

## Risk Factors Comparison 2025-03-31 to 2024-04-01 Form: 10-K

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Investing in our common stock involves a high degree of risk. You should carefully consider each of the following risks, together with all other information set forth in this Annual Report on Form 10-K, including the **consolidated** financial statements and the related notes and “ Management’s Discussion and Analysis of Financial Conditions and Results of Operations ”, before making a decision to purchase, hold or sell our common stock. The occurrence of any of the following risks could harm our business, financial condition, results of operations and / or growth prospects or cause our actual results to differ materially from those contained in forward- looking statements we have made in ~~this Annual report~~ **Report on Form 10- K** and those we may make from time to time. If any of the following risks actually occurs, our business, financial condition, results of operations and future growth prospects would likely be materially and adversely affected. In these circumstances, the market price of our common stock would likely decline and you may lose all or part of your investments. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. Risks Related to Our Business ~~Source-~~ **We may require additional funding to sustain our ongoing operations** and **Need for Capital to continue our research and development activities**. As we take steps in the commercialization and marketing of our **electrokinetic** technology or respond to potential opportunities and / or adverse events, our working capital needs may change. We anticipate that if our cash and cash equivalents are insufficient to satisfy our liquidity requirements, we will require additional funding to sustain our ongoing operations and to continue our research and development activities. We have funded most of our activities through sales of our securities to investors. Our eventual success and generation of positive cash flow will be dependent upon the extent of commercialization of products using our technology. We can give no assurances that we will generate sufficient cash flows in the future (through sales of our common stock, exercise of options and warrants, royalty fees, or otherwise) to satisfy our liquidity requirements or sustain future operations, or that additional funding, if required, will be available when needed or, if available, on favorable terms. **We have a History history of Operating operating Losses losses, and although we anticipate that we will achieve profitability in 2025, we may never achieve or sustain profitability**. We have experienced net losses from operations, and we may continue to incur net losses from operations in the future. We have incurred substantial costs and expenses in researching and developing our electrokinetic technology. Our net loss was ~~approximately \$ 29-25. 0-9~~ million for the year ended December 31, ~~2023-2024~~. This includes non- cash ~~accounting charges~~ **operating expenses** during the year ended December 31, ~~2023-2024~~ of ~~approximately \$ 12-9. 8-3~~ million, resulting from stock-based compensation expenses related to our stock options and restricted stock, **realized loss from ELOC derivative on issuance of debt**, and depreciation and amortization. Our net loss was ~~approximately \$ 14-29. 4-0~~ million for the year ended December 31, ~~2022-2023~~. ~~Non-~~ **This includes non-** cash ~~accounting charges for operating expenses during~~ the year ended December 31, ~~2022-2023~~ were ~~of approximately \$ 12. 2 -6~~ million, resulting **primarily from change in fair value of warrant liability stock-based compensation expenses related to our stock options and restricted stock-, loss on extinguishment of debt, change in fair value of notes, and amortization of deferred issuance of debt costs. While we anticipate to start delivering quarterly profits, and depreciation and amortization offset measured in net income, in the second half of 2025 based on revenue generated by the gain-** **our Fiber Optics and Water Solutions divisions, we may not achieve such profitability on the forgiveness of our PPP loan.** We expect to continue to incur losses from operations and negative cash flows, which raise substantial doubt about our ability to continue as a Going Concern. We anticipate ~~anticipated timeline~~ **anticipating** incurring additional losses until such time, if ever, that we can obtain marketing approval to sell, and then generate significant sales, of our ~~or at all~~ technology that is currently in development. We will ~~If we are unable to achieve profitability on our anticipated timeline,~~ **we may** need substantial additional financing to fund our operations and to develop and commercialize our **electrokinetic** technology. **If we seek additional financing, we** These factors raise substantial doubt about our ability to continue as a going concern. We will seek to obtain additional capital through the sale of debt or equity financings or other arrangements to fund operations; however, there can be no assurance that we will be able to raise needed capital under acceptable terms, if at all. The sale of additional equity may dilute existing stockholders and newly issued shares may contain senior rights and preferences compared to currently outstanding shares of common stock. Issued debt securities may contain covenants and limit our ability to pay dividends or make other distributions to stockholders. If we are unable to obtain such additional financing, future operations would need to be scaled back or discontinued. ~~Due to the uncertainty in our ability to raise capital, we believe that there is substantial doubt in our ability to continue as a going concern.~~ We may not generate sufficient cash flows to cover our operating expenses. As noted above, we have incurred recurring losses since inception and expect to continue to incur losses as a result of costs and expenses related to our research and continued development of our technology and our corporate general and administrative expenses. Our limited capital resources and operations to date have been substantially funded through sales of our securities. As of December 31, ~~2023-2024~~, we had ~~negative~~ working capital of ~~approximately \$ 1-12. 9-5~~ million, cash of ~~approximately \$ 1-13. 1-7~~ million, shareholders’ equity of ~~approximately \$ 4-22. 7-2~~ million and an accumulated deficit of ~~approximately \$ 117-142. 0-9~~ million. In the event that we are unable to generate sufficient cash from our operating activities or raise additional funds, we may be required to delay, reduce or severely curtail our operations or otherwise impede our on- going business efforts, which could have a material adverse effect on our business, operating results, financial condition and long- term prospects. ~~We have never declared a cash dividend and do not intend to declare a cash dividend in the foreseeable future. We have never declared or paid cash dividends on our common stock. Payment of dividends on our common stock is within the discretion of our Board of Directors and will depend upon our future earnings, capital requirements, financial condition and~~

other relevant factors. We do not anticipate declaring or paying any cash dividends on our common stock in the foreseeable future. We currently rely upon our vendors to provide elements of the manufacturing tooling. We currently depend upon the activities of our vendors to provide certain tooling elements of our manufacturing process. We do not have full control over their processes which may mean risks in the form of delivery timing and quality of tooling components. Electrokinetic products face intense competition, which could affect our ability to increase our revenues. The market for electrokinetic products is intensely competitive and we expect competition to increase in the future. We compete based on the functionality and the quality of our product. Many of our current and potential competitors have significantly greater financial, technical, marketing and other resources than we have. In addition, many of our competitors have well-established relationships with our current and potential customers and have extensive knowledge of our industry. If our competitors develop new technologies or new products, improve the functionality or quality of their current products, or reduce their prices, and if we are unable to respond to such competitive developments quickly either because our research and development efforts do not keep pace with our competitors or because of our lack of financial resources, we may be unable to compete effectively. Declining production of automobiles and real estate could harm our business. Our commercialization efforts **for our electrokinetic products** could be negatively impacted if the global production of automobiles and real estate construction declines significantly. If such commercialization is reduced, our revenues, results of operations and financial condition could be negatively impacted. **We are dependent on key personnel..... results of operations and financial conditions.** Dependence on electrokinetic technology. Our **long-term** success depends upon the viability of electrokinetic technology which has yet to be fully proven. We have not fully ascertained the performance and long-term reliability of our **electrokinetic** technology, and therefore there is no guarantee that our **electrokinetic** technology will be successfully incorporated into all of the products which we are targeting for use of electrokinetic technology. We expect that different product applications for electrokinetic technology will have different performance and reliability specifications. We expect that our licensees will primarily be responsible for reliability testing, but that we may also continue to do reliability testing so that we can more effectively focus our research and development efforts toward constantly improving the performance characteristics and reliability of products using electrokinetic technology. Our patents and other protective measures may not adequately protect our proprietary intellectual property, and we may be infringing on the rights of others. Our intellectual property, particularly our proprietary rights in our electrokinetic technology, is critical to our success. We have acquired various patents, and filed other patent applications, for various applications and aspects of our electrokinetic technology. In addition, we generally enter into confidentiality and invention agreements with our employees and consultants. Such patents and agreements and various other measures we take to protect our intellectual property from use by others may not be effective for various reasons generally applicable to patents and their granting and enforcement. In addition, the costs associated with enforcing patents, confidentiality and invention agreements or other intellectual property rights may be expensive. Our inability to protect our proprietary intellectual property rights or gain a competitive advantage from such rights could harm our ability to generate revenues and, as a result, our business and operations. ~~The extent to which the coronavirus (“COVID-19”) outbreak impacts our business, results of operations and financial condition will depend on future developments, which cannot be predicted. The COVID-19 pandemic has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers and business partners. There is no certainty that such measures will be sufficient to mitigate the risks posed by the virus or otherwise be satisfactory to government authorities. The extent to which COVID-19 impacts our business, results of operations and financial condition will depend on future developments, which are uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Even after the coronavirus outbreak has subsided, we may continue to experience materially adverse impacts to our business as a result of its global economic impact, including any recession that has occurred or may occur in the future.~~ Our future growth and success is dependent upon the real estate industry’s willingness to adopt smart glass and specifically our products, especially in the smart glass market which we are targeting with DynamicTint™. Our growth is highly dependent upon the adoption of smart glass by the real estate industry. Although we anticipate growing demand for our products, there is no guarantee of such future demand, or that our products will remain competitive in the market. If the market for smart glass in general and our **electrokinetic** products in particular do not develop as we expect, or develop more slowly than we expect, or if demand for our products decreases in our markets, our business, prospects, financial condition and operating results could be harmed. The market for our **electrokinetic** products could be affected by numerous factors, such as: ●-● perceptions about smart glass features, quality, safety, performance and cost; ●-● competition, including from other types of smart glass or traditional glass; ●-● the cost premium of smart glass in contrast to traditional glass; ●-● government regulations and economic incentives; ●-● reduced construction activity, ~~including as a result of the short and long-term effect of COVID-19~~; and ●-● concerns about our future viability. Our new **electrokinetic** products and services may not be successful. We announced our first smart glass product in 2020 and we anticipate launching additional **electrokinetic** products and services in the future. Existing and new **electrokinetic** products and services we may launch in the future may not be well received by our business customers, may not help us to generate new business customers, may adversely affect the attrition rate of existing business customers, may increase our business customer acquisition costs and may increase the costs to service our business customers. Any profits we may generate from these or other new **electrokinetic** products or services may be lower than profits generated from our other products and services and may not be sufficient for us to recoup our development or business customer acquisition costs incurred. New **electrokinetic** products and services may also have lower gross margins, particularly to the extent that they do not fully utilize our existing infrastructure. In addition, new **electrokinetic** products and services may require increased operational expenses or business customer acquisition costs and present new and difficult technological and intellectual property challenges that may

