

SEAFARER EXPLORATION CORP

FORM 10-Q (Quarterly Report)

Filed 11/13/25 for the Period Ending 09/30/25

Address	14497 N. DALE MABRY HIGHWAY SUITE 209N TAMPA, FL, 33618
Telephone	813-448-3577
CIK	0001106213
Symbol	SFRX
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Industry	Business Support Services
Sector	Industrials
Fiscal Year	12/31

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2025

or

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

For the transition period from _____ to _____.

Commission File Number 000-29461



SEAFARER EXPLORATION CORP.

(Exact name of registrant as specified in its charter)

Florida

90-0473054

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

14497 N. Dale Mabry Highway, Suite 209-N, Tampa, Florida 33618

(Address of principal executive offices) (Zip code)

(813) 448-3577

Registrant's telephone number

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value \$0.0001 per share

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

☐

Accelerated filer

☐

Non-accelerated Filer

☒

Smaller reporting company

☒

Emerging growth company

☐

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

As of November 13, 2025, there were 9,835,377,858 shares of the registrant's common stock, \$.0001 par value per share, outstanding.

SEAFARER EXPLORATION CORP.
Form 10-Q
For the Quarterly Period Ended September 30, 2025

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Part I: Financial Information

Statements by Seafarer Exploration Corp. ("Seafarer" or the "Company") in this Form 10-Q Quarterly Report may be "forward-looking statements." Forward-looking statements include, but are not limited to, statements that express Seafarer's intentions, beliefs, expectations, strategies, predictions or any other statements relating to the Company's future activities or other future events or conditions. These statements are based on Seafarer's current expectations, estimates and projections about the Company's business based, in part, on assumptions made by management. These assumptions are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks discussed in this Form 10-Q Quarterly Report, under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in other documents which Seafarer files with the Securities and Exchange Commission.

In addition, such statements could be affected by risks and uncertainties related to Seafarer's financial condition, factors that affect the industry, market and customer acceptance, changes in technology, fluctuations in quarterly results, ability to continue and manage growth, liquidity and other capital resource issues, compliance with government regulations and permits, agreements with third parties to conduct operations, competition, fulfillment of contractual obligations by other parties and general economic conditions. Any forward-looking statements speak only as of the date on which they are made, and Seafarer does not undertake any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Form 10-Q Quarterly Report, except as required by Federal Securities law.

Item I. Financial Statements

SEAFARER EXPLORATION CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2025	December 31, 2024
	Unaudited	
Assets		
Current assets		
Cash	\$ 24,653	\$ 23,696
Prepaid consulting expense	5,040	2,228
Deposits and other prepaids	749	749
Total current assets	30,442	26,673
Property, plant and equipment, net	190,554	249,987
Right of use asset, net	50,809	11,740
Total Assets	\$ 271,805	\$ 288,400
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable and accrued expenses	\$ 953,305	\$ 636,074
Deferred revenue	140,000	140,000
Convertible notes payable	75,000	139,476
Convertible notes payable, related parties	-	15,000
Convertible notes payable, in default	400,300	235,300
Convertible notes payable, in default - related parties	704,500	689,500
Notes payable	-	1,000,000
Notes payable, in default	1,112,000	112,000
Notes payable, in default - related parties	18,500	18,500
Line of credit	49,152	-
Shareholder loan	5,000	5,000
Operating lease liability, current	15,643	11,976
Finance lease liability, current	28,537	26,304
Total current liabilities	3,501,937	3,029,130
Operating lease liability, long term	35,300	-
Finance lease liability, long-term	48,914	71,465
Total Liabilities	3,586,151	3,100,595
Commitments and contingencies (Note 8)		
Stockholders' Deficit		
Preferred stock, \$0.0001 par values - 50,000,000 shares authorized; 67 shares issued		
Series A - 7 shares issued and outstanding	-	-
Series B - 60 shares issued and outstanding	-	-
Common stock, \$0.0001 par value - 17,000,000,000 shares authorized; 9,751,711,188 and 8,944,932,833 shares issued and outstanding at September 30, 2025 and December 31, 2024, respectively	975,172	894,494
Common stock to be issued, \$0.0001 par value, 38,373,211 and 33,039,877 shares outstanding at September 30, 2025 and December 31, 2024, respectively	3,838	3,304
Additional paid in capital	30,006,511	28,534,184
Accumulated deficit	(34,299,867)	(32,244,177)
Total Stockholders' Deficit	(3,314,346)	(2,812,195)
Total Liabilities and Stockholders' Deficit	\$ 271,805	\$ 288,400

See accompanying notes to the unaudited condensed consolidated financial statements.

SEAFARER EXPLORATION CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2025	2024	2025	2024
Revenue:				
Service income	\$ -	\$ 6,614	\$ -	\$ 9,784
Operating Expenses				
Consulting and contractor expenses	270,346	404,526	828,252	1,424,204
Vessel maintenance and dockage	39,119	39,903	67,850	178,720
Research and development	183,698	110,309	472,026	399,292
Professional fees	27,354	25,009	126,852	136,487
General and administrative expense	75,753	100,671	257,368	322,731
Depreciation and amortization expense	19,811	12,511	59,433	37,531
Rent expense	5,311	6,156	23,115	33,187
Travel and entertainment expense	22,116	40,973	68,507	132,350
Total operating expenses	643,508	740,058	1,903,403	2,664,502
Net loss from operations	(643,508)	(733,444)	(1,903,403)	(2,654,718)
Other income (expense)				
Interest expense	(36,625)	(36,201)	(114,142)	(218,770)
Gain on disposal of assets	-	8,520	-	8,520
Loss on extinguishment of debt	-	(7,949)	(38,145)	(196,774)
Total other expenses	(36,625)	(35,630)	(152,287)	(407,024)
Net loss	\$ (680,133)	\$ (769,074)	\$ (2,055,690)	\$ (3,061,742)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding	9,541,669,521	8,639,552,170	9,321,437,707	8,550,619,383

See accompanying notes to the unaudited condensed consolidated financial statements.

