeds to be used for working capital purposes. The EIDL loan is secured by the tangible and intangible personal property of the Company.

In accordance with the terms of the note: (i) interest accrues at the rate of 3.75% per annum, (ii) installment payments, including principal and interest, of $363 monthly, will begin thirty (30) months from the date of the promissory note, (iii) the balance of principal and interest will be payable over thirty (30) years from the date of the promissory note and (iv) SBA is granted a continuing security interest in and to any and all tangible and intangible personal property of the Company to secure payment and performance of all debts, liabilities and obligations of Borrower to SBA.

On April 28, 2020, the Company received $5,000 from the SBA as an advance on the EIDL, and the advance was forgiven during the prior period.

The interest expense during the three months ended September 30, 2026 and 2025 were $702. The interest expense during the nine months ended September 30, 2026 and 2025 were $2,084. As of September 30, 2026 and December 31, 2025, the accumulated interest on EIDL Loan was $5,444 and $5,471, respectively.

During the nine months ended September 30, 2026 and 2025, the Company made interest payment of $2,111 and $2,041, respectively.

The future principal payments are as follows:

| Year | Amount |
|---|---|
| 2026 | $ 16 |
| 2027 | 1,598 |
| 2028 | 1,651 |
| 2029 | 1,722 |
| 2030 and after | 63,394 |
| | $ 68,381 |

NOTE 13 - ROYALTY OBLIGATIONS, NET

In March 2019, the Company entered into two Subscription and Royalty Agreements (the “Subscription and Royalty Agreements”). One was with Louis and Carolyn Lucido CRT LLC, managed by Mr. Lucido, a member of the Company’s Board of Directors and the other one was with the J and R Galligan Revocable Trust, managed by Mr. Galligan, a holder of between 15% and 20% of the Company’s shares of common stock and a member of the Company’s Board of Directors. Pursuant to the Subscription and Royalty Agreements: (i) each party would purchase shares of the Company’s common stock, par value $0.001 per share (the “Common Stock”), in the aggregate amount of $3,000,000 at a purchase price of $15.00 per share (the “Purchase Price”), for a total of 200,000 shares of Common Stock; and (ii) the Company shall pay each (a) a total of $37.50 from the gross revenue derived from each of its weight loss treatments sold in the United States starting on the first (1st) day that the first unit of the treatment is sold (the “Initial Sales Date”) and ending on the third (3rd) anniversary of the Initial Sales Date; and (b) a total of $25.00 from the gross revenue derived from each of its weight loss treatments sold in the United States starting on the day following the third (3rd) anniversary of the Initial Sales Date and ending on the fifteenth (15th) anniversary of the Initial Sales Date (the “Royalty”).

The Company accounted for this transaction as debt in accordance with ASC 470-10-25 and derived a debt discount, which is amortized using the straight line method over the expected life of the arrangement, which is 15 years. The Company has no obligation to repay the then outstanding balance if during the expected life of 15 years the treatment is discontinued. In order to record the discount of the liability, the Company fair valued the royalty and the difference between fair value of the royalty obligation and the gross projected future payments was $7,171,200 and was recorded as non-cash interest expense over the life of the liability and offset to additional paid in capital at inception.

During the three months ended September 30, 2026 and 2025, the Company amortized $121,774 as interest expense. During the nine months ended September 30, 2026 and 2025, the Company amortized $355,662 as interest expense.

NOTE 14 - STOCKHOLDERS' EQUITY/(DEFICIT)

Convertible Preferred stock

The Company is authorized to issue 600,000 shares of preferred stock with no par value. As of September 30, 2026 and December 31, 2025, the Company had 80,000 shares of Series A preferred stock and 160,000 shares of Series B preferred stock issued and outstanding.

As of September 30, 2026 and December 31, 2025,each share of Series A preferred stock is entitled to one thousand (1,000) votes and is convertible into one share of common stock. 30,000 shares of Series A Preferred Stock are owned by management. The Series A Preferred Stock is not entitled to dividends and there are no liquidation rights associated with Series A. Each share of Series A Preferred Stock may be converted, at the option of the holder, into one (1) fully paid and nonassessable share of Common Stock, par value $0.001.

As of September 30, 2026 and December 31, 2025,each share of Series B stock is entitled to two thousand (2,000) votes and is convertible into one share of common stock. 120,000 shares of Series B Preferred Stock are owned by management. The Series B Preferred Stock is not entitled to dividends and there are no liquidation rights associated with Series B. Each share of Series B Preferred Stock may be converted, at the option of the holder, into one (1) fully paid and nonassessable share of Common Stock, par value $0.001.

Common stock

*Nine months ended September 30, 2025*

During the nine months ended September 30, 2025, the Company issued an aggregate of 1,007,714 shares of its common stock for services rendered valued at $360,970 based on the underlying market value of the common stock at the date of issuance, among which 223,742 shares valued at $86,538 were issued to the board of directors for board compensation.

During the nine months ended September 30, 2025, the Company issued an aggregate of 104,500 shares as consideration to the holders of promissory notes entering into the amended agreements to the promissory notes. The 104,500 shares of common stock were valued at an aggregate value of $36,800.

During the nine ended September 30, 2025, the Company issued (i) 1,770,452 shares of its common stock at $0.41 per share in connection with conversion of the promissory note then outstanding of $725,000, (ii) 585,394 shares of its common stock at $0.34 per share in connection with conversion of the promissory note then outstanding of $200,000, (iii) 103,627 shares of its common stock at $0.39 per share in connection with conversion of accounts payable of $40,000, and (iv) 582,511 shares of its common stock at $0.36 per share in connection with conversion of the promissory note then outstanding of $212,500. As the fair value of the shares issued equaled the carrying amount of the notes or payable, no gain or loss was recognized.

During the nine months ended September 30, 2025, one holder of the warrants elected to exercise their warrants on a cashless basis. An aggregate of 234,482 shares of common stock were issued to the holder.

During the nine months ended September 30, 2025, as part of the consideration paid to the Seller for the purchase of the assets, the Company issued 500,000 shares of the Company's common stock at $0.31 per share.

During the nine months ended September 30, 2025, the Company issued 2,000,000 shares of its common stock in connection with the 2025 Q3 SPA. Under the terms of this 2025 Q3 SPA, the shares were issued at a purchase price of $0.35 per share for total gross proceeds of approximately $700,000.

*Nine months ended September 30, 2026*

During the nine months ended September 30, 2026, the Company issued an aggregate of 1,145,372 shares of its common stock for services rendered valued at $353,404 based on the underlying market value of the common stock at the date of grant among which 358,396 shares valued at $105,333 were issued to the board of directors for board compensation.

During the nine months ended September 30, 2026, the Company issued 1,470,588 shares of its common stock in connection with the 2026 Q1 Subscription Agreement. The shares were issued at a purchase price of $0.34 per share for a total purchase price of $500,000. During the nine months ended September 30, 2026, the Company issued 375,000 shares of its common stock in connection with the 2026 Q2 Subscription Agreement. The shares were issued at a purchase price of $0.40 per share for a total purchase price of $150,000.

During the nine months ended September 30, 2026, the Company issued 294,118 shares of its common stock at $0.34 per share in connection with conversion of the related party promissory note then outstanding of $100,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized.

During the nine months ended September 30, 2026, the Company issued 2,263,371 shares of its common stock in connection with the acquisition of 12.15% ownership interest in its subsidiary.

During the nine months ended September 30, 2026, the Company issued an aggregate of 150,000 shares as consideration to the holders of promissory notes entering into the amended agreements to the promissory notes (see Note 10). The 150,000 shares of common stock were valued at an aggregate value of $57,000.

During the nine ended September 30, 2026, the Company issued 336,323 shares of its common stock at $0.36 per share in connection with conversion of the promissory note then outstanding of $120,000. As the fair value of the shares issued equaled the carrying amount of the notes or payable, no gain or loss was recognized.

As of September 30, 2026 and December 31, 2025, the Company had 30,524,083 shares and 24,489,311 shares of common stock issued and outstanding, respectively.

NOTE 15 - STOCK OPTIONS AND WARRANTS

Options

On November 13, 2014, our Board of Directors authorized and approved the adoption of the Plan effective November 13, 2014 (2014 Stock Option Plan) under which an aggregate of 20% 290,879 shares) of the issued and outstanding shares may be issued. The plan shall terminate ten years after the plan's adoption by the board of directors. We granted an aggregate 145,000 stock options. As of September 30, 2026, an aggregate total of 145,879 can still be granted under the plan.

On June 15, 2016, our board of Directors authorized and approved the adoption of the Equity Incentive Plan effective June 15, 2016 (2016 Equity Incentive Plan) under which an aggregate of 656,250 shares may be issued. The plan shall terminate ten years after the plan's adoption by the board of directors. We granted an aggregate of 630,350 stock options. As of September 30, 2026, an aggregate total of 25,900 options can still be granted under the plan.

On May 15, 2018, the Board of Directors approved and adopted the BioCorRx Inc. 2018 Equity Incentive Plan (2018 Stock Option Plan) under which an aggregate of 450,000 shares may be issued. The plan shall terminate ten years after the plan's adoption by the board of directors. The Company has granted an aggregate of 380,008 stock options. As of September 30, 2026, an aggregate total of 69,992 options can still be granted under the plan.

On April 22, 2022, the Board of Directors approved and adopted the BioCorRx Inc. 2022 Equity Incentive Plan (2022 Stock Option Plan) under which an aggregate of 695,000 shares may be issued. The plan shall terminate ten years after the plan's adoption by the board of directors. The Company has granted an aggregate of 535,330 stock options. As of September 30, 2026, an aggregate total of 159,670 options can still be granted under the plan.