subject us to claims or complaints if business customers experience service disruptions or failures or other quality issues. To the extent our new **electrokinetic** products and services are not successful, it could have a material adverse effect on our business, financial condition, cash flows or results of operations. If we are unable to establish and maintain confidence in our long- term business prospects among business customers, analysts and within our industries, then our financial condition, operating results, and business prospects may suffer materially. Business customers may be less likely to purchase our products if they are not convinced that our business will succeed or that our service and support and other operations will continue in the long term. Similarly, suppliers and other third parties will be less likely to invest time and resources in developing business relationships with us if they are not convinced that its business will succeed. Accordingly, in order to build and maintain its business, we must maintain confidence among business customers, suppliers, analysts, ratings agencies and other parties in our long- term financial viability and business prospects. Maintaining such confidence may be complicated by certain factors, such as our limited operating history, negative press, business customer unfamiliarity with our products, any delays in scaling manufacturing, delivery and service operations to meet demand, competition and uncertainty regarding the future of smart glass or our other products and services, our quarterly production and sales performance compared with market expectations, and any other negative publicity related to us. Many of these factors are largely outside our control, and any negative perceptions about our long- term business prospects, even if exaggerated or unfounded, such as speculation regarding the sufficiency or stability of our management team, could harm our business and make it more difficult to raise additional funds if needed. Our operating and financial results forecast relies in large part upon assumptions and analyses developed by us. If these assumptions or analyses prove to be incorrect, our actual operating results may be materially different from our forecasted results. Our projected financial and operating information reflect current estimates of future performance. Whether actual operating and financial results and business developments will be consistent with our expectations and assumptions as reflected in our forecasts depends on a number of factors, many of which are outside our control, including, but not limited to: ● market acceptance of our products; ● success and timing of development activity; ● competition, including from established and future competitors; ● our ability to manage our growth; ● our ability to satisfy the manufacturing and production demands associated with customer orders; ● whether we can manage relationships with key suppliers; ● our ability to retain existing key management, integrate recent hires and attract, retain and motivate qualified personnel; and ● the overall strength and stability of domestic and international economies. Unfavorable changes in any of these or other factors, most of which are beyond our control, could materially and adversely affect our business, results of operations and financial results. Disruption of supply or shortage of materials, in particular for glass, could harm our business. Our **electrokinetic** business is dependent on the continued supply of certain materials, including glass, acrylic, as well as other chemicals such as indium tin oxide, certain pigments and polyethylene for use in our products, and we may experience a sustained interruption in the supply or shortage of such materials. Any such supply interruption or shortage could materially and negatively impact our business, prospects, financial condition and operating results. The available supply may be unstable, depending on market conditions and global demand for these materials and could adversely affect our business and operating results. Increases in cost of materials could harm our business. Certain materials necessary to produce our **electrokinetic** products, including glass, acrylic, as well as other chemicals such as indium tin oxide, certain pigments and polyethylene, are sourced from a limited number of suppliers. Any disruption in the supply of materials from such suppliers could disrupt production of our products until such time as a different supplier is fully qualified. As a result, we may experience an increase in costs or inability to meet customer demand. Furthermore, shortages or increased demand of such materials and other economic conditions may cause us to experience significant increases in freight charges and the cost of materials. Substantial increases in the prices for our materials or prices charged to us would increase our operating costs and could reduce our margins if we cannot recoup the increased costs through increased product prices. Any attempts to increase product prices in response to increased material costs could result in cancellations of product orders and reservations and therefore materially and adversely affect our brand, image, business, prospects and operating results. We may be unable to meet our growing production demand, product sales, delivery plans and servicing needs, or accurately project and manage this growth nationwide or internationally, which could harm our business and prospects. In the past, we' ve experienced, and we may experience in the future, delays or other complications in the design, manufacture, launch, and production ramp of our **electrokinetic** products, including DynamicTint™ or may not realize our manufacturing cost targets, which could harm our brand, business, prospects, financial condition and operating results. Our manufacturing facility may require significant cash investments and management resources for these plans, and we may not meet our expectations with respect to additional sales of our products. In addition, we' ve introduced in the past, and we may introduce in the future, new manufacturing technologies, techniques and processes. There is no guarantee that we will be able to successfully and timely introduce and scale any such new processes or features. Our production plans for our products are based on many key assumptions, including: ● Ability to utilize manufacturing capacity to achieve the planned production yield. We assume that we will be able to sustain and further expand our high- volume production and our products at our Corvallis and Salem facilities, including with the introduction of new product features, without exceeding our projected costs and on our projected timeline; and ● Suppliers' ability to support our needs. We assume that we will be able to maintain suppliers for the necessary components on terms and conditions that are acceptable to us and that we will be able to obtain high- quality components on a timely basis and in the necessary quantities to support high- volume production. If one or both of the foregoing assumptions turns out to be incorrect, our ability to meet our projections, including for production, on time and at volumes and prices that are profitable, the demand for and deliveries of our **electrokinetic** products, as well as our business, prospects, operating results and financial condition, may be materially and adversely impacted. Concurrent with developing, launching and ramping our **electrokinetic** products, our success will depend on our ability to continue to significantly increase our sales, deliveries, and servicing, while allocating our available resources among multiple products simultaneously. Although we have a plan for selling and delivering increased volumes of our **electrokinetic** products, we have limited experience developing, manufacturing, selling, servicing and allocating our available

resources at the scale to which we expect to grow. If we are unable to realize our plans, our brand, business, prospects, financial condition and operating results could be materially damaged. We continuously evaluate, and as appropriate evolve, our operations and product offerings in order to maximize our reach and optimize our costs. However, there is no guarantee that each step in our evolving strategy will be perceived as intended by developers, tenants, and the construction industry. Likewise, as we develop and grow our **electrokinetic** products and services in North America, and possibly worldwide, our success will depend on our ability to correctly forecast demand in different markets. We may also face difficulties meeting our sales and delivery goals in both existing markets as well as new markets into which we expand. There is no assurance that we will be able to ramp our business to meet our sales and delivery targets in North America or even globally, or that our projections on which such targets are based will prove accurate. This ongoing expansion in North America and potentially internationally, which includes planned entry into markets in which we have limited or no experience selling, delivering, and servicing our products at scale, and which may pose legal, regulatory, labor, cultural and political challenges that we have not previously encountered, may not have the desired effect of increasing sales and expanding our brand presence to the degree we are anticipating. Moreover, we may not be successful in managing our national and future international operations if we are unable to avoid cost overruns and other unexpected operating costs, adapt our products and conduct our operations to meet local requirements and regulations, implement required local infrastructure, systems and processes, and find and hire as needed additional sales, service, construction and administrative personnel. If we fail to manage our growth effectively, it could result in negative publicity and damage to our brand and have a material adverse effect on our business, prospects, financial condition and operating results. We rely on complex machinery for our operations, and production involves a significant degree of risk and uncertainty in terms of operational performance and costs. We rely heavily on complex machinery for our operations and the production of our **electrokinetic** products that suffers unexpected malfunctions from time to time and requires repairs and spare parts to resume operations, which may not be available when needed. Unexpected malfunctions of our production equipment may significantly affect intended operational efficiency. In addition, the operational performance and costs associated with this equipment can be difficult to predict and may be influenced by factors outside of our control, such as, but not limited to, failures by suppliers to deliver necessary machinery components in a timely manner and at prices and volumes acceptable to us, which could have a material adverse effect on our operational performance, cash flows, financial condition or prospects. If our **electrokinetic** products fail to perform as expected, our ability to develop, market and sell our products and services could be harmed. If our **electrokinetic** products contain defects in design and manufacture that cause them not to perform as expected or that require repair, or certain features of our **electrokinetic** products take longer than expected to become enabled or are legally restricted, our ability to develop, sell, and service our **electrokinetic** products could be harmed. Although we attempt to remedy any issues we observe in our **electrokinetic** products as effectively and rapidly as possible, such efforts may not be timely, may hamper production or may not be to the satisfaction of our business customers. While we perform extensive internal testing on the **electrokinetic** products we manufacture, we currently have a limited frame of reference by which to evaluate detailed long-term quality, reliability, durability and performance characteristics of our **electrokinetic** products. There can be no assurance that we will be able to detect and fix any defects in our **electrokinetic** products prior to their sale to business customers. Our inability to provide **electrokinetic** products or services in a timely manner, legal restrictions on product features, or defects in our products or services, including products and services of third parties that we incorporate into our offerings, could adversely affect our reputation, result in delivery delays, product recalls, product liability claims, and significant warranty and other expenses, and subject us to claims or litigation. In addition, our inability to meet business customers' expectations with respect to our products or services could increase attrition rates or affect our ability to generate new business customers and thereby have a material adverse effect on our business, financial condition, cash flow or results of operations. We may choose to or be compelled to undertake product recalls or take other similar actions, which could adversely affect our brand image and financial performance. Any product recall with respect to our products may result in adverse publicity, damage our brand and adversely affect our business, prospects, operating results and financial condition. In the future, we may at various times, voluntarily or involuntarily, initiate a recall if any of our products prove to be defective or noncompliant with applicable laws and regulations. Such recalls, whether voluntary or involuntary or caused by systems or components engineered or manufactured by us or our suppliers, could involve significant expense and could adversely affect our brand image in our target markets, as well as our business, prospects, financial condition and results of operations. We must successfully maintain and upgrade our information technology systems. We rely on various information technology systems to manage our operations, including general, non-proprietary information technology systems in our facility and proprietary information technology systems in our products. As necessary, we implement modifications and upgrades to these systems, and replace certain of our legacy systems with successor systems with new functionality. The technology and capital equipment we employ may become old or obsolete, which could require significant capital expenditures for upkeep and upgrade over time. Our products and services interact with the hardware and software technology of systems and devices located at our business customers' property. We may be required to implement new technologies or adapt existing technologies in response to changing market conditions, business customer preferences, industry standards or inability to secure necessary intellectual property licenses, which could require significant capital expenditures. Our inability to adapt to changing technologies, market conditions or subscriber preferences in a timely manner could have a material adverse effect on our business, financial condition, cash flows or results of operations. There are inherent costs and risks associated with modifying or changing these systems and implementing new systems, including potential disruption of our internal control structure, substantial capital expenditures, additional administration and operating expenses, retention of sufficiently skilled personnel to implement and operate the new systems, demands on management time and other risks and costs of delays or difficulties in transitioning to new systems or of integrating new systems into our current systems. While management seeks to identify and remediate issues, we can provide no assurance that our identification and remediation efforts will be successful or that we will not encounter additional issues as we complete the implementation of these and other