SEAFARER EXPLORATION CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025
UNAUDITED

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Common Stock to be Issued		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance December 31, 2024	7	\$ -	60	\$ -	8,944,932,833	\$ 894,494	33,039,877	\$ 3,304	\$ 28,534,184	\$ (32,244,177)	\$ (2,812,195)
Common stock issued for cash	-	-	-	-	257,500,000	25,750	37,357,500	3,736	570,229	-	599,715
Stock issued for services	-	-	-	-	100,000	10	-	-	415	-	425
Stock issued to settle accounts payable	-	-	-	-	14,000,000	1,400	-	-	59,500	-	60,900
Net loss	-	-	-	-	-	-	-	-	-	(731,401)	(731,401)
Balance March 31, 2025	7	\$ -	60	\$ -	9,216,532,833	\$ 921,654	70,397,377	\$ 7,040	\$ 29,164,328	\$ (32,975,578)	\$ (2,882,556)
Common stock issued for cash	-	-	-	-	256,857,500	25,686	(41,357,500)	(4,136)	404,450	-	426,000
Stock issued for services	-	-	-	-	9,000,000	900	-	-	37,300	-	38,200
Stock issued to settle accounts payable	-	-	-	-	135,000	14	-	-	594	-	608
Conversion of accrued interest	-	-	-	-	5,352,521	535	-	-	12,506	-	13,041
Net loss	-	-	-	-	-	-	-	-	-	(644,156)	(644,156)
Balance June 30, 2025	7	\$ -	60	\$ -	9,487,877,854	\$ 948,789	29,039,877	\$ 2,904	\$ 29,619,178	\$ (33,619,734)	\$ (3,048,863)
Common stock issued for cash	-	-	-	-	258,833,334	25,883	9,333,334	934	375,183	-	402,000
Stock issued for services	-	-	-	-	5,000,000	500	-	-	12,150	-	12,650
Net loss	-	-	-	-	-	-	-	-	-	(680,133)	(680,133)
Balance September 30, 2025	7	\$ -	60	\$ -	9,751,711,188	\$ 975,172	38,373,211	\$ 3,838	\$ 30,006,511	\$ (34,299,867)	\$ (3,314,346)

See accompanying notes to the unaudited condensed consolidated financial statements.

SEAFARER EXPLORATION CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024
UNAUDITED

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Common Stock to be Issued		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance December 31, 2023	7	\$ -	60	\$ -	8,314,141,446	\$ 831,415	31,039,877	\$ 3,104	\$ 25,890,412	\$ (28,347,458)	\$ (1,622,527)
Common stock issued for cash	-	-	-	-	52,833,334	5,283	10,666,667	1,067	312,150	-	318,500
Stock issued for loan origination fee	-	-	-	-	4,500,000	450	(2,000,000)	(200)	45,580	-	45,830
Stock issued for services	-	-	-	-	63,583,333	6,358	-	-	331,667	-	338,025
Stock issued to settle accounts payable	-	-	-	-	5,476,191	548	-	-	32,595	-	33,143
Stock issued in exchange for leasing a vessel	-	-	-	-	3,000,000	300	-	-	29,700	-	30,000
Conversion of notes payable and accrued interest	-	-	-	-	61,104,658	6,110	-	-	268,860	-	274,970
Cancellation of shares	-	-	-	-	(10,800,564)	(1,080)	-	-	1,080	-	-
Net loss	-	-	-	-	-	-	-	-	-	(1,312,070)	(1,312,070)
Balance March 31, 2024	7	\$ -	60	\$ -	8,493,838,398	\$ 849,384	39,706,544	\$ 3,971	\$ 26,912,044	\$ (29,659,528)	\$ (1,894,129)
Common stock issued for cash	-	-	-	-	116,855,556	11,686	(666,667)	(67)	592,131	-	603,750
Equity kicker	-	-	-	-	5,066,667	507	-	-	47,627	-	48,134
Stock issued for services	-	-	-	-	500,000	50	-	-	10,300	-	10,350
Stock issued to settle accounts payable	-	-	-	-	239,380	24	-	-	3,496	-	3,520
Conversion of accrued interest	-	-	-	-	5,091,402	509	-	-	45,375	-	45,884
Net loss	-	-	-	-	-	-	-	-	-	(980,598)	(980,598)
Balance June 30, 2024	7	\$ -	60	\$ -	8,621,591,403	\$ 862,160	39,039,877	\$ 3,904	\$ 27,610,973	\$ (30,640,126)	\$ (2,163,089)
Common stock issued for cash	-	-	-	-	171,416,667	17,142	30,000,000	3,000	581,858	-	602,000
Stock issued for services	-	-	-	-	2,566,668	257	-	-	19,583	-	19,840
Net loss	-	-	-	-	-	-	-	-	-	(769,074)	(769,074)
Balance September 30, 2024	7	\$ -	60	\$ -	8,795,574,738	\$ 879,559	69,039,877	\$ 6,904	\$ 28,212,414	\$ (31,409,200)	\$ (2,310,323)

See accompanying notes to the unaudited condensed consolidated financial statements.

SEAFARER EXPLORATION CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED

	For the Nine Months Ended September 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$ (2,055,690)	\$ (3,061,742)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	38,298	16,395
Amortization of right of use asset, finance	21,136	21,136
Amortization of right of use asset, facilities	14,312	13,738
Amortization of beneficial conversion feature and loan fees	10,525	67,214
Common stock issued for services	51,275	368,216
Common stock issued in payment of a vessel rental	-	30,000
Common stock issued as equity kicker	-	48,134
Loss on extinguishment of debt	38,145	196,774
Gain on disposal of assets	-	8,520
Decrease (increase) in:		
Prepaid expenses and deposits	(2,811)	(9,958)
Increase (decrease) in:		
Accounts payable & accrued expenses	353,632	59,615
Operating lease liability	(14,414)	(13,565)
Net cash used by operating activities	(1,545,592)	(2,255,523)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net cash used in investing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the issuance of common stock	1,427,715	1,524,250
Proceeds from the issuance of convertible notes payable	90,000	150,000
Proceeds from the issuance of notes payable	-	500,000
Proceeds from line of credit	114,500	-
Finance lease liability	(19,666)	(18,033)
Payments on line of credit	(66,000)	-
Payments on notes payable, in default	-	(100,000)
Net cash provided by financing activities	1,546,549	2,056,217
NET CHANGE IN CASH	957	(199,306)
CASH, BEGINNING OF PERIOD	23,696	606,267
CASH, END OF PERIOD	\$ 24,653	\$ 406,961
Supplemental disclosure of cash flow information		
Cash paid for interest expense	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Non-cash operating and financing activities:		
Principal and accrued interest converted to common stock	\$ 13,041	\$ 319,774
Right of use asset	\$ 53,382	\$ -
Stock issued to settle accounts payable	\$ 61,508	\$ -

See accompanying notes to the unaudited condensed consolidated financial statements.

SEAFARER EXPLORATION CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the Nine Month Period Ended September 30, 2025
(Unaudited)

The accompanying condensed consolidated financial statements for the nine month period ended September 30, 2025 of Seafarer Exploration Corp. ("Seafarer" or the "Company") are unaudited, but in the opinion of management, reflect all adjustments (consisting only of normal recurring adjustments) necessary to fairly state the Company's financial position, results of operations, and cash flows as of and for the dates and periods presented. The unaudited condensed consolidated financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and footnotes included in the Company's Report on Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission (the "Commission") on March 31, 2025. The results of operations for the nine month period ended September 30, 2025 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2025 or for any future period.