The following table summarizes the stock option activity for the nine months ended September 30, 2026:

| | Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at December 31, 2025 | 1,669,075 | $ 3.35 | 3.0 | $ - |
| Expired | (330,000) | $ 2.71 | | |
| Outstanding at September 30, 2026 | 1,339,075 | $ 3.68 | 2.8 | $ - |
| Exercisable at September 30, 2026 | 1,339,075 | $ 3.68 | 2.8 | $ - |

The aggregate intrinsic value in the preceding tables represents the total pretax intrinsic value, based on options with an exercise price less than the Company's stock price of $0.25 as of September 30, 2026, which would have been received by the option holders had those option holders exercised their options as of that date.

The following table presents information related to stock options at September 30, 2026:

| Options Outstanding | | | Options Exercisable | |
|---|---|---|---|---|
| Exercise Price | Number of Options | Weighted Average Remaining Life In Years | Exercisable Number of Options | Weighted Average Remaining Life In Years |
| $ 0.01-2.50 | 1,008,601 | 3.2 | 1,008,601 | 3.2 |
| 2.51-5.00 | 15,474 | 0.4 | 15,474 | 0.4 |
| 5.01 and up | 315,000 | 1.7 | 315,000 | 1.7 |
| | 1,339,075 | 2.8 | 1,339,075 | 2.8 |

The stock-based compensation expense related to option grants were $0 and $30,715 during the three months ended September 30, 2026 and 2025, respectively. The stock-based compensation expense related to option grants were $0 and $81,874 during the nine months ended September 30, 2026 and 2025, respectively.

As of September 30, 2026, no stock-based compensation related to options remains unamortized.

Warrants

On March 14, 2024, the Company issued one promissory note to a third party and issued warrants that entitle the holder to purchase an aggregate of 200,000 common stock in connection with the issuance of the promissory notes. The exercise price was $2.00. The expiration date was 4 years from the date of issuance. The fair value of the warrant was $83,552. On July 11, 2024, the Company entered into an amendment agreement to such promissory note. In accordance with the amendment, the exercise price of the warrants issued in connection with the original promissory note was amended from $2.00 per share to $1.50 per share unless the Company does not make a note payment in September 2024, in which case the exercise price shall be $1.00 per share. On October 14, 2024, the Company entered into a second amendment agreement to such promissory note. In accordance with the amendment, the exercise price of the warrants issued in connection with the original promissory note was amended from $1.50 per share to $1.00 per share unless the Company does not make a note payment on or before December 31, 2024, in which case the exercise price shall be $0.60 per share. On February 13, 2025, the third party elected to exercise their warrants on a cashless basis. 117,241 shares of common stock at $0.41 per share were issued to the third party on February 13, 2025.

On December 8, 2023, the Company issued an unsecured promissory note payable to a third party and issued warrants that entitle the holder to purchase an aggregate of 200,000 common stock in connection with the issuance of the promissory notes. On August 23, 2024, the Company entered into an amendment agreement to such promissory note. In accordance with the second amendment, the exercise price of the warrants issued in connection with the original promissory note was amended from $2.00 per share to $1.50 per share unless the Company does not make a note payment on October 31, 2024, in which case the exercise price shall be $1.00 per share. On November 29, 2024, the Company entered into a third amendment agreement to such promissory note. In accordance with the amendment, the exercise price of the warrants issued in connection with the original promissory note was amended from $1.50 per share to $1.00 per share unless the Company does not make a note payment on or before January 31, 2025, in which case the exercise price shall be $0.60 per share.

On November 10, 2023, the Company issued an unsecured promissory note payable to a third party and issued warrants that entitle the holder to purchase an aggregate of 200,000 common stock in connection with the issuance of the promissory notes. On July 11, 2024, the Company entered into an amendment agreement to such promissory note. In accordance with the second amendment, the exercise price of the warrants issued in connection with the original promissory note was amended from $2.00 per share to $1.50 per share unless the Company does not make a note payment on September 30, 2024, in which case the exercise price shall be $1.00 per share. On October 14, 2024, the Company entered into a third amendment agreement to such promissory note. In accordance with the amendment, the exercise price of the warrants issued in connection with the original promissory note was amended from $1.50 per share to $1.00 per share unless the Company does not make a note payment on or before December 31, 2024, in which case the exercise price shall be $0.60 per share. On February 13, 2025, the third party elected to exercise their warrants on a cashless basis. 117,241 shares of common stock at $0.41 per share were issued to the third party on February 13, 2025.

On March 4, 2025, as part of the consideration paid to the Seller for the purchase of the assets, the Company issued a warrant to the Seller for the purchase of 500,000 shares of common stock. The warrant is exercisable for two years and has an exercise price of $1.00 per share.

On July 29, 2025, the Company entered into a Securities Purchase Agreement (“2025 Q3 SPA”) with several accredited investors for the sale of 2,000,000 shares of its common stock, par value $0.001 per share, and the issuance of accompanying warrants to purchase up to 2,000,000 shares of common stock. Each warrant entitles the holder to purchase one share of common stock at an exercise price of $0.35 per share and expires five years from the date of issuance.

Pursuant to the 2025 Q3 SPA, the investors have the right to purchase their pro rata share of new securities being offered or sold by the Company for a period of four years after the date of the 2025 Q3 SPA. Accordingly, on November 20, 2025, the Company entered into a Securities Purchase Agreement (“2025 Q4 SPA”) with such investors for the sale of 460,315 shares of its common stock, par value $0.001 per share, and the issuance of accompanying warrants to purchase up to 79,135 shares of common stock. Each warrant entitles the holder to purchase one share of common stock at an exercise price of $0.35 per share and expires five years from the date of issuance.

On October 21, 2025, the Company entered into a Subscription Agreement (the “2025 Q4 Subscription Agreement”) with certain investors for the sale of 2,908,573 shares of its common stock, par value $0.001 per share, and the issuance of accompanying warrants to purchase up to 500,000 shares of common stock. Each warrant entitles the holder to purchase one share of common stock at an exercise price of $0.35 per share and expires five years from the date of issuance.

On October 21, 2025, the Company entered into an Exchange Agreement (the “2025 Q4 Exchange Agreement”) with the holder of one promissory note, pursuant to which the holder agreed to exchange of the promissory note then outstanding of $177,000 and interest payable of $5,819 into the Company’s 522,341 shares of common stock at a price of $0.35 per share based on the underlying market value of the common stock at the date of issuance. Simultaneously, the Company issued a warrant that entitles the holder to purchase 522,341 common stock at an exercise price of $0.35, expiring 5 years from the date of issuance in connection with the sale of common stock.

On November 14, 2025, BioCorRx Pharmaceuticals, Inc. entered into a Sales Representative Agreement with Alpha Eagle Technology Corp ("Alpha"). BioCorRx Pharmaceuticals, Inc. desired to hire Alpha to market the Branded Product for sale; Branded Product means the pharmaceutical product Branded LUCEMYRA®® (lofexidine hydrochloride) tablets approved pursuant to New Drug Application No. 209229. BioCorRx Pharmaceuticals, Inc. and Alpha desire to enter into an arrangement whereby BioCorRx Pharmaceuticals, Inc. and Alpha would share the profits realized from the sale of the Branded Products due to the efforts of Alpha according to the terms and conditions herein. As additional consideration and compensation for Alpha's services under the agreement, the Company issued to Alpha one warrant to purchase up to 500,000 shares of common stock. The warrant entitles the holder to purchase one share of common stock at an exercise price of $0.35 per share and expires five years from the date of issuance.

The following table summarizes the changes in warrants outstanding and the related prices for the shares of the Company's common stock:

| Warrants Outstanding | | | Warrants Exercisable | | |
|---|---|---|---|---|---|
| Weighted Average Exercise Price | Number Outstanding | Weighted Average Remaining Contractual Life (Years) | Weighted Average Exercise Price | Number Exercisable | Weighted Average Remaining Contractual Life (Years) |
| $ 0.45 | 4,316,476 | 3.4 | $ 0.45 | 4,316,476 | 3.4 |
| $ 0.45 | 4,316,476 | 3.4 | $ 0.45 | 4,316,476 | 3.4 |

The following table summarizes the warrant activity for the nine months ended September 30, 2026:

| | Number of Shares | Weighted Average Exercise Price Per Share |
|---|---|---|
| Outstanding at December 31, 2025 | 5,133,477 | $ 0.89 |
| Expired | (817,001) | 3.27 |
| Outstanding at September 30, 2026 | 4,316,476 | $ 0.45 |
| Exercisable at September 30, 2026 | 4,316,476 | $ 0.45 |

NOTE 16 - RELATED PARTY TRANSACTIONS

On July 28, 2016, the Company formed BioCorRx Pharmaceuticals, Inc. for the purpose of developing certain business lines. In connection with the formation, the newly formed sub issued 24.2% ownership to current or former officers of the Company, with the Company retaining 75.8%. In 2018, BioCorRx Pharmaceuticals, Inc. began limited operations and there were no operations prior to that. On March 26, 2026, BioCorRx Inc. entered into stock exchange agreements with certain related parties, including executive officers and members of the Board of Directors, pursuant to a plan of reorganization. Under these agreements, BioCorRx Inc. acquired an additional 12.15% ownership interest in BioCorRx Pharmaceuticals, Inc. in exchange for an issuance of 2,263,371 shares of common stock.