systems. In addition, our information technology system implementations may not result in productivity improvements at a level that outweighs the costs of implementation, or at all. The implementation of new information technology systems may also cause disruptions in our business operations and have an adverse effect on our business, cash flows and operations. We rely on certain third- party providers of licensed software and services integral to the operations of our business. Certain aspects of the operation of our business may depend on third- party software and service providers. With regard to licensed software technology, we may become dependent upon the ability of third parties to maintain, enhance or develop their software and services on a timely and cost- effective basis, to meet industry technological standards and innovations to deliver software and services that are free of defects or security vulnerabilities, and to ensure their software and services are free from disruptions or interruptions. Further, these third- party services and software licenses may not always be available to us on commercially reasonable terms or at all. If the third- party software or services become obsolete, fail to function properly, are incompatible with future versions of our products or services, or are defective or otherwise fail to address our needs, there is no assurance that we would be able to replace the functionality provided by any future third- party software or services with software or services from alternative providers. Any of these factors could have a material adverse effect on our financial condition, cash flows or results of operations. Any unauthorized control or manipulation of our products' systems could result in loss of confidence in us and our products and harm our business. Our products contain complex information technology systems. We have designed, implemented and tested security measures intended to prevent unauthorized access to our information technology networks, our products and our systems. However, hackers may attempt to gain unauthorized access to modify, alter and use such networks, products and systems to gain control of, or to change, our products' functionality, user interface and performance characteristics, or to gain access to data stored in or generated by our products. We encourage reporting of potential vulnerabilities in the security of our products via our security vulnerability reporting policy, and we aim to remedy any reported and verified vulnerability. However, there can be no assurance that vulnerabilities will not be exploited in the future before they can be identified, or that our remediation efforts are or will be successful. Any unauthorized access to or control of our products or their systems or any loss of data could result in legal claims or proceedings. In addition, regardless of their veracity, reports of unauthorized access to our products, their systems or data, as well as other factors that may result in the perception that our products, their systems or data are capable of being "hacked," could negatively affect our brand and harm our business, prospects, financial condition and operating results. If our security controls are breached or unauthorized or inadvertent access to business customers' information or other data are otherwise obtained, our services may be perceived as insecure, we may lose existing business customers or fail to attract new business customers, our business may be harmed, and we may incur significant liabilities. Our future products may involve the collection, storage, transmission and processing of personal, payment, credit and other confidential and private information of our business customers, and may in certain cases permit access to our business customers' property or help secure them. Such future products that may present privacy and data risks may be subject to privacy and data protection laws and regulations. We also maintain and process other confidential and proprietary information in our business, including our employees' and contractors' personal information and confidential business information. We rely on proprietary and commercially available systems, software, tools and monitoring to protect against unauthorized use or access of the information we process and maintain. Our services and the networks and information systems we utilize in our business are at risk for breaches as a result of third- party action, employee, vendor or partner error, malfeasance, or other factors. For example, we may experience instances of our employees, contractors and other third parties improperly accessing our and / or our business customers' systems and information in violation of our internal policies and procedures. Criminals and other nefarious actors may use increasingly sophisticated methods, including cyberattacks, phishing, social engineering and other illicit acts to capture, access or alter various types of information, to engage in illegal activities such as fraud and identity theft, and to expose and exploit potential security and privacy vulnerabilities in corporate systems and websites. Unauthorized intrusion into the portions of our systems and networks and data storage devices that process and store business customers' confidential and private information, the loss of such information or the deployment of malware or other harmful code to our services or our networks or systems may result in negative consequences, including the actual or alleged malfunction of our products or services. In addition, third parties, including our partners and vendors, could also be sources of security risks to us in the event of a failure of their own security systems and infrastructure. The threats we face continue to evolve and are difficult to predict due to advances in computer capabilities, new discoveries in the field of cryptography and new and sophisticated methods used by criminals. There can be no assurances that our defensive measures will prevent cyber- attacks or that we will discover network or system intrusions or other breaches on a timely basis or at all. We cannot be certain that we will not suffer a compromise or breach of the technology protecting the systems or networks that house or access our products and services or on which our or our partners or vendors process or store personal information or other sensitive information or data, or that any such incident will not be believed or reported to have occurred. Any such actual or perceived compromises or breaches to systems, or unauthorized access to, or acquisition or loss of, data, whether suffered by us, our partners or vendors or other third parties, whether as a result of employee error or malfeasance or otherwise, could harm our business. They could, for example, cause interruptions in operations, loss of data, loss of confidence in our services and products and damage to our reputation and could limit the adoption of our services and products. They could also subject us to costs, regulatory investigations and orders, litigation, contract damages, indemnity demands and other liabilities and materially and adversely affect our business customer base, sales, revenue, and profits. Any of these could, in turn, have a material adverse impact on our business, financial condition, cash flows or results of operations. Further, if a high profile security breach occurs with respect to another provider of smart glass, our existing and potential business customers may lose trust in the security of our services or in smart glass generally, which could adversely impact our ability to retain existing business customers or attract new ones. Even in the absence of any security breach, business customers' concerns about security, privacy or data protection may deter them from using our service. Our insurance policies covering errors and omissions and certain security and privacy damages and claim expenses may not be

sufficient to compensate for all potential liability. Although we maintain cyber liability insurance, we cannot be certain that our insurance coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all. Our products and our website, systems, and data we maintain may be subject to intentional disruption, other security incidents, or alleged violations of laws, regulations, or other obligations relating to data handling that could result in liability and adversely impact our reputation and future sales. We may face significant challenges with respect to information security and maintaining the security and integrity of our systems and other systems used in our business, as well as with respect to the data stored on or processed by these systems. Advances in technology, an increased level of sophistication, and an increased level of expertise of hackers, new discoveries in the field of cryptography or others can result in a compromise or breach of the systems used in its business or of security measures used in our business to protect confidential information, personal information, and other data. The availability and effectiveness of our products, and our ability to conduct our business and operations, depend on the continued operation of information technology and communications systems, some of which we have yet to develop or otherwise obtain the ability to use. Systems used in our business, including data centers and other information technology systems, will be vulnerable to damage or interruption. Such systems could also be subject to break-ins, sabotage and intentional acts of vandalism, as well as disruptions and security incidents as a result of non-technical issues, including intentional or inadvertent acts or omissions by employees, service providers, or others. We anticipate using outsourced service providers to help provide certain services, and any such outsourced service providers face similar security and system disruption risks as us. Some of the systems used in our business will not be fully redundant, and our disaster recovery planning cannot account for all eventualities. Any data security incidents or other disruptions to any data centers or other systems used in our business could result in lengthy interruptions in our service. Our **Our business may be adversely affected by any disruptions caused by union activities. Although our employees are currently not unionized and we have not experienced any** bear the cost of more equipment and ready-work **stoppages since** crews than are necessary for then-existing needs, in anticipation of future needs for existing construction contracts or **our inception, it expected future construction contracts. If a construction contract is delayed or an expected construction contract award is not received uncommon for employees at manufacturing companies to belong to a union**, which can result in higher employee costs and increased **risk of work stoppages. Although we work diligently to provide the best possible work environment for our employees, our employees may decide to join or seek recognition to form a labor union in the future, or we may be required to become a union signatory. If a work stoppage occurs, it would could incur costs that could delay the manufacture and sale of our products and** have a material adverse effect on our **business** anticipated profit. Adverse weather conditions may cause delays, which could slow completion of our construction activity. Because our construction projects **prospects** are generally performed outdoors, work on our construction contracts is subject to seasonal weather conditions that may delay our work and contribute to project inefficiency. Lengthy periods of wet or cold winter weather will generally interrupt construction, and this can lead to under-utilization of crews and equipment, resulting in less efficient rates of overhead recovery. Extreme heat or cold can prevent us from performing certain types of operations **operating**. Future extreme weather events may limit the availability of resources, increase our costs, delay our performance of work for extended periods of time, or cause our projects to be canceled. While revenues can be recovered following a period of bad weather, it is generally impossible to recover the cost of inefficiencies, and significant periods of bad weather typically reduce profitability of affected construction contracts both in the current period and during the future life of affected construction contracts. Such reductions in construction contract profitability negatively affect our results **or financial condition** of operations in current and future periods until the affected contracts are completed. Adverse developments in the credit markets may impair our ability to secure debt financing. In past economic downturns, such as the financial crisis in the United States that began in mid-2007 and during other times of extreme market volatility, many commercial banks and other financial institutions stopped lending or significantly curtailed their lending activity. In addition, in an effort to stem losses and reduce their exposure to segments of the economy deemed to be high risk, some financial institutions limited routine refinancing and loan modification transactions and even reviewed the terms of existing facilities to identify bases for accelerating the maturity of existing lending facilities. The United States and global economies suffered dramatic downturns as a result of COVID-19, a deterioration in the credit markets and related financial crisis, as well as a variety of other factors including, among other things, extreme volatility in security prices, severely diminished liquidity and credit availability, ratings downgrades of certain investments and declining valuations of others. If these conditions recur or persist, it may be difficult for us to obtain desired financing to finance the growth of our investments on acceptable economic terms, or at all. COVID-19 has, and **until fully resolved** could again, result in, among other things, increased draws by borrowers on revolving lines of credit and increased requests by borrowers for amendments, modifications and waivers of their credit agreements to avoid default or change payment terms, increased defaults by such borrowers and / or increased difficulty in obtaining refinancing at the maturity dates of their loans. The duration and effectiveness of responsive measures implemented by governments and central banks cannot be predicted. The commencement, continuation, or cessation of government and central bank policies and economic stimulus programs, including changes in monetary policy involving interest rate adjustments or governmental policies, may contribute to the development of or result in an increase in market volatility, illiquidity and other adverse effects that could negatively impact the credit markets and us. If we are unable to consummate credit facilities on commercially reasonable terms, our liquidity may be reduced significantly. If we are unable to repay amounts outstanding under any facility we may enter into and are declared in default or are unable to renew or refinance any such facility, it would limit our ability to initiate significant originations or to operate our business in the normal course. These situations may arise due to circumstances that we may be unable to control, such as inaccessibility of the credit markets, a severe decline in the value of the U.S. dollar, a further economic downturn or an operational problem that affects third parties or us, and could materially damage our business. Moreover, we are unable to predict when economic and market conditions may become more favorable. Even if such conditions improve broadly and significantly over the long term, adverse conditions in particular sectors of the financial