NOTE 1 – DESCRIPTION OF BUSINESS

Seafarer Exploration Corp. ("Seafarer" or the "Company"), was incorporated on May 28, 2003 in the State of Delaware.

The principal business of the Company is to engage in the archaeologically-sensitive exploration, documentation, recovery, and conservation of historic shipwrecks with the objective of exploring and discovering Colonial-era shipwrecks for future generations to be able to appreciate and understand.

In March of 2014, Seafarer entered into a partnership with Marine Archaeology Partners, LLC ("MAP"), with the formation of Seafarer's Quest, LLC ("SQ") for the purpose of exploring a shipwreck site off of Melbourne Beach, Florida. Under the partnership with MAP, Seafarer is the designated manager of SQ.

The Company's wholly owned subsidiary Blockchain LogisTech, LLC ("Blockchain"), was formed on April 4, 2018 and began operations in 2019. The Company is evaluating Blockchain's business opportunities and does not believe that Blockchain will generate any revenues for the foreseeable future.

The Company formed a wholly owned subsidiary, Exploration Studios, LLC, in May 2018 in order to explore media strategies and opportunities. Exploration Studios, LLC has not yet commenced operations.

Florida Division of Historical Resources Agreements/Permits

The Company successfully renewed its permits with the Florida Division of Historical Resources for its Melbourne Beach historical shipwreck site, for both Areas 1 and 2, on March 22, 2024. The permits are valid until March 21, 2027.

Federal Admiralty Judgment

Seafarer was granted, through the United States District Court for the Southern District of Florida, a final judgment for its federal admiralty claim on the Juno Beach shipwreck site. The Company is conducting limited exploration operations at the Juno Beach shipwreck site while it awaits updated permitting from the Army Corp of Engineers.

Blockchain Software Services Referral Agreements

Management is reviewing potential alternate plans for Blockchain and believes that it is highly unlikely that Blockchain will generate any revenues for the foreseeable future, if ever.

NOTE 2 – GOING CONCERN

These unaudited condensed consolidated financial statements have been prepared on a going concern basis, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred net losses since inception and has an accumulated deficit of \$34,299,867 as of September 30, 2025. During the nine month period ended September 30, 2025, the Company's net loss was \$2,055,690 and at September 30, 2025, the Company had a working capital deficit of \$3,471,495. These factors raise substantial doubt about the Company's ability to continue as a going concern. Based on its historical rate of expenditures, the Company expects to expend its available cash in less than one month from the filing date of this report. Management's plans include raising capital through the issuance of common stock and debt to fund operations and, eventually, the generation of revenue through its business. The Company does not expect to generate any significant revenues for the foreseeable future. The Company is in immediate need of further working capital and is seeking options, with respect to financing, in the form of debt, equity or a combination thereof.

Failure to raise adequate capital and generate adequate revenues could result in the Company having to curtail or cease operations. The Company's ability to raise additional capital through the future issuances of the common stock is unknown. Additionally, even if the Company does raise sufficient capital to support its operating expenses and generate adequate revenues, there can be no assurances that the revenue will be sufficient to enable it to develop to a level where it will generate profits and cash flows from operations. These matters raise substantial doubt about the Company's ability to continue as a going concern; however, the accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These unaudited condensed consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classifications of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Convertible Notes Payable and Notes Payable, in Default

The Company does not have additional sources of debt financing to refinance its convertible notes payable and notes payable that are currently in default. If the Company is unable to obtain additional capital, such lenders may file suit, including suit to foreclose on the assets held as collateral for the obligations arising under the secured notes. If any of the lenders file suit to foreclose on the assets held as collateral, then the Company may be forced to significantly scale back or cease its operations which would more than likely result in a complete loss of all capital that has been invested in or borrowed by the Company. The fact that the Company is in default regarding several loans held by various lenders makes investing in the Company or providing any loans to the Company extremely risky with a very high potential for a complete loss of capital.

The convertible notes that have been issued by the Company are convertible at the lender's option. These convertible notes represent significant potential dilution to the Company's current shareholders as the convertible price of these notes is generally lower than the current market price of the Company's shares. As such when these notes are converted into equity there is typically a highly dilutive effect on current shareholders and very high probability that such dilution may significantly negatively affect the trading price of the Company's common stock. Furthermore, management intends to have discussions with several of the promissory note holders who do not currently have convertible notes regarding converting their notes into equity. Any such amended agreements to convert promissory notes into equity would more than likely have a highly dilutive effect on current shareholders and there is a very high probability that such dilution may significantly negatively affect the trading price of the Company's common stock.

See Note 5 – Convertible notes payable – in default, Convertible notes payable – related parties, in default, Notes payable – in default, Notes payable – related parties, in default, for further information regarding the Company's convertible notes payable and notes payable that are currently in default due to non payment of principal and interest.

Current Economic Conditions

The Company and certain of its advisors are closely monitoring current domestic economic conditions. Of particular concern is the rate of inflation and the rising cost of fuel. The Federal Reserve (the "Fed") recently observed that while inflation growth has continued to moderate in 2025, it still has concerns about potentially inflationary pressures in the general economy for the foreseeable future. The overall inflation in the overall economy that led to higher interest rates may make it more expensive and/or potentially more challenging for the Company to access financing. Additionally, the Company's vessels use large amounts of fuel when in operation and any rise in the per gallon cost of gasoline will cause an increase in the Company's operating expenses. An increase in the cost of fuel may hamper the Company's ability to conduct operations.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Company is presented to assist in understanding its unaudited condensed consolidated financial statements. The unaudited condensed consolidated financial statements and notes are representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to GAAP and have been consistently applied in the preparation of the unaudited condensed consolidated financial statements.

Principles of Consolidation

The unaudited condensed consolidated financial statements of the Company include the accounts of the Company and Blockchain which is a wholly owned subsidiary. Intercompany accounts and transactions have been eliminated in consolidation.

Reclassifications

Certain reclassifications were made to the prior condensed consolidated financial statements to conform to the current period presentation. There was no change to the previously reported net loss.

Cash and Cash Equivalents

For purposes of the unaudited condensed consolidated statements of cash flows, the Company considers all highly liquid investments and short-term debt instruments with original maturities of three months or less to be cash equivalents. There were no cash equivalents at September 30, 2025 and December 31, 2024. Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. At September 30, 2025, the Company had deposits that were \$0 in excess of the FDIC insured limit.

Research and Development Expenses

Expenditures for research and development are expensed as incurred. The Company incurred research and development expenses of \$472,026 and \$399,292 for the nine month periods ended September 30, 2025 and 2024, respectively and \$183,698 and \$110,309 for the three month periods ended September 30, 2025 and 2024, respectively, which is included in operating expenses in the accompanying unaudited condensed consolidated statements of operations.