On September 22, 2021, BioCorRx Inc. and BioCorRx Pharmaceuticals, Inc. entered into an Inter-Company License Agreement whereby the Company granted to BioCorRx Pharmaceuticals an exclusive, perpetual and sub-licensable license to use all patented or unpatented inventions, discoveries and other intellectual property owned by the Company related to BICX101, BICX102, BICX104 and any other naltrexone pellets (implants) being developed or that will be developed for FDA approval and commercialization in support of products in the fields of substance use disorder, weight loss and other indications identified including but not limited to pain management, obsessive compulsive disorders, and other addictive behaviors.

The licensing fee is payable by BioCorRx Pharmaceuticals starting in the calendar year of the first commercial sale of licensed products and is the percentage of gross sales (less certain amounts) equal to the Company's ownership interest in BioCorRx Pharmaceuticals. In addition, the Company will invoice BioCorRx Pharmaceuticals for certain management, administrative and corporate services, and facilities and equipment that the Company will provide to BioCorRx Pharmaceuticals. Expenses will be allocated based on actual utilization or appropriate and reasonable methods for the relevant expense.

On December 10, 2015, the Company entered into a royalty agreement with Alpine Creek Capital Partners LLC (“Alpine Creek”). The Company is in the business of selling a distinct implementation of the Beat Addiction Recovery Program, a two-tiered comprehensive MAT program, which includes a counseling program, coupled with its proprietary Naltrexone Implant (the “Treatment”). On or about January 1, 2021, Mr. Galligan, acquired from Alpine Creek the rights to the subscription and royalty agreement by and between the Company and Alpine Creek.

As of September 30, 2026 and December 31, 2025, the Company’s related party payable was $1,537,785 and $1,271,685, which comprised of compensation payable and interest payable to directors.

NOTE 17 - CONCENTRATIONS

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and trade receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

The Company’s revenues earned from sale of products and services for the three months ended September 30, 2026 included 100% from one customer of the Company’s total revenues.

The Company’s revenues earned from sale of products and services for the three months ended September 30, 2025 included 100% from two customers of the Company’s total revenues.

The Company’s revenues earned from sale of products and services for the nine months ended September 30, 2026 included 99% from two customers of the Company’s total revenues.

The Company’s revenues earned from sale of products and services for the nine months ended September 30, 2025 included 99% from two customers of the Company’s total revenues.

At December 31, 2025, two customers accounted for 100% of the Company’s total accounts receivable with an amount of $253,459.

NOTE 18 - NON-CONTROLLING INTEREST

On July 28, 2016, the Company formed BioCorRx Pharmaceuticals, Inc., a Nevada Corporation, for the purpose of developing certain business lines. In connection with the formation, the newly formed sub issued 24.2% ownership to current or former officers of the Company with the Company retaining 75.8%. In 2018, BioCorRx Pharmaceuticals, Inc. began operations. On March 26, 2026, BioCorRx Inc. entered into stock exchange agreements with certain related parties, including executive officers and members of the Board of Directors, pursuant to a plan of reorganization. Under these agreements, BioCorRx Inc. acquired an additional 12.15% ownership interest in BioCorRx Pharmaceuticals, Inc. in exchange for an issuance of 2,263,371 shares of common stock.

On October 31, 2020, the Company entered into a written management services agreement with Joseph DeSanto MD, Inc. (“Medical Corporation”) under which the Company provides management and other administrative services to the Medical Corporation. These services include billing, collection of accounts receivable, accounting, management and human resource functions. Pursuant to the management services agreement, a management fee equal to 65% of the Medical Corporation’s gross collected monthly revenue Through this arrangement, the Company is directing the activities that most significantly impact the financial results of the respective Medical Corporation; however, all clinical treatment decisions are made solely by licensed healthcare professionals. The Company has determined that it is the primary beneficiary, and, therefore, has consolidated the Medical Corporation as variable interest entity (“VIE”). The medical corporation: (i) had not yet generated any revenues and (ii) had no significant assets or liabilities since inception through September 30, 2026.

A reconciliation of the BioCorRx Pharmaceuticals, Inc. and Joseph DeSanto MD, Inc. non-controlling loss attributable to the Company:

Net loss attributable to the non-controlling interest for the three and nine months ended September 30, 2026:

| | BioCorRx Pharmaceuticals, Inc. | Joseph DeSanto MD |
|---|---|---|
| Net loss for the three months ended March 31, 2026 | $ (269,652) | $ - |
| Average Non-controlling interest percentage of profit/losses | 24.2% | 35.0% |
| Net loss attributable to the non-controlling interest | (65,256) | - |
| | | |
| Net loss for the three months ended June 30, 2026 | (287,410) | - |
| Average Non-controlling interest percentage of profit/losses | 12.85% | 35.0% |
| Net loss attributable to the non-controlling interest | (36,932) | - |
| | | |
| Net loss for the three months ended September 30, 2026 | (105,363) | - |
| Average Non-controlling interest percentage of profit/losses | 12.85% | 35.0% |
| Net loss attributable to the non-controlling interest | (13,539) | - |
| | | |
| Total | (115,727) | - |

Net loss attributable to the non-controlling interest for the three and nine months ended September 30, 2025:

| | BioCorRx Pharmaceuticals, Inc. | Joseph DeSanto MD |
|---|---|---|
| Net loss for the three months ended March 31, 2025 | $ (42,784) | $ (10) |
| Average Non-controlling interest percentage of profit/losses | 24.2% | 35.0% |
| Net loss attributable to the non-controlling interest | (10,354) | (3) |
| | | |
| Net loss for the three months ended June 30, 2025 | (594,446) | (5) |
| Average Non-controlling interest percentage of profit/losses | 24.2% | 35.0% |
| Net loss attributable to the non-controlling interest | (143,856) | (2) |
| | | |
| Net loss for the three months ended September 30, 2025 | 147,763 | - |
| Average Non-controlling interest percentage of profit/losses | 24.2% | 35.0% |
| Net loss attributable to the non-controlling interest | 35,759 | - |
| | | |
| Total | (118,451) | (5) |

The following table summarizes the changes in non-controlling interest for the nine months ended September 30, 2026:

| | |
|---|---|
| Balance, December 31, 2025 | $ (303,429) |
| Net loss attributable to the non-controlling interest | (115,727) |
| Acquisition of non-controlling interest by the Company | 158,835 |
| Balance, September 30, 2026 | (260,321) |

The following table summarizes the changes in non-controlling interest for the nine months ended September 30, 2025:

| | | |
|---|---|---|
| Balance, December 31, 2024 | $ | (234,812) |
| Net loss attributable to the non-controlling interest | | (118,456) |
| Balance, September 30, 2025 | | (353,268) |

NOTE 19 - COMMITMENTS AND CONTINGENCIES

*Royalty agreement*

Alpine Creek Capital Partners LLC

On December 10, 2015, the Company entered into a royalty agreement with Alpine Creek Capital Partners LLC ("Alpine Creek"). The Company is in the business of selling a distinct implementation of the Beat Addiction Recovery Program, a two-tiered comprehensive MAT program, which includes a counseling program, coupled with its proprietary Naltrexone Implant (the "Treatment").

In consideration for the payment, with the exception of treatments conducted in certain territories, the Company will pay Alpine Creek fifty percent (50%) of the Company's gross profit for each Treatment sold in the United States that includes procurement of the Company's implant product until the Company has paid Alpine Creek $1,215,000. In the event that the Company has not paid Alpine Creek $1,215,000 within 24 months of the Effective Date, then the Company shall continue to pay Alpine Creek fifty percent (50%) for each Treatment following the Effective Date until the Company has paid Alpine Creek an aggregate of $1,620,000, with the exception of treatments conducted in certain territories. The remaining total consideration is $1,531,926 as of September 30, 2026 and December 31, 2025. Upon the Company's satisfaction of these obligations, the Company shall pay Alpine Creek $100 for each treatment sold in the United States that includes procurement of the Company's implant product, into perpetuity. As of September 30, 2026 and December 31, 2025, the amount of royalty due and owed is $91.

On any other proprietary implant distribution, that excludes the "treatment", for alcohol and opioid addiction and for which no other payment is due, the Company shall pay 2.5% of the Company's gross profit for implant distribution not to exceed $100 per sale. On or about January 1, 2021, Mr. Galligan acquired from Alpine Creek the rights to the royalty agreement by and between the Company and Alpine Creek. As of September 30, 2026 and December 31, 2025, there are no payments due.

BICX Holding Company LLC

Effective September 30, 2019, the Company entered into a Conversion Agreement (the "Conversion Agreement") with BICX Holding Company LLC ("BICX"), an entity controlled by Alpine Creek, pursuant to which the parties agreed to the conversion (the "Conversion") of the Senior Secured Convertible Promissory Note in the principal amount of $4,160,000 (the "Note"), which was issued by the Company to the Investor on June 10, 2016, into 2,227,575 shares of the Company's common stock (the "Conversion Shares").

In accordance with the Conversion Agreement, the Company cannot enter into any agreement to issue or announce the issuance or proposed issuance of any shares of common stock or common stock equivalents at an issuance price below $2.00 per share.

Pursuant to the Conversion Agreement, BICX has agreed that the Total Interest Payment (as defined in the Conversion Agreement) that would have been due under the Note, in the amount of $1,138,157, will be reflected on the Company's financial statements as an amount due and owing to the Investor to be repaid within twelve (12) months of the closing of the Public Offering, or if the Public Offering is terminated or abandoned prior to closing, then on or before such date that is no later than twelve (12) months from the date of such termination or abandonment. As of September 30, 2026, the Public Offering has not yet been abandoned by the Company.

Charles River Laboratories, Inc.

As of September 30, 2026 and December 31, 2025, the Company had an outstanding payable to Charles River Laboratories of $28,936 related to prior contract research services.