markets could adversely impact our business. Loss of a major customer could result in a decrease in our future sales and earnings. We anticipate that a limited number of customers in any given period may account for a substantial portion of our total net revenue for the foreseeable future. The business risks associated with this concentration, including increased credit risks for these and other customers and the possibility of related bad debt write-offs, could negatively affect our margins and profits. Additionally, the loss of a major customer, whether through competition or consolidation, or a disruption in sales to such a customer, could result in a decrease of our future sales and earnings. If we are unable to achieve our targeted manufacturing costs for our products, our financial condition and operating results will suffer. While we are continuing to and expect in the future to realize cost reductions by both us and our suppliers, including through increased production, there is no guarantee we will be able to achieve sufficient cost savings to reach our gross margin and profitability goals, or our other financial targets. We incur significant costs related to procuring the materials required to manufacture our products and compensating our personnel. If our efforts to decrease manufacturing costs are not successful, we may incur substantial costs or cost overruns in utilizing and increasing the production capability of our manufacturing facility. Many of the factors that impact our manufacturing costs are beyond our control, such as potential increases in the costs of our materials and components. If we are unable to continue to control and reduce our manufacturing costs, our operating results, business and prospects will be harmed. We are exposed to fluctuations in currency exchange rates, which could affect our financial results. Foreign exchange rates are influenced by many factors outside of our control, including but not limited to: changing supply and demand for a particular currency, monetary policies of governments (including exchange-control programs, restrictions on local exchanges or markets and limitations on foreign investment in a country or an investment by residents of a country in other countries), changes in balances of payments and trade, trade restrictions and currency devaluations and revaluations. The resulting fluctuations in the exchange rates for the other currencies could have an adverse effect on our financial condition and results of operations. We are subject to collection risks. We may face normal collection risks with business customers and suppliers. If we fail to collect from our business customers, our business and operating results could be adversely affected. Future transactions could pose risks. We frequently evaluate strategic opportunities both within and outside our existing lines of business. We expect from time to time to pursue additional business opportunities and may decide to eliminate or acquire certain businesses, products or services. There are various risks and uncertainties associated with potential acquisitions and divestitures, including: (i) availability of financing; (ii) difficulties related to integrating previously separate businesses into a single unit, including product and service offerings, distribution and operational capabilities and business cultures; (iii) general business disruption; (iv) managing the integration process; (v) diversion of management's attention from day-to-day operations; (vi) assumption of costs and liabilities of an acquired business, including unforeseen or contingent liabilities or liabilities in excess of the amounts estimated; (vii) failure to realize anticipated benefits and synergies, such as cost savings and revenue enhancements; (viii) potentially substantial costs and expenses associated with acquisitions and dispositions; (ix) failure to retain and motivate key employees; and (x) difficulties in applying our internal control over financial reporting and disclosure controls and procedures to an acquired business. Any or all of these risks and uncertainties, individually or collectively, could have material adverse effect on our business, financial condition, cash flow or results of operations. We can offer no assurance that any such strategic opportunities will prove to be successful. Among other negative effects, our pursuit of such opportunities could cause our cost of investment in new business customers to grow at a faster rate than our recurring revenue and fees collected at the time of sale. Additionally, any new product or service offerings could require developmental investments or have higher cost structures than our current arrangements, which could reduce operating margins and require more working capital.

**Crown Fiber Optics is susceptible to the risks associated with it, which could materially adversely affect its business, financial position or results of operations. Our continued success will be to some degree dependent, to a significant extent, on the communications industry services of our directors, executive management team, key personnel, changes in consumer trends and certain key scientists. If one or more of these individuals were to leave our company, efficiency of communications distribution systems (including lit fiber networks and wireless equipment), and other factors over which we and our tenants have no guarantee that control. As we could replace them with qualified individuals in a timely or economically satisfactory manner or at all. The loss or unavailability of any such new technologies or all of these individuals could harm our ability to execute our business plan, maintain important business relationships and complete certain product development initiatives, which would likely have an a material adverse effect on our revenues, business, results of operations and financial conditions. If we or our subcontractors services could lead to significant costs and disruptions. Crown Fiber Optics' business depends on providing customers with highly reliable service. The services provided are unable subject to comply with applicable immigration laws failure resulting from numerous factors, including human error, power loss, improper maintenance, physical or ability to successfully complete contracts electronic security breaches, fire, earthquake, hurricane, flood and other natural disasters, water damage, the effect of war, terrorism and any related conflicts or similar events worldwide, and sabotage and vandalism. Problems within Crown Fiber Optics' networks or facilities, whether within our control or the control of third-party providers, could result in service interruptions or equipment damage. We may not be negatively impacted. We have taken steps able to efficiently upgrade or change Crown Fiber Optics' networks or facilities to meet new demands without incurring significant costs that we may not be able believe are sufficient and appropriate to ensure compliance pass on to customers. Given the service guarantees**

that may be included in Crown Fiber Optics' agreements with immigration laws. customers, such disruptions could result in customer credits; However however, we cannot assume provide assurance that customers will accept these credits as compensation in the future, and we have identified, or will identify in the future, all undocumented immigrants who work for us. Our failure to identify undocumented immigrants who work for us may face result in fines or other penalties being imposed upon us, which could have a material adverse effect on our results of operations and financial condition. In addition additional liability, in the construction industry, many of our or loss of customers subcontractors rely heavily on immigrant labor. Failure by our subcontractors to identify undocumented immigrants who work for them products and services are subject to substantial regulations, which are evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm its business and operating results. Smart glass is subject to substantial regulation under international, federal, state, and local laws. We incur significant costs in complying with these regulations and may be required to incur additional costs to comply with any changes to such regulations, and any failures to comply could result in significant expenses, delays, or fines. We may become subject to laws and regulations applicable to the supply, manufacture, import, sale and service of smart glass internationally. For example, in countries outside of the U. S., we may be required to meet standards relating to safety that are often materially different from requirements in the U. S., thus resulting in additional investment into the products and systems to ensure regulatory compliance in those countries. This process may include official review and certification of our products by foreign regulatory agencies prior to market entry, as well as compliance with foreign reporting and recall management systems requirements. We are subject to various government regulations that could impose substantial costs upon us and negatively impact our ability to operate our manufacturing facility. As a manufacturing company, including with respect to its facility in Corvallis, Oregon, we are and will be subject to complex environmental, manufacturing, health and safety laws and regulations, including laws relating to the use, handling, storage, recycling, disposal and human exposure to hazardous materials. The costs of compliance, including remediating contamination if any is found on our properties and any changes to our operations mandated by new or amended laws, may be significant. We may also face unexpected delays in obtaining permits and approvals required by such laws in connection with its our manufacturing facility, which would hinder our operation of this and future facilities. Such costs and delays may adversely impact our business prospects and operating results. Furthermore, any violations of these laws may result in substantial fines and penalties, remediation costs, third party damages, or a suspension or cessation of our operations. We may also be subject to anti- corruption, anti- bribery, anti- money laundering, financial and economic sanctions, and similar laws. Non- compliance with such laws can subject us to administrative, civil, and criminal fines and penalties, collateral consequences, remedial measures and legal expenses, all of which could adversely affect our business, results of operations, financial condition and reputation. There may be laws in jurisdictions we have not yet entered or laws we are unaware of in jurisdictions we have entered that may restrict our sales or other business practices. The laws in this area can be complex, difficult to interpret and may change over time. Continued regulatory limitations and other obstacles that may interfere with our ability to commercialize our products could have a negative and material impact on our business, prospects, financial condition, and results of operations. Many of our electrokinetic products must comply with local building codes and ordinances, and failure of our products to comply with such codes and ordinances may have an adverse effect on its business. Many of our electrokinetic products must comply with local building codes and ordinances. Building codes may also affect the products our customers are allowed to use, and, consequently, changes in building codes may also affect the sale of our products. These codes and ordinances are subject to future government review and interpretation. If our electrokinetic products fail to comply with such local building codes or ordinances, our ability to market and sell such products would be impaired. Also, should these codes and ordinances be amended or expanded, or should new laws and regulations be enacted, we could incur additional costs or become subject to requirements or restrictions that require us to modify our products or adversely affect our ability to market and sell our products. If our products do not adequately or quickly adapt to building standards, we may lose market share to competitors, which would adversely affect our business, results of operation, financial condition, and cash flows. Furthermore, failure of our products to comply with such codes or ordinances could subject it to negative publicity or damage its reputation. Compliance with the regulations of the U. S. Occupational Safety and Health Administration (" OSHA ") can be costly, and non- compliance with such requirements may result in potentially significant monetary penalties, operational delays, negative publicity and adverse effect on our financial condition. Our operations are subject to regulation under OSHA and other state and local laws and regulations. OSHA establishes certain employer responsibilities, including maintenance of a workplace free of recognized hazards likely to cause death or serious injury, compliance with standards promulgated by the applicable regulatory authorities and various recordkeeping, disclosure and procedural requirements. Changes to OSHA requirements, or stricter interpretation or enforcement of existing laws or regulations, could result in increased costs. If we fail to comply with applicable OSHA regulations, even if no work- related serious injury or death occurs, we may be subject to civil or criminal enforcement and be required to pay substantial penalties, incur significant capital expenditures or suspend or limit operations. Any such accidents, citations, violations, injuries or failure to comply with industry best practices may subject us to adverse publicity, damage our reputation and competitive position and adversely affect our business. We have incurred, and we will continue to incur, capital and operating expenditures and other costs in the ordinary course of business in complying with OSHA and other state, local and foreign laws and regulations. While we have invested, and we will continue to invest, substantial resources in worker health and safety programs, there can be no assurance that we will avoid significant liability exposure. Personal injury claims for damages, including for bodily injury or loss of life, could result in substantial costs and liabilities, which could materially and adversely affect our financial condition, results of operations or cash flows. In addition, if our safety record were to substantially deteriorate, or if we suffered substantial penalties or criminal prosecution for violation of health and safety regulations, business customers could cancel existing contracts and not award future business to us, which could materially adversely affect our liquidity, cash flows and results of operations. We are subject to labor and employment laws..... flows or results of operations. We may fail to obtain or maintain necessary licenses or otherwise fail to comply with applicable