Revenue Recognition

The Company recognizes revenue in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 606, "*Revenue from Contracts with Customers*" ("ASC 606") and all the related amendments.

The core principle of ASC 606 requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation.

The Company recognizes revenue from the referrals that Blockchain has made to providers of software services when payment for a referral is received from the provider of software services. Blockchain, at its sole discretion and with no specific sales quotas or targets, provides referrals of potential end users to the software service providers and is paid a referral fee only after the software services providers receive payment from the end user.

The Company also has a separate sales referral agreement, with no sales quotas or specific goals or targets, with a limited liability company that provides product/system engineering and development services. The Company's performance obligation is met when the payment from the customer is received by the provider of the development services, which is at a point in time. The Company receives referral fees when payment is received from the provider of the product/system development services which is when the Company recognizes revenue under the agreement.

The Company recognizes revenue when cash is received or when it has met its obligations per the terms of a contract or agreement for services. Payments received for services are recorded as deferred revenue and are recognized as revenue when the services have been provided.

During 2021 the Company entered into an agreement to provide scanning services using its SeaSearcher technology to a corporation involved in searching for historic shipwreck material. Under the terms of the agreement the Company received an upfront payment of \$140,000 which has been included in the accompanying unaudited condensed consolidated balance sheets at September 30, 2025 and December 31, 2024 as deferred revenue as the services have not yet been provided.

Earnings Per Share

The Company has adopted the FASB ASC 260-10, *Earnings per Share*, which provides for the calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income or loss available to common stockholders by the weighted average common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity.

The potentially dilutive common stock equivalents for the nine month periods ended September 30, 2025 and 2024 were excluded from the dilutive loss per share calculation as they would be antidilutive due to the net loss. As of September 30, 2025 and 2024, there were approximately 828,076,893 and 606,961,668 shares of common stock underlying the outstanding convertible notes payable and warrants, respectively.

Fair Value of Financial Instruments

The carrying amounts of financial assets and liabilities, such as cash, accounts payable, accrued expenses, convertible notes payable and payables, approximate their fair values because of the short maturity of these instruments.

Property, Plant and Equipment

Property, plant and equipment are recorded at historical cost. Depreciation is computed on the straight-line method over the estimated useful lives of the respective assets.

Depreciation expense was \$38,298 and \$16,395 for the nine month periods ended September 30, 2025 and 2024, respectively, and \$12,766 and \$5,465 for the three month periods ended September 30, 2025 and 2024, respectively, which is included in operating expenses in the accompanying unaudited condensed consolidated statements of operations.

Impairment of Long-Lived Assets

In accordance with ASC 360-10, *Impairment and Disposal of Long Lived Assets*, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on appraised value of the assets or the anticipated cash flows from the use of the asset, discounted at a rate commensurate with the risk involved. There were no impairment charges recorded during the three and nine month periods ended September 30, 2025 and 2024.

Use of Estimates

The process of preparing unaudited condensed consolidated financial statements in conformity with GAAP requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Significant estimates for the three and nine month periods ended September 30, 2025 and 2024 include useful life of property, plant and equipment, valuation allowances against deferred tax assets and the fair value of non cash equity transactions.

Segment Information

During 2019, Seafarer's wholly owned subsidiary, Blockchain, began operations, generated revenue and incurred expenses. The business of Blockchain has no relation to the Company's shipwreck exploration and recovery operations other than common ownership. As such, the Company concluded that the operations of Blockchain and Seafarer Exploration were separate reportable segments as of the three and nine month periods ended September 30, 2025 and 2024 (see Note 10– Segment Information).

Convertible Debentures

The Company adheres to the guidance in Accounting Standards Updated ("ASU") 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. ASU 2020-06 simplifies an issuer's accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features.

Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, *Fair Value Measurements*. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

The inputs to the valuation methodology of stock options and warrants were under level 3 fair value measurements.

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities as reflected in the unaudited condensed consolidated balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the unaudited condensed consolidated financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed.

The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

Stock Based Compensation

The Company applies the fair value method of FASB ASC 718, *Share Based Payment*, in accounting for its stock-based compensation. The standard states that compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period. The Company values stock-based compensation at the market price for the Company's common stock and other pertinent factors at the grant date.

Fully vested and non-forfeitable shares issued prior to the services being performed are classified as unearned compensation.

Leases

The Company accounts for leases under ASU 2016-02. At the inception of a contract the Company assesses whether the contract is, or contains, a lease. The Company's assessment is based on: (1) whether the contract involves the use of a distinct identified asset, (2) whether the Company obtains the right to substantially all the economic benefit from the use of the asset throughout the period, and (3) whether it has the right to direct the use of the asset. The Company will allocate the consideration in the contract to each lease component based on its relative stand-alone price to determine the lease payments.

Operating lease right of use ("ROU") assets represents the right to use the leased asset for the lease term and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the adoption date in determining the present value of future payments. Lease expense for minimum lease payments is amortized on a straight-line basis over the lease term and is presented in operating expenses on the unaudited condensed consolidated statements of operations.

Finance leases are recorded as a finance lease liability and property, plant and equipment asset, based on the present value of lease payments. The asset is depreciated, and the liability is amortized with interest expense incurred over the life of the lease.

As permitted under the new guidance, the Company has made an accounting policy election not to apply the recognition provisions of the guidance to short term leases (leases with a lease term of twelve months or less that do not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise); instead, the Company will recognize the lease payments for short term leases on a straight-line basis over the lease term.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Subsequent Events

It is the Company's policy to evaluate all events that occur after the unaudited condensed consolidated balance sheet date through the date when the unaudited condensed consolidated financial statements were issued to determine if they must be reported.

Recent Accounting Pronouncements

All other recent accounting pronouncements issued by the FASB, including ASU 2023-07 and 2023-09, did not or are not believed by management to have a material impact on the Company's present or future unaudited condensed consolidated financial statements.

NOTE 4 – RIGHT-OF-USE ASSETS AND OPERATING AND FINANCE LEASE LIABILITIES

Operating Leases

Operating lease right-of-use assets and liabilities are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value is the incremental borrowing rate, estimated to be 10%, as the interest rate implicit in most of the Company's leases are not readily determinable. Operating lease expense is recognized on a straight-line basis over the lease term.

The Company leases 823 square feet of office space located at 14497 North Dale Mabry Highway, Suite 209-N, Tampa, Florida 33618. The Company entered into an amended lease agreement commencing on July 15, 2025 through July 31, 2028 with base month rents of \$1,646 from August 1, 2025 to July 31, 2026, \$1,712 from August 1, 2026 to July 31, 2027, and \$1,780 from August 1, 2028 to July 31, 2028. Under the terms of the amended lease there may be additional fees charged above the base monthly rental fee. During the nine months ended September 30, 2025 and 2024, the Company recorded \$15,400 and \$10,308 as operating lease expense, respectively, which is included in rent expense on the unaudited condensed consolidated statements of operations. During the three months ended September 30, 2025 and 2024, the Company recorded \$5,144 and \$5,154 as operating lease expense, respectively, which is included in rent expense on the unaudited condensed consolidated statements of operations.