Orange County Research Center

On January 11, 2022, the Company entered into a Master Clinical Trial Agreement with Memorial Research Medical Clinic dba Orange County Research Center ("OCRC") to conduct a Phase 1 clinical trial for BICX104. The clinical trial has since been completed. Total payments made to OCRC as of September 30, 2026 were $503,089, and there was no outstanding balance due to OCRC as of that date.

Agreements

As of May 14, 2021, the Company has entered into four consulting agreements. In compensation for services: (i) one consultant shall receive a remuneration amount of $10,000-$12,500 per month and has earned 1% of the Company's majority owned subsidiary, BioCorRx Pharmaceuticals as of May 7, 2021 based on FDA clearance of Company's IND application; consulting agreement terminated in April 2021 (ii) one consultant shall receive common stock equivalent to $1,375 on the last day of each month; (iii) two consultants shall receive common stock equivalent to $3,750 on the last day of each month; and (iv) one consultant shall receive a remuneration amount of $3,500 per month.

As of September 30, 2026, one 24-month consulting agreement for services which the consultant shall receive a one-time grant of 3,000 shares of common stock and common stock equivalent to $1,417 on the last day of each month.

On May 1, 2026, the Company entered into an advisory services agreement with one consultant to provide certain advisory services to the Company. Pursuant to the agreement, the Company is required to pay a monthly retainer fee of EUR 4,000 for the initial six-month period, consisting of EUR 2,000 payable in cash and EUR 2,000 payable in shares of the Company's common stock. The equity portion of the retainer fee is determined based on an aggregate value of EUR 12,000 and the closing trading price of the Company's common stock on the effective date of the agreement, and the related shares are issued within 15 business days following the effective date of the agreement. Following the initial six-month period, the monthly retainer fee will be converted to a fixed cash payment of EUR 4,000 per month, with no equity component. The retainer fee is payable monthly in advance, and the agreement will remain in effect in accordance with its terms unless otherwise terminated.

On September 10, 2026, the Company entered into a strategic advisory and advisory board agreement with one consultant to provide certain advisory and board services to the Company. Pursuant to the agreement, the Company is required to pay a monthly strategic advisory fee of $7,500. For the initial four-month period, the fee consists of $3,750 payable in cash and $3,750 payable in shares of the Company's common stock. Following the initial four-month period, the monthly retainer fee will be converted to a fixed cash payment of $7,500 per month, with no equity component. As compensation for the advisory board service, the consultant shall receive $17,000 per annum, payable entirely in shares of the Company's common stock. As of September 30, 2026, the consultant received the shares, with $978 recorded as stock-based compensation and $16,022 recorded as prepaid expenses.

The Company initiated litigation in 2019 based on a claim that Pellecome, LLC ("Pellecome") and Dr. Orbeck utilized the Company's confidential information to advance their own weight loss product.

The Company dismissed this litigation without prejudice in July 2021.

On March 30, 2022, the court entered judgment in favor of Pellecome as an individual defendant whereby the Company was ordered to pay Pellecome total costs and attorneys' fees of $235,886. Pursuant to the judgment, this amount is accruing interest at the rate of ten percent (10%) per annum from October 6, 2021 (the date of the original award of attorneys' fees by the court which was followed by a number of filings by each party through February 2022).

On May 27, 2022, the Company filed a notice of appeal with California Superior Court for Orange County regarding the March 30, 2022 judgment entered in favor of Pellecome. On February 2, 2023, the Company filed a motion requesting the California Superior Court for Orange County reverse and remand its prior ruling, including reversing the granting of Pellecome $222,933 in attorney's fees. On October 4, 2023 the Court of Appeal of the State of California upheld the March 30, 2022 judgement in favor of Pellecome whereby $222,933 was awarded in attorney's fees. On January 5, 2024 the California Superior Court for Orange County entered an amended judgement of $332,503 in favor of Pellecome for costs and attorneys' fees, in addition to the $332,503 judgement the Company owes accrued interest of $94,816. On March 11, 2025, the Company entered into a settlement agreement with Pellecome (the "Settlement Agreement") pursuant to which the Company shall pay to Pellecome $418,000 to settle the claims. As of September 30, 2026, $0 remains outstanding.

On January 5, 2024 the Company's board of directors appointed Lou Lucido as Interim President through January 31, 2024, and transitioned to President on February 1, 2024. Mr. Lucido will remain a member of the Board of Directors, with an annual compensation of $200,000 to be paid in equity.

On March 4, 2025, the Company appointed Katy DeVarney as a member of the board of directors. The director shall receive a quarterly cash stipend of $15,000 and shall be issued, upon the last day of each fiscal quarter, the number of shares of the Company's common stock equivalent to $5,000 as determined based on the average closing price on the three trading days immediately preceding the last day of such quarter.

NOTE 20 - SEGMENT INFORMATION

ASC Topic 280, "Segment Reporting," establishes standards for companies to report in their financial statement information about operating segments, products, services, geographic areas, and major customers. Operating segments are defined as components of an enterprise that engage in business activities from which it may recognize revenues and incur expenses, and for which separate financial information is available that is regularly evaluated by the Company's chief operating decision maker, or group, in deciding how to allocate resources and assess performance.

The Company's chief operating decision maker ("CODM") has been identified as the Chief Executive Officer, who reviews the assets, operating results, and financial metrics for the Company as a whole to make decisions about allocating resources and assessing financial performance. The recent acquisition is not considered as a separate reporting segment as it includes a core research and development component and is aligned with the Company's longstanding focus on drug development and research and development initiatives over the past years. The acquisition supports and enhances the Company's existing research and development efforts, with commercialization viewed as an integral part of the research and development lifecycle. Management continues to evaluate the Company's operations on a consolidate basis. As such, management has determined that there is only one reportable segment.

The CODM assesses performance for the single segment and decides how to allocate resources based on net income or loss that also is reported on the statement of operations as net income or loss. The measure of segment assets is reported on the balance sheet as total assets. When evaluating the Company's performance and making key decisions regarding resource allocation, the CODM reviews several key metrics included in net income or loss and total assets, which include the following:

| | September 30, 2026 | December 31, 2025 |
|---|---|---|
| Cash | $ 18,233 | $ 139,360 |

| | For the Three Months Ended September 30, 2026 | For the Three Months Ended September 30, 2025 |
|---|---|---|
| Research and development | $ 746,064 | $ 1,004,661 |
| Selling, general and administrative | $ 601,248 | $ 902,594 |

| | For the Nine Months Ended September 30, 2026 | For the Nine Months Ended September 30, 2025 |
|---|---|---|
| Research and development | $ 1,810,781 | $ 1,463,440 |
| Selling, general and administrative | $ 2,078,753 | $ 3,011,998 |

Research and development expenses and general and administrative expenses are reviewed and monitored by the CODM to manage and forecast cash to ensure enough capital is available to operate the business. Research and development costs and general and administrative costs, as reported on the statements of operations, are the significant segment expenses provided to the CODM on a regular basis.

NOTE 21 - CONTINGENT PAYMENT

As part of the consideration to the Seller for the purchase of the assets on March 4, 2025, the Company shall pay upfront purchase price of $400,000 via Seller's retention, until such amounts equal $400,000 of 50% of the Net Sales (as defined in the APA) of LUCEMYRA® and 50% of the Net Distributable Profits (as defined in the APA) of the generic version of LUCEMYRA®. The Company shall also pay to the Seller a royalty equal to 3% of the Net Sales of LUCEMYRA® and 3% of the Net Distributable Profits of the generic version of LUCEMYRA® on a calendar quarter basis. Royalty payments shall commence on the date of the acquisition and shall continue for a period of 5 years following the date of the acquisition. The upfront purchase price and the royalty payment are representative of contingent consideration.

The fair value of the upfront purchase price and royalty payments were estimated by applying the income approach. That measure is based on significant Level 3 inputs not observable in the market. Revenues related to the timing of the upfront purchase price payments and royalty payments were based on management's financial projections.

Changes in fair value of the contingent payments during the three and nine months ended September 30, 2026 were as follows:

| | Upfront Purchase Price | Royalty Payment |
|---|---|---|
| Fair value as of December 31, 2025 | $ 42,503 | $ 359,378 |
| Payments | (42,503) | (7,886) |
| Fair value as of March 31, 2026 | $ - | $ 351,492 |
| Payments | - | (3,337) |
| Fair value as of June 30, 2026 | $ - | $ 348,155 |
| Reversal of payments | - | 1,211 |
| Fair value as of September 30, 2026 | $ - | $ 349,366 |

Changes in fair value of the contingent payments during the three and nine months ended September 30, 2025 were as follows:

| | Upfront Purchase Price | Royalty Payment |
|---|---|---|
| Fair value on the acquisition date | $ 392,441 | $ 192,365 |
| Payments | (67,449) | (4,047) |
| Change in fair value | 4,500 | 2,611 |
| Fair value as of March 31, 2025 | $ 329,492 | $ 190,929 |
| Payments | (88,224) | (9,123) |
| Change in fair value | 394 | (33,935) |
| Fair value as of June 30, 2025 | $ 241,662 | $ 147,871 |
| Payments | (158,007) | (10,551) |
| Change in fair value | 1,785 | (180,257) |
| Fair value as of September 30, 2025 | $ 85,440 | $ 317,577 |

NOTE 22 - SUBSEQUENT EVENTS

As of November 16, 2026 the Company issued an aggregate of119,057 shares of its common stock for consulting services, and the Company's President stock compensation valued at $26,125.00.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may" "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of its management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.*

*Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. Important factors currently known to us could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that its assumptions are based upon reasonable data derived from and known about our business and operations and the business and operations of the Company. No assurances are made that actual results of operations or the results of our future activities will not differ materially from its assumptions. Factors that could cause differences include, but are not limited to, expected market demand for the Company's services, fluctuations in pricing for materials, and competition.*

**Business Overview**

BioCorRx Inc., through its subsidiaries, develops and provides addiction treatment solutions offering a unique approach to the treatment of substance use and other related disorders. The Company also controls BioCorRx Pharmaceuticals Inc., a clinical-stage drug development subsidiary currently seeking FDA approval for BICX104, an implantable naltrexone pellet for the treatment of alcohol and opioid use disorders.