laws and regulations. Our business focuses on contracts and transactions with business customers and therefore is subject to a variety of laws, regulations and licensing requirements that govern our interactions with business customers, including those pertaining to privacy and data security, business customer financial transactions and warranties. Our business may become subject to additional such requirements in the future. In certain jurisdictions, we are also required to obtain licenses or permits to comply with standards governing marketing and sales efforts, servicing of business customers, monitoring station employee selection and training and to meet certain standards in the conduct of our business. These laws and regulations are dynamic and subject to potentially differing interpretations, and various legislative and regulatory bodies may expand current laws or regulations or enact new laws and regulations regarding these matters. We strive to comply with all applicable laws and regulations relating to our interactions with business customers. It is possible, however, that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Our non-compliance with any such law or regulations could also expose us to claims, proceedings, litigation and investigations by private parties and regulatory authorities, as well as substantial fines and negative publicity, each of which may materially and adversely affect our business. Delays in obtaining, or failing to obtain, approvals or rights, such as permitting, interconnection, or land usage approvals or rights, could affect our business customers' builds. We may incur significant expenses to comply with such laws and regulations, and increased regulation of matters relating to our interactions with business customers could require us to modify our operations and incur significant additional expenses, which could have an adverse effect on our business, financial condition and results of operations. If we expand the scope of our products or services or our operations in new markets, we may be required to obtain additional licenses and otherwise maintain compliance with additional laws, regulations or licensing requirements. Changes in these laws or regulations or their interpretation, as well as new laws, regulations or licensing requirements which may be enacted, could dramatically affect how we do business, acquire business customers, and manage and use information we collect from and about current and prospective customers and the costs associated therewith. In addition, federal, state and local governmental authorities have considered, and may in the future consider, implementing consumer protection rules and regulations, which could impose significant constraints on our sales channels. We are subject to requirements relating to environmental and safety regulations and environmental remediation matters which could adversely affect its business, results of operation and reputation. We are subject to federal, state and local environmental laws and regulations governing, among other things, solid and hazardous waste storage, treatment and disposal, and remediation of releases of hazardous materials. Our suppliers are also subject to federal, state and local environmental laws and regulations, and their use of hazardous materials may adversely impact their operations and the availability of raw materials. While we adapt our manufacturing and distribution processes to the environmental control standards of regulatory authorities, we cannot completely eliminate the risk of accidental contamination or injury from hazardous or regulated materials, including injury of its employees, individuals who handle its products, or others who claim to have been exposed to our products, nor can we completely eliminate the unanticipated interruption or suspension of operations at its facilities due to such events. We may be held liable for significant damages or fines in the event of contamination or injury, and such assessed damages or fines could have an adverse effect on its financial performance and results of operations. There are capital, operating and other costs associated with compliance with these environmental laws and regulations. Environmental laws and regulations may become more stringent in the future, which could increase costs of compliance or require us to manufacture with alternative technologies and materials. Non-compliance with such regulations may include litigation, regulation, fines, increased insurance premiums, mandates to temporarily halt production, workers' compensation claims, or other actions that impact the company brand, finances, or ability to operate.

**Climate change and related laws and regulations could adversely affect us. The potential impact of climate change on our operations and our customers remains uncertain. The primary risk that climate change poses to our business is the potential for increases in the volume, frequency and intensity of extreme weather conditions such as major or extended winter storms, droughts and tornados, and natural disasters, such as floods, hurricanes, tropical storms, whether as a result of climate change or otherwise, could also impact the demand for our services, or impact our ability to perform our ability to perform our construction projects, our water solutions business and slant well projects. Climate change could also lead to disruptions in our supply chain, thereby impairing our production capabilities, or the distribution of our products due to major storm events or prolonged adverse conditions, changing temperature levels or flooding from sea level changes. These changes could be severe and could negatively impact demand for our products and services. In addition, governmental initiatives to address climate change could, if adopted, restrict our operations, require us to make capital or other expenditures to comply with these initiatives, increase our costs, impact our ability to compete or negatively impact efforts to obtain permits, licenses and other approvals for existing and new facilities. Our inability to timely respond to the risks posed by climate change and the costs of compliance with climate change laws and regulations could have a material adverse impact on us. Changes in U. S. and international trade policies, including the export and import controls and laws, may adversely impact our business and operating results. We partner with international suppliers from North America and Europe. This subjects us to risks associated with international trade conflicts including between the United States and China, Mexico, and other countries, particularly with respect to export and import controls and laws. President Donald J. Trump has advocated for greater restrictions on international trade in general, which could result in significantly increased tariffs on certain goods imported into the United States, particularly from China. For example, in recent years the United States government has renegotiated or terminated certain existing bilateral or multi-lateral trade agreements. It has also imposed tariffs on certain foreign goods which resulted in increased costs for goods imported into the United States. In response to these tariffs, a number of United States trading partners have imposed retaliatory tariffs on a wide range of United States products, making it more costly for companies to export products to those countries. The new presidential administration recently imposed new tariffs on imports to the United States from China, Mexico and Canada. In**

addition, China, Mexico and Canada have imposed retaliatory tariffs on the United States, if tariffs on additional countries were to go into effect, these countries could also impose retaliatory tariffs on the United States. Rising political tensions could reduce trade volume, investment, technological exchange and other economic activities between major international economies, resulting in a material adverse effect on global economic conditions and the stability of global financial markets. Additionally, the resulting environment of tariffs, retaliatory trade or other practices or additional trade restrictions or barriers, if implemented on a broader range of products or raw materials, could harm our ability to obtain necessary raw materials and product components or sell our products and services at prices customers are willing to pay, which could have a material adverse effect on our business, prospects, results of operations, and cash flows. Relatedly, trade policies could lead to an increasing number of competitors entering the United States, thereby creating more competition. The U. S. Congress, the Trump administration, or any new administration may make substantial changes to fiscal, tax, and other federal policies that may adversely affect our business. In 2017, the U. S. Congress and the Trump administration made substantial changes to U. S. policies, which included comprehensive corporate and individual tax reform. In addition, the Trump administration called for significant changes to U. S. trade, healthcare, immigration and government regulatory policy. With the transition to the Biden administration in early 2021, changes to U. S. policy occurred and since the start of the Trump Administration in 2025, U. S. policy changes have been implemented at a rapid pace and additional changes are likely. Changes to U. S. policy implemented by the U. S. Congress, the Trump administration or any new administration have impacted and may in the future impact, among other things, the U. S. and global economy, international trade relations, unemployment, immigration, healthcare, taxation, the U. S. regulatory environment, inflation and other areas. Although we cannot predict the impact, if any, of these changes to our business, they could adversely affect our business. Until we know what policy changes are made, whether those policy changes are challenged and subsequently upheld by the court system and how those changes impact our business and the business of our competitors over the long term, we will not know if, overall, we will benefit from them or be negatively affected by them. Efforts to reduce the U. S. federal deficit could adversely affect our liquidity, results of operations and financial condition. Any reductions in government spending in an effort to reduce the U. S. federal deficit could result in a reduction in the utilization of our services or additional pricing pressure. Further, there is ongoing uncertainty regarding the federal budget and federal spending levels, including the possible impacts of a failure to increase the “ debt ceiling. ” Any U. S. government default on its debt could have broad macroeconomic effects that could, among other things, raise our borrowing costs. Any future shutdown of the federal government or failure to enact annual appropriations could also have a material adverse impact on our liquidity, results of operations and financial condition. Additionally, considerable uncertainty exists regarding how future budget and program decisions will develop, including the spending priorities of the new U. S. presidential administration and Congress and what challenges budget reductions will present for us and our industry generally. For example, in January 2025, President Trump established an advisory commission, the “ Department of Government Efficiency, ” to reform federal government processes and reduce expenditures, and enacted certain spending freezes, which may adversely affect our municipal customers. There is uncertainty regarding federal agency structure and future budget decisions and priorities of the U. S. presidential administration. Pressures on and uncertainty surrounding the U. S. federal government’ s budget, and potential changes in budgetary priorities and spending levels, could adversely affect the Federal Trade Commission, the Federal Communications Commission and the Federal Energy Regulatory Commission, all of which could impact our business operations and financial outlook . Our insurance strategy may not be adequate to protect us from all business risks. We may be subject, in the ordinary course of business, to losses resulting from products liability, accidents, acts of God and other claims against us, for which we may have no insurance coverage. A loss that is uninsured or which exceeds policy limits may require us to pay substantial amounts, which could adversely affect our financial condition and operating results. We are subject to all of the ordinary course operating hazards and risks that may come with the provision of our products and services and business operations. In addition to contractual provisions limiting our liability to business customers and third parties, we maintain insurance policies in such amounts and with such coverage and deductibles as required by law and that we believe are reasonable and prudent. Nevertheless, such insurance may not be adequate to protect us from all the liabilities and expenses that may arise from claims for personal injury, death or property damage arising in the ordinary course of our business and current levels of insurance may not be able to be maintained or be available at economical prices. If a significant liability claim is brought against us that is not covered by insurance, then we may have to pay the claim with our own funds, which could have a material adverse effect on our business, financial condition, cash flows or results of operations. We may not be able to secure additional product liability insurance coverage on commercially acceptable terms or at reasonable costs when needed, particularly if we do face liability for our products and are forced to make a claim under our policy. Our business may be adversely affected by..... additional liability or loss of customers. Risks Related to our ~~Our~~ Common Stock ~~Our~~ If the trading price of our Common ~~common~~ Stock ~~stock is currently suspended on~~ fails to comply with the continued listing requirements of the Nasdaq Capital Market, ~~subject to~~ we would face possible delisting, ~~and our common stock currently is quoted on the~~ OTC markets, which would result ~~results~~ in a limited public market for our ~~Common~~ ~~common~~ Stock ~~stock~~ and may make obtaining future debt or equity financing more difficult for us. Companies listed on Nasdaq are subject to delisting for, among other things, failure to maintain a minimum closing bid price of \$ 1. 00 per share for 30 consecutive business days. On October 19 ~~March 3~~, 2023 ~~2025~~, we received a letter ~~from~~ notifying us that the Nasdaq ~~Hearings Panel has determined to delist~~ indicating that for at least the previous 30 consecutive business days, the closing bid price of our ~~C~~ common stock fell below the minimum \$ 1. 00 per share requirement pursuant to Nasdaq Listing Rule 5550 (a) (2) and trading 5810 (e) (3) (A) (the “ Nasdaq Listing Rules ”). While the notification had no immediate effect on the listing of our common stock on Nasdaq ~~was~~ suspended on ~~March 5~~, in accordance ~~2025~~. Nasdaq will complete the delisting by filing a Notification of Removal from