On August 1, 2025, upon renewal of the lease, the Company recorded a right-of-use asset and lease liability of \$53,382.

Right-of-use assets at September 30, 2025 and December 31, 2024 are summarized below:

	September 30, 2025	December 31, 2024
Office lease	\$ 53,382	\$ 37,502
Less accumulated amortization	(2,573)	(25,762)
Right of use assets, net	<u>\$ 50,809</u>	<u>\$ 11,740</u>

Amortization on the right -of -use asset is included in rent expense on the unaudited condensed consolidated statements of operations.

Operating Lease liabilities are summarized below:

	September 30, 2025	December 31, 2024
Office lease	\$ 50,943	\$ 11,976
Less: current portion	(15,643)	(11,976)
Long term portion	<u>\$ 35,300</u>	<u>\$ -</u>

Maturity of lease liabilities are as follows:

Year ended December 31, 2025	\$ 4,938
Year ended December 31, 2026	20,083
Year ended December 31, 2027	20,884
Year ended December 31, 2028	12,462
Total future minimum lease payments	<u>58,367</u>
Less: Present value discount	(7,424)
Lease liability	<u>\$ 50,943</u>

Finance Leases

Commencing during the year ended December 31, 2023, the Company entered into the following leases:

- Vehicle lease - monthly lease payments of \$1,167 for 60 months amortized over 5 years at 12%
- Vessel lease - monthly lease payments of \$1,557 for 60 months amortized over 5 years at 12%
- Sonar lease - monthly lease payments of \$422 for 60 months amortized over 5 years at 12%

Finance right of use assets are summarized below:

	September 30, 2025	December 31, 2024
Vehicle lease	\$ 53,100	\$ 53,100
Vessel lease	70,849	70,849
Sonar lease	18,987	18,987
	142,936	142,936
Less accumulated amortization	(76,231)	(55,096)
Finance right of use asset	<u>\$ 66,705</u>	<u>\$ 87,840</u>

Finance lease liabilities are summarized below:

	September 30, 2025	December 31, 2024
Vehicle lease	\$ 28,378	\$ 35,944
Vessel lease	37,863	47,957
Sonar lease	11,210	13,868
	77,451	97,769
Less: current portion	(28,537)	(26,304)
Long term portion	<u>\$ 48,914</u>	<u>\$ 71,465</u>

Maturity of lease liabilities are as follows:

Year Ended December 31, 2025	\$ 9,440
Year Ended December 31, 2026	37,758
Year Ended December 31, 2027	37,758
Thereafter	4,414
Total future minimum lease payments	89,370
Less imputed interest	(11,919)
PV of payments	<u>\$ 77,451</u>

Expenses incurred with respect to the Company's finance leases during the nine months ended September 30, 2025 and 2024 which are included in general and administrative expenses on the unaudited condensed consolidated statements of operations are set forth below:

	September 30, 2025	September 30, 2024
Finance lease amortization	\$ 21,136	\$ 21,136
Finance lease interest	8,001	10,287
Total finance lease expense	<u>\$ 29,137</u>	<u>\$ 31,423</u>

Expenses incurred with respect to the Company's finance leases during the three months ended September 30, 2025 and 2024 which are included in general and administrative expenses on the unaudited condensed consolidated statements of operations are set forth below.

	September 30, 2025	September 30, 2024
Finance lease amortization	\$ 7,045	\$ 7,045
Finance lease interest	2,464	3,431
Total finance lease expense	<u>\$ 9,509</u>	<u>\$ 10,476</u>

The weighted average remaining lease term and the weighted average discount rate on the finance leases at September 30, 2025 and December 31, 2024 are set forth below:

	September 30, 2025	December 31, 2024
Weighted average remaining lease term	2.36 years	3.11 years
Weighted average discount rate	12%	12%

NOTE 5 – CONVERTIBLE NOTES PAYABLE AND NOTES PAYABLE

Upon inception, the Company evaluates each financial instrument to determine whether it meets the definition of “conventional convertible” debt under ASC 470.

Convertible Notes Payable

The following tables reflect the convertible notes payable at September 30, 2025 and December 31, 2024:

	Issue Date	Maturity Date	September 30, 2025 Principal Balance	December 31, 2024 Principal Balance	Rate	Conversion Price
Convertible notes payable - related parties	12/11/24	06/11/25	\$ -	\$ 15,000	6.00%	\$ 0.0025
Balance convertible notes payable – related parties			\$ -	\$ 15,000		

	Issue Date	Maturity Date	September 30, 2025 Principal Balance	December 31, 2024 Principal Balance	Rate	Conversion Price
Convertible notes payable	03/18/24	03/18/25	\$ -	\$ 50,000	6.00%	\$ 0.0020
	03/28/24	03/28/25	-	100,000	6.00%	0.0020
	06/24/25	07/24/25	-	-	6.00%	0.0020
	07/02/25	10/02/25	75,000	-	6.00%	0.0016
Total			75,000	150,000		
Less unamortized discounts			-	(10,524)		
Balance convertible notes payable			\$ 75,000	\$ 139,476		

	Issue Date	Maturity Date	September 30, 2025 Principal Balance	December 31, 2024 Principal Balance	Rate	Conversion Price
Convertible notes payable - in default	08/28/09	11/01/09	\$ 4,300	\$ 4,300	10.00%	\$ 0.0150
	11/20/12	05/20/13	50,000	50,000	6.00%	0.0050
	01/19/13	07/30/13	5,000	5,000	6.00%	0.0040
	02/11/13	08/11/13	9,000	9,000	6.00%	0.0060
	09/25/13	03/25/14	10,000	10,000	6.00%	0.0125
	10/04/13	04/04/14	50,000	50,000	6.00%	0.0125
	05/15/14	11/15/14	40,000	40,000	6.00%	0.0070
	09/18/15	03/18/16	25,000	25,000	6.00%	0.0020
	07/19/16	07/19/17	4,000	4,000	6.00%	0.0015
	02/06/18	11/07/18	6,000	6,000	6.00%	0.0006
	03/06/18	09/06/18	6,000	6,000	6.00%	0.0006
	01/03/19	07/03/19	1,000	1,000	6.00%	0.0010
	09/04/19	03/04/20	25,000	25,000	6.00%	0.0030
	03/18/24	03/18/25	50,000	-	6.00%	0.0020
	03/28/24	03/28/25	100,000	-	6.00%	0.0020
	06/24/25	07/24/25	15,000	-	6.00%	0.0020
Balance convertible notes payable - in default			\$ 400,300	\$ 235,300		