Beat Addiction Recovery is a substance use disorder recovery program that typically includes BioCorRx's proprietary Cognitive Behavioral Therapy (CBT) modules along with peer support via mobile app along with medication prescribed by an independent treating physician under their discretion.

The UnCraveRx® Weight Loss Program is also a medication-assisted weight loss program that includes access to concierge on-demand wellness specialists: nutritionists, fitness experts, and personal support from behavioral experts.

BioCorRx makes the Beat Addiction Recovery Program and UnCraveRx® Weight Loss Management Program available to healthcare providers to utilize when the healthcare provider determines it is medically appropriate and indicated for his or her patients. Any physician or medical professional is solely responsible for treatment options prescribed or recommended to his or her patients.

BioCorRx has issued several license and distribution agreements to several unrelated third parties involving the establishment of alcoholism and opioid addiction rehabilitation and treatment centers and creating certain addiction rehabilitation programs.

BICX102 is an implantable pellet of naltrexone that was the original product candidate being developed under award UG3DA047925 and BICX104 is another pellet of naltrexone that subsequently became the lead product candidate with minor excipient differences between the BICX102 and BICX104. BICX102/BICX104 research was supported by the National Institute On Drug Abuse of the National Institutes of Health under Award Number UG3DA047925 and UH3DA047925.

BICX104 is being developed through a cooperative agreement with the National Institute on Drug Abuse (NIDA), part of the National Institutes of Health (NIH), under award number UH3DA047925, funded by the Helping to End Addiction Long-term Initiative, or NIH HEAL Initiative. This award is subject to the Cooperative Agreement Terms and Conditions of Award as set forth in RFA DA-19-002 entitled, Development of Medications to Prevent and Treat Opioid Use Disorders (OUD) and Overdose (UG3/UH3) (Clinical Trial Optional).

BICX104 is a biodegradable, long-acting subcutaneous pellet of naltrexone for the treatment of opioid use disorder (OUD) being developed with the goal of improving patient compliance to naltrexone therapy compared to other marketed treatments. In Phase I, an open-label, single-center study in two parallel groups of randomized healthy volunteers to evaluate the PK and safety of BICX104 and the once-a-month intramuscular naltrexone injection (Vivitrol), BICX104 was well tolerated with no serious adverse events and achieved 84 days of therapeutic naltrexone plasma concentrations. BICX104 is being developed under BioCorRx Pharmaceuticals Inc., the Company's majority-owned clinical-stage pharmaceutical subsidiary.

Early research related to BICX102 and BICX104 was previously supported by cooperative agreements with the National Institute on Drug Abuse ("NIDA") of the National Institutes of Health.

On March 1, 2024, the Company's subsidiary BioCorRx Pharmaceuticals Inc. was awarded a grant of $11,029,977 from the National Institute on Drug Abuse ("NIDA") of the National Institutes of Health ("NIH") under award number U01DA059994. The grant provides the Company with additional resources for the ongoing research of BICX104, a sustained release naltrexone implant for the treatment of methamphetamine use disorder ("MUD"). The grant provides for (i) $4,131,123 in funding during the first year, (ii) $3,638,268 during the second year, and (iii) $3,260,586 during the third year, subject to the terms and conditions specified in the grant, including satisfactory progress of the project and the availability of funds. Government grants generally provide cost reimbursement for certain types of expenditures in return for research and development activities over a contractually defined period.

About MUD. Research has shown that methamphetamine is a highly addictive stimulant and one of the most misused stimulant drugs in the world. Some of the side effects of MUD are severe dental problems, memory loss, aggression, psychotic behavior, and damage to the cardiovascular system. In 2022 the National Survey on Drug Use and Health reported that more than 16.6 million people used methamphetamine at least once during their lifetime.

About OUD. OUD is a chronic disorder, with serious potential consequences including disability, relapses, and death. Opioids, used medically for pain relief, have analgesic and central nervous system depressant effects as well as the potential to cause euphoria with an overpowering desire to use opioids despite the consequences. OUD can involve misuse of prescribed opioid medications, use of diverted opioid medications, or illicitly obtained heroin. OUD is typically a chronic and relapsing illness, that is associated with significantly increased rates of morbidity and mortality.

Grant receivables were $96,468 and $52,026 as of September 30, 2026 and December 31, 2025, respectively. Deferred revenues related to the grant were $0 as of September 30, 2026 and December 31, 2025. $768,674 and $1,305,349 were recorded as grant income for the three months ended September 30, 2026 and 2025, respectively. $1,810,748 and $1,873,598 were recorded as grant income for the nine months ended September 30, 2026 and 2025, respectively.

On March 4, 2025, the Company and its majority owned subsidiary, BioCorRx Pharmaceuticals, Inc. entered into an APA with the Seller. The Seller does business as US WorldMeds. Pursuant to the APA, BioCorRx Pharmaceuticals, Inc. purchased certain assets and assumed certain liabilities related to LUCEMYRA®, an FDA approved prescription medication for opioid withdrawal. Supply and distribution sales are generated from the sales of the LUCEMYRA® products and the distribution license granted to the distributors.

On March 26, 2026, BioCorRx Inc. entered into stock exchange agreements with certain related parties, including executive officers and members of the Board of Directors, pursuant to a plan of reorganization. Under these agreements, BioCorRx Inc. acquired an additional 12.15% ownership interest in BioCorRx Pharmaceuticals, Inc. in exchange for an issuance of 2,263,371 shares of common stock.

Recent Developments

On March 26, 2026, the Company entered into a stock exchange agreement with Lourdes Felix, Chief Executive Officer of the Company and a member of the Board, Louis C Lucido, President of the Company and a member of the Board, and Kent Emry (collectively with Lourdes Felix and Louis C Lucido, the "Shareholders"), a member of the Board, pursuant to which the Shareholders agreed to transfer to the Company an aggregate of 1,215 shares of common stock of BioCorRx Pharmaceuticals, Inc., representing in the aggregate approximately 12.15% of the outstanding common stock of BioCorRx Pharmaceuticals, Inc., in exchange for an aggregate of 2,263,371 shares of the Company's common stock, par value $0.001 per share (the "Exchange").

The shares of the Company's common stock issued in the Exchange constitute the sole consideration to the Shareholders and no cash or other property was paid or transferred in connection with the Exchange. The Exchange closed on March 27, 2026.

The stock exchange agreement contains representations and warranties of the Company and the Shareholders which are typical for transactions of this type. In addition, the agreement also provides the Shareholders certain registration rights for the shares issued in the Exchange, subject to certain limitations.

On March 13, 2026, the Company entered into a sixth amendment agreement to a promissory note, which was originally issued to a third party on November 10, 2023. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2026 to September 30, 2026. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.40 per share for a total value of $20,000. During the nine months ended September 30, 2026, the Company made principal payments of $42,500. The balance outstanding as of September 30, 2026 was $273,352.

On March 13, 2026, the Company entered into a fifth amendment agreement to a promissory note, which was originally issued to a third party on March 14, 2024. In accordance with the amendment, the parties agreed to modify the maturity date of the note from February 28, 2026 to September 30, 2026. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.40 per share for a total value of $20,000. During the nine months ended September 30, 2026, the Company made principal payments of $42,500. The balance outstanding as of September 30, 2026 was $273,352.

On April 2, 2026, the Company entered into a sixth amendment agreement to a promissory note, which was originally issued to a third party on December 8, 2023. In accordance with the amendment, the parties agreed to modify the maturity date of the note from March 31, 2026 to February 1, 2027. The principal amount due was increased by $30,000. In exchange for the modification, the Company issued 50,000 shares of restricted stock to the debt holder at $0.34 per share for a total value of $17,000. The promissory note bears interest at 5% per annum, and is convertible into common stock of the Company at a conversion price of $0.34 per share. During the nine months ended September 30, 2026, the Company made principal payments of $22,500. The balance outstanding as of September 30, 2026 was $324,950.

As of September 30, 2026 and December 31, 2025, the Company owed $298,749 and $312,249 advances to Lourdes Felix, respectively. During the three months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $7,094 and $8,233, respectively, for advances from Lourdes Felix based on an imputed interest of 10% per annum. During the nine months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $24,735 and $20,318, respectively, for advances from Lourdes Felix based on an imputed interest of 10% per annum.

On February 15, 2026, Mr. Lucido entered into the 2026 Q1 Subscription Agreement to purchase a total of 1,470,588 shares of common stock for a total purchase price of $500,000.

On May 21, 2026, Joseph Galligan, a member of the Board of Directors, entered into a Subscription Agreement (the "2026 Q2 Subscription Agreement") to purchase a total of 375,000 shares of common stock for a total purchase price of $150,000.