**Listing and / or Registration on Form 25** with the Securities and Exchange Commission (“ SEC ”) after applicable appeal periods have lapsed. We have submitted a request for reconsideration to the Panel and have otherwise appealed the determination to the Nasdaq Listing Rules, we have been provided an **and Hearing Review Council**. In initial period of 180 calendar days from the **interim** date of notification, **notwithstanding** or until April 16, 2024, to regain compliance with the minimum bid price requirement **suspension of trading on Nasdaq**, during which time our common stock continued to trade on Nasdaq. The letter states that the Nasdaq staff will provide written notification that we have achieved compliance with the Nasdaq Listing Rules if at any time before April 16, 2024, the bid price of our Common Stock closes at \$ 1.00 per share or more for a minimum of ten (10) consecutive business days. A hearing was scheduled with Nasdaq to occur in the second quarter of 2024 to discuss our approach to regain compliance and maintaining its **is** listing. If we do not regain compliance with the Nasdaq Listing Rules by April 16, 2024, we may be eligible for **quotation on** an additional 180 calendar day compliance period. To qualify, we will be required to meet the continued listing requirement for market value of publicly held shares and all other **the OTC** initial listing standards for The Nasdaq Capital Market **Markets system under**, with the exception of the rule regarding bid price, and will need to provide written notice of our **existing symbol** intention to cure the deficiency during the second compliance period, for example, by effecting **“ CRKN ”**. As a **result** reverse stock split, if necessary. However, if it appears to the Nasdaq staff that we will not be able to cure the deficiency, or if we are otherwise not eligible, Nasdaq will notify us that our securities will be subject to delisting. In the event of such a notification, we may appeal the **suspension** Nasdaq staff’s determination to delist its securities. There can be no assurance that we will be eligible for the additional 180 calendar day compliance period, if applicable, or that the Nasdaq staff would grant our request for continued listing subsequent to any delisting notification. Further, even if we are successful in our hearing before the Panel, we cannot guarantee that the price of our common stock **by** will comply with the Nasdaq **and potential** Listing Rules for continued listing **delisting of** on the Nasdaq Capital Market in the future. If we cannot comply with the Nasdaq Listing Rules either now or in the future, our common stock would be subject to delisting and would likely trade on the over-the-counter market. If our common stock were to trade on the over-the-counter market, selling shares of our common stock could be more difficult because smaller quantities of shares would likely be bought and sold, transactions could be delayed, and security analysts’ coverage of us may be reduced. In addition, broker-dealers have certain regulatory burdens imposed upon them, which may discourage broker-dealers from effecting transactions in shares of our common stock, further limiting the liquidity of our common stock. As a result, the market price of our common stock may be depressed, and you may find it more difficult to sell shares of our common stock. **In addition, Such such suspension and potential** delisting from the Nasdaq and continued or further declines in our stock price could also greatly impair our ability to raise additional necessary capital through equity or debt financing **– for example, we are not able to utilize our At-the-market Program or the equity line of credits unless our common stock is listed on Nasdaq**. If our shares of common stock become subject to the penny stock rules, it would become more difficult to trade our shares. The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$ 5.00, other than securities registered on certain national securities exchanges or authorized for quotation on certain automated quotation systems, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. If we **do not are ultimately delisted from Nasdaq and we are unable to** retain a listing on the Nasdaq Capital Market (the “ Exchange ”) or another national securities exchange and if the price of our common stock is less than \$ 5.00, our common stock could be deemed a penny stock. The penny stock rules require a broker-dealer, before a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document containing specified information. In addition, the penny stock rules require that before effecting any transaction in a penny stock not otherwise exempt from those rules, a broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive (i) the purchaser’s written acknowledgment of the receipt of a risk disclosure statement; (ii) a written agreement to transactions involving penny stocks; and (iii) a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our common stock, and therefore stockholders may have difficulty selling their shares. Our stock price may be volatile, which could result in substantial losses to investors and litigation. In addition to changes to market prices based on our results of operations and the factors discussed elsewhere in this “ Risk Factors ” section, the market price of and trading volume for our common stock may change for a variety of other reasons, not necessarily related to our actual operating performance. The capital markets have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock. In addition, the average daily trading volume of the securities of small companies can be very low, which may contribute to future volatility. Factors that could cause the market price of our common stock to fluctuate significantly include: ● the results of operating and financial performance and prospects of other companies in our industry; ● strategic actions by us or our competitors, such as acquisitions or restructurings; ● announcements of innovations, increased service capabilities, new or terminated customers or new, amended or terminated contracts by our competitors; ● the public’s reaction to our press releases, other public announcements, and filings with the **SEC Securities and Exchange Commission**; ● lack of securities analyst coverage or speculation in the press or investment community about us or market opportunities in the smart glass industry; ● changes in government policies in the United States and, as our international business increases, in other foreign countries; ● changes in earnings estimates or recommendations by securities or research analysts who track our common stock or failure of our actual results of operations to meet those expectations; ● market and industry perception of our success, or lack thereof, in pursuing our growth strategy; ● changes in accounting standards, policies, guidance, interpretations or principles; ● any lawsuit involving us, our services or our products; ● arrival and departure of key personnel; ● sales of common stock by us, our investors or members of our management team; and ● changes in general market, economic and political conditions in the United States and global economies or financial markets, including those resulting from natural or

man-made disasters. Any of these factors, as well as broader market and industry factors, may result in large and sudden changes in the trading volume of our common stock and could seriously harm the market price of our common stock, regardless of our operating performance. This may prevent you from being able to sell your shares at or above the price you paid for your shares, if at all. In addition, following periods of volatility in the market price of a company's shares, stockholders often institute securities class action litigation against that company. Our involvement in any class action suit or other legal proceeding could divert our senior management's attention and could adversely affect our business, financial condition, results of operations and prospects. The sale or availability for sale of substantial amounts of our common stock could adversely affect the market price of our common stock. Sales of substantial amounts of shares of our common stock after the completion of the offering, or the perception that these sales could occur, could adversely affect the market price of our common stock and could impair our future ability to raise capital through common stock offerings. Our executive officers and directors beneficially own, collectively, a substantial percentage of our outstanding common stock. If one or more of them were to sell a substantial portion of the shares they hold, it could cause our stock price to decline. In addition, as of December 31, 2023-2024, there were outstanding warrants to purchase an aggregate of ~~16,554,760,095~~ **6,554,760,095** shares of our common stock at a weighted-average exercise price ~~of from \$ 18.285 per share to \$ 7.966 million~~ **of from \$ 18.285 per share to \$ 7.966 million** per share, all of which were exercisable as of such date. As of December 31, 2023-2024, we also had outstanding options to purchase ~~102,382,779~~ **102,382,779** shares of our common stock, of which ~~87,156,522~~ **87,156,522** have vested, with ~~strike-weighted-average exercise prices-- price ranging from \$ 0.23 million to \$ 5.49 per share.~~ **strike-weighted-average exercise prices-- price ranging from \$ 0.23 million to \$ 5.49 per share.** The exercise of options or warrants at prices below the market price of our common stock could adversely affect the price of shares of our common stock. Additional dilution may result from the issuance of shares of our capital stock in connection with acquisitions or in connection with other financing efforts. Any issuance of our common stock that is not made solely to then-existing stockholders proportionate to their interests, such as in the case of a stock dividend or stock split, will result in dilution to each stockholder. ~~We are controlled by a small group of our existing stockholders, whose interests may differ from other stockholders. Our executive officers and directors will significantly influence our activities, and their interests may differ from your interests as a stockholder. Our executive officers and directors beneficially own, collectively, a substantial percentage of our outstanding common stock. Accordingly, these stockholders have had, and will continue to have, significant influence in determining the outcome of any corporate transaction or any other matter submitted for approval to our stockholders, including mergers, consolidations and the sale of our assets, director elections and other significant corporate actions. They will also have significant influence in preventing or causing a change in control of our company. In addition, without the consent of these stockholders, we could be prevented from entering into transactions that could be beneficial to us. The interests of these stockholders may differ from your interests as a stockholder, and they may act in a manner that advances their best interests and not necessarily those of other stockholders.~~ Our certificate of incorporation and bylaws, and certain provisions of Delaware corporate law, contain provisions that could delay or prevent a change in control even if the change in control would be beneficial to our stockholders. Delaware law, as well as our certificate of incorporation and bylaws, contain anti-takeover provisions that could delay or prevent a change in control of our company, even if the change in control would be beneficial to our stockholders. These provisions could lower the price that future investors might be willing to pay for shares of our common stock. These anti-takeover provisions: ● ~~authorize our board of directors to create and issue, without stockholder approval, preferred stock, thereby increasing the number of outstanding shares, which can deter or prevent a takeover attempt;~~ ● ~~prohibit stockholder action by written consent, thereby requiring all stockholder actions to be taken at a meeting of our stockholders;~~ ● ~~establish a three-tiered classified board of directors requiring that not all members of our board be elected at one time;~~ ● ~~establish a supermajority requirement to amend our amended and restated bylaws and specified provisions of our amended and restated certificate of incorporation;~~ ● ~~prohibit cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;~~ ● ~~establish limitations on the removal of directors;~~ ● ~~empower our board of directors to fill any vacancy on our board of directors, whether such vacancy occurs as a result of an increase in the number of directors or otherwise;~~ ● ~~provide that our board of directors is expressly authorized to adopt, amend or repeal our bylaws;~~ ● ~~provide that our directors will be elected by a plurality of the votes cast in the election of directors;~~ ● ~~establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted on by our stockholders at stockholder meetings; and~~ ● ~~limit the ability of our stockholders to call special meetings of stockholders.~~ If equity research analysts do not publish research or reports about our business, or if they issue unfavorable commentary or downgrade our common stock, the market price of our common stock will likely decline. The trading market for our common stock will rely in part on the research and reports that equity research analysts, over whom we have no control, publish about us and our business. We may never obtain research coverage by securities and industry analysts. If no securities or industry analysts commence coverage of our company, the market price for our common stock could decline. In the event we obtain securities or industry analyst coverage, the market price of our common stock could decline if one or more equity analysts downgrade our common stock or if those analysts issue unfavorable commentary, even if it is inaccurate, or cease publishing reports about us or our business. ~~As a newly Nasdaq-listed company, we will incur material increased costs and become subject to additional regulations and requirements. As a newly Exchange-listed public company, we will incur material additional legal, accounting and other expenses including recruiting and retaining qualified independent directors, payment of annual Exchange fees, and satisfying Exchange standards for companies listed with it. Because our common stock is listed on the Exchange, we must meet certain financial and liquidity criteria to maintain such listing. If we violate Exchange listing requirements, our common stock may be delisted. If we fail to meet any of the Exchange's listing standards, our common stock may be delisted. In addition, our board of directors may determine that the cost of maintaining our listing on a national securities exchange outweighs the benefits of such listing. A delisting of our common stock from the Exchange may materially impair our stockholders' ability to buy and sell our common stock and could have an adverse effect on the market price of, and the efficiency of the trading market for, our common stock. The delisting of our common stock could significantly impair our ability~~