	Issue Date	Maturity Date	September 30, 2025 Principal Balance	December 31, 2024 Principal Balance	Rate	Conversion Price
Convertible notes payable - related parties, in default	01/09/09	01/09/10	\$ 10,000	\$ 10,000	10.00%	\$ 0.0150
	01/25/10	01/25/11	6,000	5,000	6.00%	0.0050
	01/18/12	07/18/12	50,000	50,000	8.00%	0.0040
	01/19/13	07/30/13	15,000	15,000	6.00%	0.0040
	07/26/13	01/26/14	10,000	10,000	6.00%	0.0100
	01/17/14	07/17/14	31,500	31,500	6.00%	0.0060
	05/27/14	11/27/14	7,000	7,000	6.00%	0.0070
	07/21/14	01/25/15	17,000	17,000	6.00%	0.0080
	10/16/14	04/16/15	21,000	21,000	6.00%	0.0045
	07/14/15	01/14/16	9,000	9,000	6.00%	0.0030
	01/12/16	07/12/16	5,000	5,000	6.00%	0.0020
	05/10/16	11/10/16	5,000	5,000	6.00%	0.0005
	05/10/16	11/10/16	5,000	5,000	6.00%	0.0005
	05/20/16	11/20/16	5,000	5,000	6.00%	0.0005
	07/12/16	01/12/17	2,400	2,400	6.00%	0.0006
	01/26/17	03/12/17	5,000	5,000	6.00%	0.0005
	02/14/17	08/14/17	25,000	25,000	6.00%	0.0008
	08/16/17	09/16/17	3,000	3,000	6.00%	0.0008
	01/09/18	01/09/19	12,000	12,000	6.00%	0.0006
	03/14/18	05/14/18	25,000	25,000	6.00%	0.0007
	04/04/18	06/04/18	3,000	3,000	6.00%	0.0007
	04/11/18	06/11/18	25,000	25,000	6.00%	0.0007
	05/08/18	07/08/18	25,000	25,000	6.00%	0.0007
	05/30/18	08/30/18	25,000	25,000	6.00%	0.0007
	06/12/18	09/12/18	3,000	3,000	6.00%	0.0007
	06/20/18	09/12/18	500	500	6.00%	0.0007
	08/27/18	02/27/19	2,000	2,000	6.00%	0.0007
	10/02/18	04/02/19	1,000	1,000	6.00%	0.0008
	10/23/18	04/23/19	4,200	4,200	6.00%	0.0007
	11/07/18	05/07/19	2,000	2,000	6.00%	0.0008
	11/14/18	05/14/19	8,000	8,000	6.00%	0.0008
	01/08/19	07/08/19	7,000	7,000	6.00%	0.0008
	04/25/19	12/23/19	20,000	20,000	6.00%	0.0040
	06/07/19	12/07/19	5,100	5,100	6.00%	0.0050
	09/17/19	04/17/20	12,000	12,000	6.00%	0.0030
	11/12/19	05/12/20	25,000	25,000	6.00%	0.0025
	11/26/19	05/26/20	25,200	25,200	6.00%	0.0030
	12/03/19	06/03/20	15,000	15,000	6.00%	0.0030
	01/07/20	06/20/20	51,000	51,000	6.00%	0.0030
	08/06/20	02/06/21	25,200	25,200	6.00%	0.0035
	08/06/20	02/06/21	35,000	35,000	6.00%	0.0035
	08/14/20	02/14/21	50,400	50,400	6.00%	0.0035
	10/13/21	04/13/22	3,000	3,000	2.00%	0.0020
	11/10/21	05/10/22	3,000	3,000	2.00%	0.0020
	07/06/22	01/06/23	20,000	20,000	6.00%	0.0015
	07/29/22	01/28/23	10,000	10,000	6.00%	0.0020
	08/04/22	02/04/23	10,000	10,000	6.00%	0.0020
	07/24/23	09/24/23	5,000	5,000	1.00%	0.00175
	12/11/24	06/11/25	15,000	-	6.00%	0.002
Balance convertible notes payable - related parties, in default			\$ 704,500	\$ 689,500		
Balance all convertible notes payable			\$ 1,179,800	\$ 1,079,276		

Notes Payable

The following tables reflect the notes payable at September 30, 2025 and December 31, 2024:

	Issue Date	Maturity Date		September 30, 2025 Principal Balance	December 31, 2024 Principal Balance	Rate
Notes payable						
	11/10/23	05/10/25	*	\$ -	\$ 500,000	6.00%
	02/28/24	02/28/25		-	350,000	6.00%
	04/01/24	04/01/25		-	150,000	6.00%
Total				-	1,000,000	
Balance notes payable				<u>\$ -</u>	<u>\$ 1,000,000</u>	
	Issue Date	Maturity Date		September 30, 2025 Principal Balance	December 31, 2024 Principal Balance	Rate
Notes payable - in default						
	04/27/11	04/27/12		\$ 5,000	\$ 5,000	6.00%
	12/14/17	12/14/18		2,000	2,000	6.00%
	11/29/17	11/29/19		105,000	105,000	2.06%
	11/10/23	05/10/25	*	500,000	-	6.00%
	02/28/24	02/28/25		350,000	-	6.00%
	04/01/24	04/01/25		150,000	-	6.00%
Balance notes payable – default				<u>\$ 1,112,000</u>	<u>\$ 112,000</u>	
	Issue Date	Maturity Date		September 30, 2025 Principal Balance	December 31, 2024 Principal Balance	Rate
Notes payable - related parties, in default						
	02/24/10	02/24/11		\$ 7,500	\$ 7,500	6.00%
	10/06/15	11/15/15		10,000	10,000	6.00%
	02/08/18	04/09/18		1,000	1,000	6.00%
Balance notes payable - related parties, in default				<u>\$ 18,500</u>	<u>\$ 18,500</u>	
Balance all notes payable				<u>\$ 1,130,500</u>	<u>\$ 1,130,500</u>	

* The Company and the lender agreed to extend the maturity date of this note, which was originally due on 11/10/24, for six months from the original due date.

Terms of Related Party Convertible Notes Payable and Related Party Notes Payable

The Company's related party convertible notes payable and related party notes payable may contain terms that are not indicative of the terms that would normally be agreeable to non related third parties.

New Convertible Notes Payable Issued During the Nine Month Periods Ended September 30, 2025 and 2024

During the nine month period ended September 30, 2025 the Company entered into the following convertible notes payable agreements:

In June of 2025, the Company entered into a convertible promissory note agreement in the amount of \$15,000 with an individual. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before July 24, 2025. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at \$0.002 per share.