Since 2026, the Company had received an aggregate of $404,904 advances from Mr. Lucido. On February 15, 2026, the Company issued 294,118 shares of its common stock at $0.34 per share in connection with conversion of the related party promissory note then outstanding of $100,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized. On July 6, 2026, the Company issued 336,323 shares of its common stock at $0.36 per share in connection with conversion of the related party promissory note then outstanding of $120,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized. As of September 30, 2026 and December 31, 2025, the outstanding balance of advances from Mr. Lucido was $383,904 and $200,000, respectively. During the three months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $9,375 and $1,019 for advances from Mr. Lucido based on an imputed interest of 10% per annum. During the nine months ended September 30, 2026 and 2025, the Company also recognized imputed interest of $22,081 and $7,748 for advances from Mr. Lucido based on an imputed interest of 10% per annum.

On March 26, 2026, BioCorRx Inc. entered into stock exchange agreements with certain related parties, including executive officers and members of the Board of Directors, pursuant to a plan of reorganization. Under these agreements, BioCorRx Inc. acquired an additional 12.15% ownership interest in BioCorRx Pharmaceuticals, Inc. in exchange for an issuance of 2,263,371 shares of common stock.

On August 31, 2026, Kate Beebe DeVarney, Ph.D. submitted her resignation from her position as a member of the board of directors (the "Board") of BioCorRx Inc.(the "Company"), effective August 31, 2026 (the "DeVarney Resignation"). The DeVarney Resignation did not arise as a result of any disagreement with the Company nor BioCorRx Pharmaceuticals, a subsidiary of the Company.

Results of Operations

Three months ended September 30, 2026 Compared with Three months ended September 30, 2025

| | 2026 | 2025 |
|---|---|---|
| Revenues, net | $ (40,348) | $ 213,910 |
| Total operating expenses | (1,358,411) | (1,979,242) |
| Interest expense – related parties | (143,231) | (167,520) |
| Interest expense, net | (37,377) | (60,495) |
| Grant income | 768,674 | 1,305,349 |
| Change in fair value of upfront purchase price liability | - | (1,785) |
| Change in fair value of royalty liability | - | (180,257) |
| Other miscellaneous income | 20 | 58,708 |
| Net loss | (810,673) | (811,332) |
| Non-controlling interest | 13,539 | (35,759) |
| Net loss attributable to BioCorRx Inc. | $ (797,134) | $ (847,091) |

*Revenues*

Total net revenues for the three months ended September 30, 2026 were $(40,348) compared with $213,910 for the three months ended September 30, 2025, reflecting a decrease of 118.9%. The supply and distribution net sales for the three months ended September 30, 2026 and 2025 were $(40,348) and $213,910, respectively. BioCorRx Pharmaceuticals, Inc. entered into several exclusive and nonexclusive distribution agreements as part of the USWM LLC Asset Purchase Agreement dated March 4, 2025. The distribution arrangements may include: (i) that the Company grants rights to the counterparty to distribute the product, and (ii) the Company supplies the product. Under an exclusive distribution and supply arrangement, the services are not distinct, and revenue is recognized as a single performance obligation. Distribution sales are generated through the distribution arrangements. The Company receives a share of the net distributable profits earned by its distributors, which is recognized when one or more of the following events occur: (i) control of the asset transfers to the end customer; and (ii) the single performance obligation has been satisfied. During the third quarter of 2026, sales and shipment volume was reduced as part of the wind-down of the USWM distribution channel. Chargeback adjustments relating to prior-quarter sales exceeded current-quarter gross sales, resulting in negative net revenue. These adjustments reflect changes in estimates based on information newly available during the third quarter of 2026.

*Total Operating Expenses*

Total operating expenses for the three months ended September 30, 2026 and 2025 were $1,358,411 and $1,979,242, respectively, reflecting a decrease of $620,831.

The reasons for the decrease in 2026 are primarily due to (i) a decrease of $258,597 in research and development expense from $1,004,661 for the three months ended September 30, 2025 to $746,064 for the three months ended September 30, 2026, (ii) a decrease of $146,112 in accounting and legal fees from $274,516 for the three months ended September 30, 2025 to $128,404 for the three months ended September 30, 2026, (iii) a decrease of $63,513 in depreciation and amortization from $71,987 for the three months ended September 30, 2025 to $8,474 for the three months ended September 30, 2026, and (iv) a decrease of $61,609 in consulting expense from $234,065 for the three months ended September 30, 2025 to $172,457 for the three months ended September 30, 2026.

*Interest Expense - Related Parties*

Interest expense - related parties for the three months ended September 30, 2026 and 2025 were $143,231 and $167,520, respectively. The decrease was mainly due to the paid off the related party notes payable in 2025.

*Interest Expense*

Interest expense for the three months ended September 30, 2026 and 2025 were $37,377 and $60,495, respectively. The decrease was mainly due to the full amortization of certain debt discounts before 2026.

*Grant Income*

During the three months ended September 30, 2026 and 2025, the Company recognized grant income of $768,674 as compared to $1,305,349 for the comparable period last year.

On May 7, 2021, the FDA cleared the Company's Investigational New Drug Application (IND) application for BICX104. On August 27, 2021, the Company received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse UH3. The grant provides for $3,453,367 in funding during the third year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. On March 31, 2022, the Company received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse. The grant provides for $99,431 in additional funding during the third year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. The funds are available to reimburse the Company for certain incurred direct costs and 17% of indirect costs. Indirect costs are costs that are not directly related to the project itself but are required to conduct the research and are critical to the success of the project and the organization as a whole.

On March 1, 2024 the Company's subsidiary BioCorRx Pharmaceuticals Inc received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse U01 for the Methamphetamine Use Disorder Studies. The grant provides for $4,131,123 in funding during the first year subjects to terms and conditions specified in the grant, including satisfactory progress of project and availability of funds.

*Change in fair value of upfront purchase price liability*

Change in fair value of upfront purchase price liability for the three months ended September 30, 2025 was a loss of $1,785. As part of the consideration to the Seller for the purchase of the assets on March 4, 2025, the Company shall pay upfront purchase price of $400,000 via Seller's retention, until such amounts equal $400,000 of 50% of the Net Sales (as defined in the APA) of LUCEMYRA® and 50% of the Net Distributable Profits (as defined in the APA) of the generic version of LUCEMYRA®. The upfront purchase price is representative of contingent consideration, which shall be remeasured to fair value through earnings at each reporting period until the contingency is resolved.

*Change in fair value of royalty liability*

Change in fair value of royalty liability for the three months ended September 30, 2025 was a loss of $180,257. As part of the consideration to the Seller for the purchase of the assets on March 4, 2025, the Company shall pay to the Seller a royalty equal to 3% of the Net Sales of LUCEMYRA® and 3% of the Net Distributable Profits of the generic version of LUCEMYRA® on a calendar quarter basis. Royalty payments shall commence on the date of the acquisition and shall continue for a period of 5 years following the date of the acquisition. The royalty payment is representative of contingent consideration, which shall be remeasured to fair value through earnings at each reporting period until the contingency is resolved.

*Other Miscellaneous Income*

Other miscellaneous income for the three months ended September 30, 2026 and 2025 were $20 and $58,708, respectively. The decrease was mainly due to the refundable tax credit received from Internal Revenue Service during 2025.

*Net Loss*

For the three months ended September 30, 2026, the Company experienced a net loss of $810,673 compared with a net loss of $811,332 for the three months ended September 30, 2025.

Nine months ended September 30, 2026 Compared with Nine months ended September 30, 2025

| | 2026 | 2025 |
|---|---|---|
| Revenues, net | $ 126,690 | $ 527,047 |
| Total operating expenses | (4,098,187) | (4,644,245) |
| Interest expense – related parties | (417,276) | (492,019) |
| Interest expense, net | (98,466) | (184,664) |
| Loss on settlement of debt | (147,000) | (187,514) |
| Grant income | 1,810,748 | 1,873,598 |
| Change in fair value of upfront purchase price liability | - | (6,679) |
| Change in fair value of royalty liability | - | (148,933) |
| Other miscellaneous income | 20 | 223,037 |
| Net loss | (2,823,471) | (3,040,372) |
| Non-controlling interest | 115,727 | 118,456 |
| Net loss attributable to BioCorRx Inc. | $ (2,707,744) | $ (2,921,916) |

*Revenues*

Total net revenues for the nine months ended September 30, 2026 were $126,690 compared with $527,047 for the nine months ended September 30, 2025, reflecting a decrease of 76.0%. Sales/access fees for the nine months ended September 30, 2026 and 2025 were $1,330 and $1,790, respectively, reflecting a decrease of $460. The primary reason for the decrease in 2026 is directly related to the decreased number of patients treated at licensed clinics. The supply and distribution net sales for the nine months ended September 30, 2026 and 2025 were $125,360 and $525,258, respectively. BioCorRx Pharmaceuticals, Inc. entered into several exclusive and nonexclusive distribution agreements as part of the USWM LLC Asset Purchase Agreement dated March 4, 2025. The distribution arrangements may include: (i) that the Company grants rights to the counterparty to distribute the product, and (ii) the Company supplies the product. Under an exclusive distribution and supply arrangement, the services are not distinct, and revenue is recognized as a single performance obligation. Distribution sales are generated through the distribution arrangements. The Company receives a share of the net distributable profits earned by its distributors, which is recognized when one or more of the following events occur: (i) control of the asset transfers to the end customer; and (ii) the single performance obligation has been satisfied. During the third quarter of 2026, sales and shipment volume was reduced as part of the wind-down of the USWM distribution channel.

*Total Operating Expenses*

Total operating expenses for the nine months ended September 30, 2026 and 2025 were $4,098,187 and $4,644,245, respectively, reflecting a decrease of $546,058.