to raise capital and the value of your investment. We do not anticipate paying any dividends on our common stock for the foreseeable future. We have not paid any dividends on our common stock to date, and we do not anticipate paying any such dividends in the foreseeable future. We anticipate that any earnings experienced by us will be retained to finance the implementation of our operational business plan and expected future growth. **We incur costs** If we fail to develop and **demands upon management as a result of** maintain proper and effective internal control over financial reporting, our ability to produce timely and accurate financial statements, comply **complying** with applicable the laws and regulations **affecting public companies. We incur significant legal**, or access **accounting, and the other expenses associated with** capital markets could be impaired. As a public company **reporting**, we have significant requirements for enhanced financial reporting and internal control over financial reporting. **We also incur** The process of designing and implementing effective internal control over financial reporting is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain internal control over financial reporting that is adequate to satisfy our reporting obligations as a public company. If we are unable to establish or maintain appropriate internal control over financial reporting, it could cause us to fail to meet our reporting obligations on a timely basis, result in material misstatements in our financial statements, increase compliance costs **associated with corporate governance requirements, including requirements under** negatively impact share trading prices, and otherwise harm its results of operations. In addition, we are required, pursuant to Section 404 (a) of the Sarbanes- Oxley Act of 2002 (the "Sarbanes- Oxley Act"), as well as **rules implemented by the SEC. These rules and regulations increase** or our Section 404, legal and financial compliance costs and make some activities more time- consuming and costly. These rules and regulations may also make it difficult and expensive for us to **furnish obtain directors' and officers' liability insurance. As a report by management result, it may be more difficult for us to attract and retain qualified individuals to serve** on our assessment **board** of **directors** the effectiveness of our **or as** internal control over financial reporting. This assessment will includes disclosure of any material weaknesses identified in our **executive officers** internal control over financial reporting. The rules governing the standards that must be met for our management to assess our internal control over financial reporting are complex and require significant documentation, **which** testing and possible remediation. Testing and maintaining our internal control over financial reporting may divert **adversely affect investor confidence and could cause** our management's attention from other matters that are important to its business. Our independent registered public accounting firm is not required to formally attest to the effectiveness of our **or** internal control over financial reporting until after **stock price to suffer. Prior to December 31, 2024,** we **qualified as** are no longer an "emerging growth company" as defined in the JOBS Act. We may **On December 31, 2024,** we lost our emerging growth company status. While we were an "emerging growth company," we were allowed certain exemptions from various reporting requirements that are applicable to public companies that are not be able "emerging growth companies" including, but not limited **to conclude on**, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation and financial statements in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote to approve executive compensation and shareholder approval of any golden parachute payments not previously approved. Because we are no longer **an ongoing basis that emerging growth company,** we **have will** incur significant additional costs associated with compliance with reporting requirements applicable to non- emerging growth companies. If we fail to develop and maintain proper and effective internal control over financial reporting in accordance, our ability to produce timely and accurate financial statements, comply with applicable laws **Section 404 or our independent registered public accounting firm may not issue an and unqualified opinion regulations, or access the capital markets could be impaired. We** If either we are unable **subject to conclude the reporting requirements of the Exchange Act, the Sarbanes- Oxley Act, and, until our common stock is delisted, the rules and regulations of Nasdaq. The Sarbanes- Oxley Act requires, among other things,** that we **have maintain effective disclosure controls and procedures and internal control over financial reporting. We must perform system and process evaluation and testing of or our internal control over financial reporting to allow management to report on the effectiveness of our independent registered public internal controls over financial reporting in our annual report filing for that year, as required by Section 404 of the Sarbanes- Oxley Act. This requires that we incur substantial professional fees and internal costs to expand our accounting firm is and finance functions and that we expend significant management efforts. We may experience difficulty in meeting these reporting requirements in a timely manner for each period. We may discover weaknesses in our system of internal financial and accounting controls and procedures that could result in a material misstatement of our consolidated financial statements. Our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected. If we are not able to comply with the requirements of Section 404 of the Sarbanes- Oxley Act, or if we are unable to provide maintain proper and effective internal controls, it could result in a material misstatement of our consolidated financial statements that would not be prevented or detected on a timely basis, which could require a restatement, cause us with an unqualified report to be subject to sanctions or investigations by Nasdaq, the SEC, or other regulatory authorities, cause investors could to lose confidence in our reported financial information, which could or cause our stock price to decline. As a public company, we incur significant legal, accounting, insurance, and other expenses, and our management and other personnel have and will need to continue to devote a substantial amount material adverse effect on the trading price of our common stock **time to compliance initiatives resulting from operating as a public company. We are also anticipate that these costs and compliance initiatives will increase in future periods as a result of ceasing to be** an "emerging growth company," as**

defined in the JOBS Act and, **As a “smaller reporting company” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, we are able to avail itself currently exempt from the auditor attestation requirement of reduced disclosure Section 404 (b). If we lose this eligibility, we will incur increased personnel and audit fees in connection with the additional audit** requirements applicable to emerging growth companies and smaller reporting companies, which could make our common stock less attractive to investors and adversely affect the market price of our common stock in the future. We are **Until December 31, 2024, we were an “emerging growth company,” as defined in which may have reduced the JOBS Act amount of information available to investors.** We will remain **Until December 31, 2024, we were an “emerging growth company,” as defined** until the earlier of (i) the last day of our fiscal year in **the JOBS Act. The JOBS Act, allowed us to postpone the date by** which we total annual gross revenue **must comply with some** of at least \$ 1.07 billion; (ii) the last **laws day of our first fiscal year following and regulations intended to protect investors and to reduce the amount** fifth anniversary of **information we provided in our reports filed with** initial public offering; (iii) the date on **SEC, which we could have adversely undermined investor confidence** issued more than \$ 1 billion in non-convertible debt securities during the previous three years; or **our company and adversely affected** (iv) the date on which we are deemed to be a “large accelerated filer” under the rules of the SEC, which means the market value **price** of our common stock that is held by non-affiliates exceeds \$ 700.0 million. For so **as long as we remain remained** an “emerging growth company,” we **took advantage of certain** are permitted and intend to rely on exemptions from **various** certain disclosure requirements that are applicable to **other public companies that are not emerging growth companies. These exemptions include including: •, but not limited to,** not being required to comply with the auditor attestation requirements of Section 404; **• of the Sarbanes-Oxley Act of 2002,** not being required to comply with any **new audit rules** requirement that may be adopted by the Public Company Accounting Oversight Board (“PCAOB”) **after April 5, 2012 unless** regarding mandatory audit firm rotation or a supplement to the **SEC determines otherwise,** auditor’s report providing additional information about the audit and the financial statements; **• providing only two years of audited financial statements in addition to any required unaudited interim financial statements and a correspondingly reduced “Management’s Discussion and Analysis of Financial Condition and Results of Operations” disclosure for certain filings;** **• reduced disclosure obligations regarding executive compensation; in our periodic reports** and **• proxy statements, and** exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholders’ **stockholder** approval of any golden parachute payments not previously approved. **Due to In** addition, the **recent implementation JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new the Reverse Stock Splits, the liquidity of or our** revised accounting standards. This allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to use the extended transition period for new or revised accounting standards during the period in which we remain an emerging growth company; however, we may adopt certain new or revised accounting standards early. Changes in rules of U. S. generally accepted accounting principles or their interpretation, the adoption of new guidance or the application of existing guidance to changes in our business could significantly affect our financial position and results of operations. In addition, our independent registered public accounting firm will not be required to provide an attestation report on the effectiveness of our internal control over financial reporting so long as we qualify as an “emerging growth company,” which may increase the risk that material weaknesses or significant deficiencies in our internal control over financial reporting go undetected. Likewise, so long as we qualify as a “smaller reporting company” or an “emerging growth company,” we may elect not to provide stockholders or investors with certain information, including certain financial information and certain information regarding compensation of our executive officers, that we would otherwise have been required to provide in filings we make with the SEC, which may make it more difficult for investors and securities analysts to evaluate our company. We are a “smaller reporting company” as defined in the Exchange Act. We may continue to be a smaller reporting company even after we are no longer an emerging growth company. We may take advantage of certain of the scaled disclosures available to smaller reporting companies until the fiscal year following the determination that our voting and non-voting common stock held by non-affiliates is more than \$ 250.0 million measured on the last business day of our second fiscal quarter, or our annual revenue are more than \$ 100.0 million during the most recently completed fiscal year and our voting and non-voting common stock held by non-affiliates is more than \$ 700.0 million measured on the last business day of our second fiscal quarter. We may choose to take advantage of some, but not all, of the available exemptions as an emerging growth company and a smaller reporting company. We will take advantage of reduced reporting burdens. We cannot predict whether investors will find our common stock less attractive if we rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We are required by Section 404 of the Sarbanes-Oxley Act to evaluate the effectiveness of its internal control over financial reporting. If we are unable to achieve and maintain effective internal controls, our operating results and financial condition could be harmed. We are an emerging growth company, and thus we are exempt from the auditor attestation requirement of Section 404 (b) of Sarbanes-Oxley until such time as we no longer qualify as an emerging growth company. Regardless of whether we qualify as an emerging growth company, we will still need to implement substantial internal control systems and procedures in order to satisfy the reporting requirements under the Exchange Act and applicable requirements. Due to the recent implementation of the **Reverse Stock Split, the liquidity of our Common Stock may be adversely effected. We effected the Reverse Stock Split Splits of our outstanding common stock on August 14, June 25, 2023, 2024 and January 30, 2025 at a cumulative exchange ratio of 1-for-22,500.** The liquidity of the shares of our common stock may be affected adversely by any reverse stock split given the reduced number of shares of our common stock that are outstanding following the Reverse Stock **Split Splits**, especially if the market price of our common stock does not increase as a result of the Reverse Stock **Split Splits**. Following the Reverse Stock **Split Splits**, the resulting market price of our common stock may not attract new investors and may not satisfy the investing requirements of those investors. Although we believe that a higher market price of our common stock may help generate greater