In July of 2025, the Company entered into a convertible promissory note agreement in the amount of \$75,000 with an individual. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before October 2, 2025. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at \$0.0016 per share. During the nine month period ended September 30, 2024 Company the Company entered into the following convertible notes payable and notes payable agreements:

In February 2024, the Company drew down the second round of funding under a promissory note agreement dated November 10, 2023 in the amount of up to \$1,000,000. This note pays interest at a rate of 6% per annum. The lender advanced \$350,000 in February 2024. Per the note agreement, the \$350,000 received in February 2024 was due on February 27, 2025. The aggregate balance of the note payable at September 30, 2025 and December 31, 2024 is \$1,000,000. At September 30, 2025 this note was in default.

In March of 2024, the Company entered into a convertible promissory note agreement in the amount of \$50,000 with an individual. This note pays interest at a rate of 6% per annum and the principal and accrued interest was due on or before March 18, 2025. The lender received 1,000,000 shares of the Company's restricted common stock as a financing fee for providing the loan. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at \$0.002 per share. At September 30, 2025 this note was in default.

In March of 2024, the Company entered into a convertible promissory note agreement in the amount of \$100,000 with an individual. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before March 28, 2025. The lender received 1,500,000 shares of the Company's restricted common stock as a financing fee for providing the loan. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at \$0.002 per share. At September 30, 2025 this note was in default.

In April 2024, the Company drew down the second round of funding under a promissory note agreement dated November 10, 2023 in the amount of up to \$1,000,000. This note pays interest at a rate of 6% per annum. The lender advanced \$150,000 in April 2024. Per the note agreement, the \$150,000 received in April 2024 was due on April 1, 2025. At September 30, 2025 the note was in default due to non payment of principal and interest. The aggregate balance of the note payable at September 30, 2025 and December 31, 2024 is \$1,000,000.

Repayments of Notes Payable

The Company did not repay any of its notes payable during the nine month period ended September 30, 2025.

During the nine month period ended September 30, 2024, the Company repaid a related party shareholder a total of \$102,679 of the principal balance and accrued interest of a convertible note payable. The balance of the related party convertible note was \$0 at September 30, 2025.

Note Conversions

Period Ended September 30, 2025.

The Company issued 5,352,521 shares of restricted common stock with a total share value of \$13,041 to a related party to settle \$13,041 of the accrued interest owed on sixteen convertible notes payable.

Period Ended September 30, 2024

The Company issued 61,104,658 shares of restricted common stock with a total share value of \$274,970 to a limited liability company to settle \$122,209 of the principal and accrued interest owed on a convertible note payable that was due on October 18, 2023. The balance of the convertible note was \$0 at September 30, 2025.

The Company issued 5,091,402 shares of restricted common stock with a total share value of \$44,804 to a limited related party to settle \$12,405 of the accrued interest owed on sixteen convertible notes payable.

Shareholder Loan

The Company's CEO provided a loan to the Company in the amount of \$1,000 on August 3, 2025. The loan was repaid and the balance owed was \$0 at September 30, 2025.

At September 30, 2025 and December 31, 2024, the Company had the following loans outstanding to its CEO in the total amount of \$5,000 as follows:

- A loan with no due date with a \$1,500 remaining balance and an interest rate of 2% and a conversion rate of \$0.0005; and
- A loan due on September 9, 2022 with a remaining balance of \$3,500, and an interest rate of 1%.

Collateralized Promissory Notes

Two convertible notes outstanding with related parties, dated January 9, 2009 and January 18, 2012 are collateralized by Company assets.

Convertible Notes Payable and Notes Payable, in Default

The Company does not have additional sources of debt financing to refinance its convertible notes payable and notes payable that are currently in default. If the Company is unable to obtain additional capital, such lenders may file suit, including suit to foreclose on the assets held as collateral for the obligations arising under the secured notes. If any of the lenders file suit to foreclose on the assets held as collateral, then the Company may be forced to significantly scale back or cease its operations, which would more than likely result in a complete loss of all capital that has been invested in or borrowed by the Company. The fact that the Company is in default of several promissory notes held by various lenders makes investing in the Company or providing any loans to the Company extremely risky with a very high potential for a complete loss of capital. The Company's convertible notes payable and notes payable in default represent a very significant risk to the viability of the Company.

NOTE 6 - LINE OF CREDIT

The Company has a revolving line of credit ("LoC") that has a maximum draw amount of \$50,000. Advances on the LoC bear interest, on the outstanding principal balance at a rate equal to 5.99% per annum. The Company entered into the LoC on April 15, 2025 and the LoC has no maturity date. As of September 30, 2025 the Company's LoC balance is \$49,152.

NOTE 7 – STOCKHOLDERS' DEFICIT

On June 16, 2025, the Board of Directors, pursuant to Section 607.0704, Florida Statutes, the Board of Directors, acting as shareholders of the Preferred Shares and pursuant to their own resolution, voted to increase the authorized shares of the Corporation from 9,900,000,000 common shares to 17,000,000,000 common shares. Such filing was processed to be effective with the State of Florida on June 16, 2025.

Preferred Stock

The Company is authorized to issue 50,000,000 shares of preferred stock. 49,999,940 Series A and 60 Series B preferred shares are authorized.

Series A Preferred Stock

At September 30, 2025 and December 31, 2024, the Company had 49,999,940 Series A preferred shares authorized and seven shares of Series A preferred stock issued and outstanding. Each share of Series A preferred stock has the right to convert into 214,289 shares of the Company's common stock. In the event of a liquidation, Series A have preference.

Series B Preferred Stock

At September 30, 2025 and December 31, 2024, the Company had 60 Series B preferred shares authorized and 60 shares of Series A preferred stock issued and outstanding. In 2014, the Board of Directors of the Company under the authority granted under Article V of the Articles of Incorporation, defined and created a new preferred series of shares from the 50,000,000 authorized preferred shares. Pursuant to Article V, the Board of Directors has the power to designate such shares and all powers and matters concerning such shares. Such share class shall be designated Preferred Class B. The preferred class was created for 60 Preferred Class B shares. Such shares each have a voting power equal to one percent of the outstanding shares issued (totaling 60%) at the time of any vote action as necessary for share votes under Florida law, with or without a shareholder meeting. Such shares are non-convertible to common stock of the Company and are not considered as convertible under any accounting measure. Such shares shall only be held by the Board of Directors as a Corporate body, and shall not be placed into any individual name. Such shares were considered issued at the time of this resolution's adoption, and do not require a stock certificate to exist, unless selected to do so by the Board for representational purposes only. Such shares are considered for voting as a whole amount, and shall be voted for any matter by a majority vote of the Board of Directors. Such shares shall not be divisible among the Board members, and shall be voted as a whole either for or against such a vote upon the vote of the majority of the Board of Directors. In the event that there is any vote taken which results in a tie of a vote of the Board of Directors, the vote of the Chairman of the Board shall control the voting of such shares. Such shares are not transferable except in the case of a change of control of the Corporation when such shares shall continue to be held by the Board of Directors. Such shares have the authority to vote for all matters that require a share vote under Florida law and the Articles of Incorporation.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Agreement to Explore a Shipwreck Site Located off of Melbourne Beach, Florida

In March of 2014, Seafarer entered into a partnership and ownership with MAP with the formation of SQ. SQ was formed in the State of Florida for the purpose of permitting, exploration and recovery of artifacts from a designated area on the east coast of Florida. Such site area is from a defined, contracted area by a separate entity, which a portion of such site is designated from a previous contracted holding through the State of Florida. Under such agreement, Seafarer is responsible for costs of permitting, exploration and recovery, and is entitled to 80% of such artifact recovery after the state of Florida has taken their 20% under any future recovery permits. Seafarer has a 50% ownership, with designated management of the SQ coming from Seafarer. As of September 30, 2025, the partnership has had no operations. Seafarer is responsible for managing the site on behalf of SQ.