The reasons for the decrease in 2026 are primarily due to (i) a decrease of $634,003 in accounting and legal fees from $1,080,348 for the nine months ended September 30, 2025 to $446,344 for the nine months ended September 30, 2026, (ii) a decrease of $182,491 in consulting expense from $726,349 for the nine months ended September 30, 2025 to $543,859 for the nine months ended September 30, 2026, (iii) a decrease of $139,304 in depreciation and amortization from $168,807 for the nine months ended September 30, 2025 to $29,503 for the nine months ended September 30, 2026, and (iv) a decrease of $105,462 in stock based compensation from $442,845 for the nine months ended September 30, 2025 to $337,383 for the nine months ended September 30, 2026, partially offset by (i) an increase of $347,341 in research and development expense from $1,463,440 for the nine months ended September 30, 2025 to $1,810,781 for the nine months ended September 30, 2026 and (ii) (ii) an increase of $172,776 in the cost of goods sold from $0 for the nine months ended September 30, 2025 to $172,776 for the nine months ended September 30, 2026.

*Interest Expense - Related Parties*

Interest expense - related parties for the nine months ended September 30, 2026 and 2025 were $417,276 and $492,019, respectively. The decrease was mainly due to the paid off the related party notes payable in 2025.

*Interest Expense*

Interest expense for the nine months ended September 30, 2026 and 2025 were $98,466 and $184,664, respectively. The decrease was mainly due to the full amortization of certain debt discounts before 2026.

*Loss on Settlement of Debt*

Loss on settlement of debt for the nine months ended September 30, 2026 and 2025 were $147,000 and $187,514, respectively. The decrease is mainly due to the less amendments to promissory notes during 2026, which were treated as an extinguishment of the old debts and an issuance of the new debts.

*Grant Income*

During the nine months ended September 30, 2026 and 2025, the Company recognized grant income of $1,810,748 as compared to $1,873,598 for the comparable period last year.

On May 7, 2021, the FDA cleared the Company's Investigational New Drug Application (IND) application for BICX104. On August 27, 2021, the Company received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse UH3. The grant provides for $3,453,367 in funding during the third year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. On March 31, 2022, the Company received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse. The grant provides for $99,431 in additional funding during the third year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. The funds are available to reimburse the Company for certain incurred direct costs and 17% of indirect costs. Indirect costs are costs that are not directly related to the project itself but are required to conduct the research and are critical to the success of the project and the organization as a whole.

On March 1, 2024 the Company's subsidiary BioCorRx Pharmaceuticals Inc received a Notice of Award from the United States Department of Health and Human Services for a grant from National Institute on Drug Abuse U01 for the Methamphetamine Use Disorder Studies. The grant provides for $4,131,123 in funding during the first year subjects to terms and conditions specified in the grant, including satisfactory progress of project and availability of funds.

*Change in fair value of upfront purchase price liability*

Change in fair value of upfront purchase price liability for the nine months ended September 30, 2025 was a loss of $6,679. As part of the consideration to the Seller for the purchase of the assets on March 4, 2025, the Company shall pay upfront purchase price of $400,000 via Seller's retention, until such amounts equal $400,000 of 50% of the Net Sales (as defined in the APA) of LUCEMYRA® and 50% of the Net Distributable Profits (as defined in the APA) of the generic version of LUCEMYRA®. The upfront purchase price is representative of contingent consideration, which shall be remeasured to fair value through earnings at each reporting period until the contingency is resolved.

*Change in fair value of royalty liability*

Change in fair value of royalty liability for the nine months ended September 30, 2025 was a loss of $148,933. As part of the consideration to the Seller for the purchase of the assets on March 4, 2025, the Company shall pay to the Seller a royalty equal to 3% of the Net Sales of LUCEMYRA® and 3% of the Net Distributable Profits of the generic version of LUCEMYRA® on a calendar quarter basis. Royalty payments shall commence on the date of the acquisition and shall continue for a period of 5 years following the date of the acquisition. The royalty payment is representative of contingent consideration, which shall be remeasured to fair value through earnings at each reporting period until the contingency is resolved.

*Other Miscellaneous Income*

Other miscellaneous income for the nine months ended September 30, 2026 and 2025 were $20 and $223,037, respectively. The decrease was mainly due to the refundable tax credit received from Internal Revenue Service during 2025.

*Net Loss*

For the nine months ended September 30, 2026, the Company experienced a net loss of $2,823,471 compared with a net loss of $3,040,372 for the nine months ended September 30, 2025.

Liquidity and Capital Resources

As of September 30, 2026, the Company had cash of $18,233. The following table provides a summary of the Company's net cash flows from operating, investing, and financing activities.

| | 2026 | 2025 |
|---|---|---|
| Net cash used in operating activities | $ (1,052,875) | $ (1,399,819) |
| Net cash provided by financing activities | 931,748 | 1,599,474 |
| Net (decrease) increase in cash | (121,127) | 199,655 |
| Cash, beginning of period | 139,360 | 88,033 |
| Cash, end of period | $ 18,233 | $ 287,688 |

The Company has historically sought and continue to seek financing from private sources to move its business plan forward. In order to satisfy the financial commitments, the Company had relied upon private party financing that has inherent risks in terms of availability and adequacy of funding. During the nine months ended September 30, 2026 and 2025, the Company received $650,000 and $665,000, respectively, proceeds from common stock subscription agreements.

On March 1, 2024, the Company's subsidiary BioCorRx Pharmaceuticals Inc. was awarded a grant of $11,029,977 from the National Institutes of Health's National Institute on Drug Abuse, ("NIDA"). The grant provides the Company with additional resources for the ongoing research of BICX104, a sustained release naltrexone implant for the treatment of methamphetamine use disorder. The grant provides for (i) $4,131,123 in funding during the first year, (ii) $3,638,268 during the second-year, and (iii) $3,260,586 during the third-year subject to the terms and conditions specified in the grant, including satisfactory progress of project and the availability of funds. Government grants are agreements that generally provide cost reimbursement for certain types of expenditures in return for research and development activities over a contractually defined period.

*Net Cash Flow from Operating Activities*

Net cash used in operating activities was $1,052,875 for the nine months ended September 30, 2026 compared to $1,399,819 used in operating activities for the nine months ended September 30, 2025. The decrease was primarily due to an increase in operating assets of $1,004,276 and a decrease in net loss of $216,901, net of non-cash adjustments of $314,885 and a decrease in operating liabilities of $559,348.

*Net Cash Flow from Financing Activities*

Net cash provided by financing activities decreased by $667,726, from $1,599,474 provided by financing activities for the nine months ended September 30, 2025 to $931,748 cash provided by financing activities for the nine months ended September 30, 2026.

During the nine months ended September 30, 2026, the Company received $1,000 advances from Lourdes Felix, and $403,904 advances from Mr. Lucido. During the nine months ended September 30, 2026, the Company repaid $14,500 to Lourdes Felix.

During the nine months ended September 30, 2025, the Company received $35,200 advances from Lourdes Felix, and $912,500 advances from Mr. Lucido. During the nine months ended September 30, 2025, the Company repaid $12,000 to Lourdes Felix.

During the nine months ended September 30, 2026, Mr. Lucido entered into the 2026 Q1 Subscription Agreement to purchase a total of 1,470,588 shares of common stock for a total purchase price of $500,000. During the nine months ended September 30, 2026, Mr. Galligan entered into the 2026 Q2 Subscription Agreement to purchase a total of 375,000 shares of common stock for a total purchase price of $150,000.

During the nine months ended September 30, 2025, the Company issued 2,000,000 shares of its common stock in connection with the 2025 Q3 SPA. Under the terms of this 2025 Q3 SPA, the shares were issued at a purchase price of $0.35 per share for total gross proceeds of approximately $700,000, $35,000 of which were received subsequent to September 30, 2025.

During the nine months ended September 30, 2026, the Company repaid $107,500 of notes payable owed to third parties.

Going Concern

The Company’s financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of September 30, 2026, the Company had a working capital deficit of $(8,652,785), and an accumulated deficit of $89,357,032. The Company has incurred net losses since inception. These conditions raise substantial doubt about the Company’s ability to continue as a going concern for the next twelve-month period since the date of the financial statements were issued.

The Company believes that its current cash on hand will not be sufficient to fund its projected operating requirements for the next twelve months since the date of the issuance of the financial statements.

The Company will be dependent upon the raising of additional capital through placement of its common stock in order to implement the Company’s business plan or by using outside financing. There can be no assurance that the Company will be successful in these situations in order to continue as a going concern. The Company is funding its operations by additional borrowings and some shareholder advances.

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, sales or expenses, results of operations, liquidity or capital expenditures, or capital resources that are material to an investment in its securities.

Critical Accounting Estimates

Our significant accounting policies are described in Note 2 to our unaudited condensed consolidated financial statements. The Company's consolidated financial statements are prepared in accordance with GAAP. The preparation of these unaudited condensed consolidated financial statements requires management to make assumptions and estimates that affect the reported results of operations and financial position. The following is a discussion of the accounting policies, estimates and judgments that management believes are most significant in the application of GAAP used in the preparation of our unaudited condensed consolidated financial statements. These accounting policies, among others, may involve a high degree of complexity and judgment on the part of management. Further, these estimates and other factors, including those outside of our control could have significant adverse impact to our financial condition, results of operations and cash flows.

***Income taxes***

Deferred income tax assets and liabilities are determined based on the estimated future tax effects of net operating loss and credit carry forwards and temporary differences between the tax basis of assets and liabilities and their respective financial reporting amounts measured at the current enacted tax rates. The Company records an estimated valuation allowance on its deferred income tax assets if it is more likely than not that these deferred income tax assets will not be realized. The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Refer to Note 2 to our unaudited condensed consolidated financial statements.