or broader investor interest, there can be no assurance that the Reverse Stock Split Splits resulted in a share price that will attract new investors, including institutional investors. In addition, there can be no assurance that the market price of our common stock will satisfy the investing requirements of those investors. As a result, the trading liquidity of our common stock may not necessarily improve. We have issued shares of common stock under the ELOCs which have not been paid for, which may adversely affect the holders of our common stock. On August 31, 2024, we entered into the common stock purchase agreement (the “Liqueous ELOC”) with Liqueous, LP (“Liqueous”), pursuant to which Liqueous has committed to purchase up to \$ 100.0 million in shares of our common stock, subject to certain limitations and conditions set forth in the Liqueous ELOC. As of December 31, 2024, there was no remaining availability under the Liqueous ELOC S-1 Registration. As of December 31, 2024, we have issued 133,338 shares of common stock to Liqueous for approximately \$ 7.4 million in total net proceeds, of which Liqueous has not paid us the required purchase price of \$ 5.9 million. We are actively pursuing the collection of this amount or the rescission of the transaction through regular negotiation with Liqueous, but recovery may ultimately require legal action. For additional details, see Note 6 – Stockholders’ Equity in the accompanying consolidated financial statements. As a result of Liqueous’ actions, we have been deprived of critical funding necessary for our operations. Even though payment by Liqueous never occurred, Liqueous has, subject to the outcome of any resolution, significant ownership, rights and preferences with respect to our equity securities which may adversely affect the holders of our common stock. As long as Liqueous owns or controls a significant percentage of our common stock or outstanding voting power, they have the ability to have a significant influence on our actions and operation of our board of directors and to influence certain corporate actions requiring stockholder approval, including the election of directors, any amendment of our certificate of incorporation and the approval of significant corporate transactions. Any of the foregoing could impact our ability to run our business, and may adversely affect the influence of the holders and market price of our common stock. It is not possible to predict the actual number of shares we will sell under the ELOCs, or the actual gross proceeds resulting from those sales. On July 20, 2023, we entered into a Common Stock Purchase Agreement (“Keystone ELOC,” and together with the Liqueous ELOC, the “ELOCs”) with Keystone Capital Partners, LLC (“Keystone”) whereby we have the right to sell up to an aggregate of \$ 50.0 million of newly issued shares (the “Keystone ELOC Shares”) of our common stock, subject to certain limitations and conditions set forth in the Keystone ELOC. We generally have the right to control the timing and amount of any sales of our shares of common stock under the ELOCs. Sales of our common stock, if any, under the ELOCs will depend upon market conditions and other factors to be determined by us. We may ultimately decide to sell all, some or no additional amount of the shares of our common stock that may be available for us to sell pursuant to the ELOCs. Because the purchase price per share to be paid for the shares of common stock that we may elect to sell under the ELOCs, if any, will fluctuate based on the market prices of our common stock for each purchase made pursuant to the ELOC, if any, it is not possible for us to predict, as of the date of this annual report and prior to any such sales, the number of shares of common stock that we will sell under the ELOCs, the purchase price per share that will be paid for shares purchased from us under the ELOCs, or the aggregate gross proceeds that we will receive from those purchases under the ELOCs, if any. Any issuance and sale by us under the ELOCs of a substantial amount of shares of common stock could cause substantial dilution to our stockholders. The number of shares of our common stock ultimately offered for sale by Liqueous and / or Keystone is dependent upon the number of shares of common stock, if any, we ultimately sell under the ELOCs. Currently the Company is unable to sell any shares under the ELOCs because there is no currently effective registration statement covering the resale of such shares. Due to the suspension of our common stock by Nasdaq, we are unable to utilize the ELOCs, and if our common stock is ultimately delisted by Nasdaq, both ELOCs will automatically terminate on their terms. It is not possible to predict the actual number of shares we will sell under our ATM Program, or the actual gross proceeds resulting from those sales. On March 30, 2022, we entered into the Sales Agreement with Alliance Global Partners (the “Sales Agent”), pursuant to which we may, from time to time, sell shares (the “Placement Shares”) of our common stock through the Sales Agent, acting as our sales agent and / or principal, in a continuous at-the-market offering (the “ATM Program”). We will pay the Sales Agent a commission of up to 3.0 % of the aggregate gross proceeds we receive from all sales of our common stock under the Sales Agreement. As of December 31, 2024, we had the right to issue and sell up to an additional \$ 30.7 million. We generally have the right to control the timing and amount of any sales of our shares of common stock under the ATM Program. Sales of our common stock, if any, under the ATM Program will depend upon market conditions and other factors to be determined by us. We may ultimately decide to sell all, some or no additional amount of the shares of our common stock that may be available for us to sell pursuant to the ATM Program. Because the purchase price per share to be paid for the shares of common stock that we may elect to sell under the ATM Program, if any, will fluctuate based on the market prices of our common stock for each purchase made pursuant to the ATM Program, if any, it is not possible for us to predict, as of the date of this annual report and prior to any such sales, the number of shares of common stock that we will sell under the ATM Program, the purchase price per share that purchasers will pay for shares purchased from us under the ATM Program, or the aggregate gross proceeds that we will receive from those purchases under the ATM Program, if any. Any issuance and sale by us under the ATM Program of a substantial amount of shares of common stock could cause substantial dilution to our stockholders. Due to the suspension of our common stock by Nasdaq, we are unable to utilize the ATM Program, and if our common stock is ultimately delisted by Nasdaq, we will be unable to utilize the ATM Program and the Sales Agent will have the right to terminate the Sales Agreement. The issuance of additional shares of common stock, including upon exercise of our outstanding warrants, the issuance of shares pursuant to the ELOCs, and / or the issuance of shares pursuant to the ATM Program, would substantially dilute the ownership interest of existing stockholders. The shares of common stock issuable upon full conversion and exercise of our outstanding warrants could

**result in significant additional dilution to our existing stockholders. To the extent our outstanding warrants are exercised such exercises could have a significant dilutive effect on the ownership interest of our existing stockholders. Additionally, any issuance of shares of common stock under the ELOCs or the ATM Program may cause substantial dilution to our existing stockholders. The number of shares ultimately offered for sale pursuant to the ELOCs and / or the ATM Program is dependent upon the number of shares we elect to sell under the ELOCs and / or the ATM Program. Depending upon market liquidity at the time, sales of shares of our common stock under the ELOCs and / or the ATM Program may cause the trading price of our common stock to decline. The sale of a substantial number of shares of our common stock pursuant to the ELOCs and / or the ATM Program, or anticipation of such sales, could make it more difficult for us to sell equity or equity-related securities in the future at a time and at a price that we might otherwise wish to effect sales. However, we have the right to control the timing and amount of any sales of our shares to pursuant to the ELOCs and / or the ATM Program, and each of the ELOCs and the ATM Program may be terminated by us at our discretion without penalty.**

Risks Related to our Indebtedness The requirement that we service our indebtedness could limit the cash flow available for our operations and have other consequences that could adversely affect our business, and we may not have sufficient cash flow from our business to pay our debt obligations. We may also incur additional indebtedness to meet future financing needs. Interest payments, fees, covenants and restrictions under agreements governing our current or future indebtedness, including the Notes, could have significant consequences, including the following: impairing our ability to successfully continue to commercialize our current or future products; limiting our ability to obtain additional financing on satisfactory terms; increasing our vulnerability to general economic downturns, competition and industry conditions; requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness; inhibiting our flexibility to plan for, or react to, changes in our business; and diluting the interests of our existing stockholders if we issue shares of our common stock upon conversion of the convertible Notes notes. The occurrence of any one of these events could have an adverse effect on our business, financial condition, operating results or cash flows and ability to satisfy our obligations under the indenture governing the Notes and any other indebtedness. Our ability to make payments of the principal and interest on, or to refinance the amounts payable under, our current or future indebtedness, including the Notes, while still making necessary investments in our business, will depend on our operating and financial performance, including our ability to generate sufficient cash flow from operations, which may be subject to economic, financial, competitive and other factors beyond our control. If we are unable to generate such cash flow, we may be required to sell assets, restructure existing debt or obtain additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance any future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or secure desirable terms, which could result in a default on our debt obligations. Our financial condition and results of operations could be adversely affected if we do not effectively manage our current or future debt. Our obligations related to our outstanding or any future indebtedness could adversely affect our ability to take advantage of corporate opportunities, which could adversely affect our business, financial condition, and results of operations, including, but not limited to, the following:

- our ability to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements, or other purposes may be limited, or financing may be unavailable;
- a substantial portion of our cash flows must be dedicated to the payment of principal and interest on our indebtedness and other obligations and will not be available for use in our business;
- lack of liquidity could limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we operate;
- our debt obligations will make us more vulnerable to changes in general economic conditions and / or a downturn in our business, thereby making it more difficult for us to satisfy our obligations; and
- if we fail to make required debt payments or to comply with other covenants in our debt agreements, we would be in default under the terms of these agreements, which could permit our creditors to accelerate repayment of the debt and could cause cross-defaults under other debt agreements. We may also incur additional indebtedness to meet future financing needs. If we incur any additional debt, the related risks that we and our subsidiaries face could intensify. Finally, we may in the future be in non-compliance with the terms of certain of our debt instruments. To the extent we are in non-compliance with the terms of such debt instruments, we may, among other things, be required to make payments to the holders of such instruments.