***Loss contingencies***

Loss contingencies are existing conditions, situations or circumstances involving uncertainty as to possible loss that will ultimately be resolved when future events occur or fail to occur. Such contingencies include, but are not limited to, environmental obligations, litigation, regulatory investigations and proceedings, product quality and losses resulting from other events and developments. When a loss is considered probable and reasonably estimable, we record a liability in the amount of our best estimate for the ultimate loss. When there appears to be a range of possible costs with equal likelihood, liabilities are based on the low-end of such range. However, the likelihood of a loss with respect to a particular contingency is often difficult to predict and determining a meaningful estimate of the loss or a range of loss may not be practicable based on the information available and the potential effect of future events and negotiations with or decisions by third parties that will determine the ultimate resolution of the contingency. Moreover, it is not uncommon for such matters to be resolved over many years, during which time relevant developments and new information must be continuously evaluated to determine both the likelihood of potential loss and whether it is possible to reasonably estimate a range of possible loss. Disclosure is provided for material loss contingencies when a loss is probable but a reasonable estimate cannot be made, and when it is reasonably possible that a loss will be incurred or the amount of a loss will exceed the recorded provision. We regularly review contingencies to determine whether the likelihood of loss has changed and to assess whether a reasonable estimate of the loss or range of loss can be made. Refer to Note 19 to our unaudited condensed consolidated financial statements.

***Business Combinations and Contingent Consideration***

Business combinations are accounted for using the acquisition method. The Company allocates the fair value of the purchase price of an acquisition to the assets acquired and liabilities assumed, based on their estimated fair values as of the date of acquisition. The excess of the fair value of the purchase price over the fair values of these net tangible and intangible assets acquired is recorded as goodwill. Acquisition-related expenses are recognized separately from the business combination and expensed as incurred.

Certain business combinations include contingent consideration arrangements, which are generally based on achievement of future financial performance or future events. If it is determined the contingent consideration arrangement is not compensatory, the Company estimates fair value of contingent consideration payments as part of the initial purchase price and records the estimated fair value of contingent consideration as a liability in the condensed consolidated balance sheet. The Company reviews and assesses the estimated fair value of contingent consideration each reporting period, and the updated fair value could differ materially from the initial estimates. Adjustments to estimated fair value related to changes in fair value are reported in the consolidated statements of operations.

Refer to Note 2 to our unaudited condensed consolidated financial statements.

***Goodwill***

Goodwill represents the excess of the purchase price in a business combination over the fair value of net assets acquired. Goodwill is not amortized but tested annually for impairment or when indicators of impairment are present. The test for goodwill impairment involves a qualitative assessment of impairment indicators. If indicators are present, a quantitative test of impairment is performed. Goodwill impairment, if any, is determined by comparing the reporting unit's fair value to its carrying value. An impairment loss is recognized in an amount equal to the excess of the reporting unit's carrying value over its fair value, up to the amount of goodwill allocated to the reporting unit. The Company's policy is to review goodwill for impairment annually unless a triggering event requires an analysis sooner. Refer to Note 2 to our unaudited condensed consolidated financial statements.

***Research and development costs***

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. Refer to Note 2 to our unaudited condensed consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required under Regulation S-K for "smaller reporting companies."

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We have adopted and maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the reports filed under the Exchange Act, such as this Quarterly Report on Form 10-Q, is collected, recorded, processed, summarized and reported within the time periods specified in the rules of the SEC. Our disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management to allow timely decisions regarding required disclosure. Based upon the most recent evaluation of internal controls over financial reporting, our Chief Executive Officer (our principal executive officer) and our Chief Financial Officer (our principal financial officer) identified material weaknesses in our internal control over financial reporting. The material weaknesses identified to date include (i) policies and procedures which are not yet adequately documented. We retain a third party with relevant expertise to support us and assist us in enhancing our policies and procedures, (ii) insufficient GAAP experience regarding complex transactions and reporting, and (iii) an insufficient number of staff to maintain optimal segregation of duties and levels of oversight resulting from our small size and testing of the operating effectiveness of the controls. As of September 30, 2026, based on evaluation of our disclosure controls and procedures, management concluded that our disclosure controls and procedures were not effective.

Notwithstanding the material weaknesses described above, our management, including the Chief Executive Officer and Chief Financial Officer, has concluded that financial statements, and other financial information included in this quarterly report, fairly present in all material respects our financial condition, results of operations, and cash flows as of and for the periods presented in this quarterly report.

Changes in Internal Controls

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the quarter ended September 30, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

(1) The Company initiated litigation in 2019 based on a claim that Pellecome and Dr. Orbeck utilized the Company's confidential information to advance their own weight loss product.

The Company dismissed this litigation without prejudice in July 2021.

On March 30, 2022, the court entered judgment in favor of Pellecome as an individual defendant whereby the Company was ordered to pay Pellecome total costs and attorneys' fees of $235,886. Pursuant to the judgment, this amount is accruing interest at the rate of ten percent (10%) per annum from October 6, 2021 (the date of the original award of attorneys' fees by the court which was followed by a number of filings by each party through February 2022).

On May 27, 2022, the Company filed a notice of appeal with California Superior Court for Orange County regarding the March 30, 2022 judgment entered in favor of Pellecome. On February 2, 2023, the Company filed a motion requesting the California Superior Court for Orange County reverse and remand its prior ruling, including reversing the granting of Pellecome $222,933 in attorney's fees. On October 4, 2023 the Court of Appeal of the State of California upheld the March 30, 2022 judgement in favor of Pellecome whereby $222,933 was awarded in attorney's fees. On January 5, 2024 the California Superior Court for Orange County entered an amended judgement of $332,503 in favor of Pellecome for costs and attorneys' fees, in addition to the $332,503 judgement the Company owes accrued interest of $94,816. On March 11, 2025, the Company entered into a settlement agreement with Pellecome (the "Settlement Agreement") pursuant to which the Company shall pay to Pellecome $418,000 to settle the claims. As of September 30, 2026, $0 remains outstanding.

ITEM 1A. RISK FACTORS

Not required under Regulation S-K for "smaller reporting companies."

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the nine months ended September 30, 2026, the Company issued an aggregate of 1,145,372 shares of its common stock for services rendered valued at $353,404 based on the underlying market value of the common stock at the date of grant among which 358,396 shares valued at $105,333 were issued to the board of directors for board compensation.

During the nine months ended September 30, 2026, the Company issued 1,470,588 shares of its common stock in connection with the 2026 Q1 Subscription Agreement. The shares were issued at a purchase price of $0.34 per share for a total purchase price of $500,000. During the nine months ended September 30, 2026, the Company issued 375,000 shares of its common stock in connection with the 2026 Q2 Subscription Agreement. The shares were issued at a purchase price of $0.40 per share for a total purchase price of $150,000.

During the nine months ended September 30, 2026, the Company issued 294,118 shares of its common stock at $0.34 per share in connection with conversion of the related party promissory note then outstanding of $100,000. As the fair value of the shares issued equaled the carrying amount of the note, no gain or loss was recognized.

During the nine months ended September 30, 2026, the Company issued 2,263,371 shares of its common stock in connection with the acquisition of 12.15% ownership interest in its subsidiary.

During the nine months ended September 30, 2026, the Company issued an aggregate of 150,000 shares as consideration to the holders of promissory notes entering into the amended agreements to the promissory notes (see Note 10). The 150,000 shares of common stock were valued at an aggregate value of $57,000.

During the nine ended September 30, 2026, the Company issued 336,323 shares of its common stock at $0.36 per share in connection with conversion of the promissory note then outstanding of $120,000. As the fair value of the shares issued equaled the carrying amount of the notes or payable, no gain or loss was recognized.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS.

| | |
|---|---|
| 31.1** | Certifications of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2** | Certifications of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certifications of Chief Executive Officer pursuant to 18 U.S.C. SEC. 1350 (Section 906 of Sarbanes-Oxley Act of 2002) + |
| 32.2 | Certifications of Chief Financial Officer pursuant to 18 U.S.C. SEC. 1350 (Section 906 of Sarbanes-Oxley Act of 2002) + |
| 101.INS | Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document). |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document. |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document. |
| 101.LAB | Inline XBRL Taxonomy Extension Labels Linkbase Document. |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document. |
| 104 | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101). |

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** Filed herewith.

+ In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are being furnished and not filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BIOCORRX INC.

Date: November 16, 2026

By: */s/ Lourdes Felix*
Lourdes Felix
Chief Executive Officer and Chief Financial Officer

**EXHIBIT 31.1**

CERTIFICATION

I, Lourdes Felix, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioCorRx Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 16, 2026

By: */s/ Lourdes Felix*
Lourdes Felix
Chief Executive Officer
Chief Financial Officer

**EXHIBIT 31.2**

CERTIFICATION

I, Lourdes Felix, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BioCorRx Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 16, 2026

By: */s/ Lourdes Felix*
Lourdes Felix
Chief Executive Officer
Chief Financial Officer

**EXHIBIT 32.1**

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Lourdes Felix, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioCorRx Inc. on Form 10-Q for the quarter ended September 30, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioCorRx Inc.

Date: November 16, 2026

By: */s/ Lourdes Felix*
Lourdes Felix
Chief Executive Officer
Chief Financial Officer

**EXHIBIT 32.2**

CERTIFICATIONS OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Lourdes Felix, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of BioCorRx Inc. on Form 10-Q for the quarter ended September 30, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of BioCorRx Inc.

Date: November 16, 2026

By: */s/ Lourdes Felix*
Lourdes Felix
Chief Executive Officer
Chief Financial Officer