Vessel and Trailer Rental and Purchase Agreement

In January of 2023, the Company entered into a rental and purchase agreement for a vessel and trailer. Under the terms of the agreement, the Company has the right to exclusive use of the vessel, a thirty four foot King Cat manufactured by Baha Cruisers, and trailer to be able to haul the vessel. The Company agreed to make a one time payment of 15,000,000 shares of its restricted common stock, with an agreed upon value of \$30,000 for the purposes of the valuation of the vessel and trailer, and pay \$1,557 per month for sixty months. The Company and the owner of the vessel and trailer agreed that the price of the shares for the purposes of the share price calculation was \$0.002. Once the Company has paid the amount totaling the agreed upon purchase price of \$100,000, the owner of the vessel agreed to transfer the title and ownership of the vessel and trailer to the Company. The lease is recorded under property, plant and equipment in the Company's accompanying condensed consolidated balance sheets.

Vehicle Rental and Purchase Agreement

In January of 2023, the Company entered into a rental and purchase agreement for a vehicle for use in the Company's operations to tow vessels and other equipment. Under the terms of the agreement, the Company has the right to exclusive use of the vehicle, a 2021 Dodge RAM 3500. The Company agreed to make a one time payment of 11,242,350 shares of its restricted common stock, with an agreed upon value of \$22,485 for the purposes of the valuation of the truck, and pay \$1,167 per month for sixty two months. Once the Company has an amount totaling the payoff amount, \$52,464, to the seller, the seller agreed to transfer title and ownership of the vehicle to the Company. The lease is recorded under property, plant and equipment in the Company's accompanying condensed consolidated balance sheets.

Sonar Rental and Purchase Agreement

In May of 2023, the Company entered into a rental and purchase agreement for sonar for use in the Company's operations to scan, identify, and locate historic shipwreck sites. Under the terms of the agreement, the Company has the right to exclusive use of the sonar, a SSS-600K side scan sonar with total of 250 feet of cable, cable connector, laptop computer, software, GPS unit and hard carry case. The Company agreed to make a one time payment of 4,166,700 shares of its restricted common stock, with an agreed upon value of \$83,334 for the purposes of the valuation of the sonar, and pay \$422 per month for sixty two months. Once the Company has an amount totaling the payoff amount, \$26,186, to the seller, the seller agreed to transfer title and ownership of the sonar to the Company. The lease is recorded under property, plant and equipment in the Company's accompanying condensed consolidated balance sheets.

Legal Proceedings

On December 21, 2022, the Company filed a lawsuit in the Circuit Court in and for Hillsborough County, Florida against John Grimm ("Grimm"), for one count of Conversion. On February 8, 2023, the Company amended its Complaint to include Zachary Smith as co-plaintiff (the Company and Smith are collectively the "Plaintiffs") against Grimm for one count of Conversion, one count of Rescission, one count of Civil Theft, one count of Breach of Fiduciary Duty, and one count of Judicial Dissolution. The Plaintiff's jointly sought treble damages, attorney's fees, the return of all Seafarer equipment and other equitable relief. In December 2023, the Parties agreed to enter into negotiations towards a settlement. In February 2024, Defendant Grimm agreed to the following terms: i) Vessel – "Good Fortune" was sold and Plaintiffs received \$15,000 cash payment in recognition of Smith's fifty (50%) percent ownership of the haul; ii) Seakeeper Stabilizer, Garmin GPS, and certain other electronics were removed from the Good Fortune and returned to Seafarer; iii) Grimm relinquished 10,000,000 shares of Seafarer Common Stock, which was conveyed to Seafarer in recognition of Plaintiff's Attorney Fees. Seafarer does not anticipate that it will be able to collect any fees from Grimm.

On September 6, 2024, the Plaintiff, Diane McConnell filed suit against Seafarer Exploration Corporation and Kyle Kennedy in the County Court of Brevard County, Florida. The suit alleges breach of contract and negligence regarding the maintenance and upkeep of a residential property. Seafarer leased the property from Plaintiff, as lodging for boat captains and crew. The lease was without incident for nearly ten years until the Plaintiff decided to sell the property and subsidize Plaintiff's remodeling effort through the initiation of this suit. The Plaintiff's claims are meritless, as the Complaint fails to state a cause of action for breach of contract and fails to identify any provision of the lease agreement that Defendants have allegedly breached. Plaintiff also has suffered no compensatory damages resulting from any alleged breach of contract. Plaintiff is improperly seeking to pass wear and tear and maintenance costs to Defendants after the conclusion of a decade long residential tenancy. Plaintiff's claim for breach of contract against Defendant Kennedy is barred as he is not a party to the subject Lease and is not a proper party to this action. Kennedy did not sign the Lease in his individual capacity but only on behalf of Seafarer, and he does not have privity of contract with Plaintiff. In February 2025, the Plaintiff presented a formal Proposal for Settlement requesting a one-time payment of \$13,000 in exchange for the dismissal of the lawsuit with prejudice (and with everyone bearing their own fees and costs). Defendant rejected the Settlement Offer, perceiving it to be tantamount to extortion. On March 14th, 2025, Defendant filed its answer to the Complaint along with affirmative defenses and two counterclaims – i) one for breach of contract and ii) one for breach of duty of good faith. Defendant is seeking suit costs, plus interest, and attorney's fees.

Certain Other Agreements

See Note 4 Operating Lease Right-of-Use Assets and Operating Lease Liabilities.

NOTE 9 – RELATED PARTY TRANSACTIONS

During the nine month periods ended September 30, 2025 and 2024, the Company has had extensive dealings with related parties including the following:

Nine Month Period Ended September 30, 2025

The Company issued 2,000,000 shares of restricted common stock value at \$3,400 to a member of its Board of Directors as a bonus for consulting work done during 2025

Nine Month Period Ended September 30, 2024

During the nine month period ended September 30, 2024, the Company repaid a related party shareholder a total of \$102,679 of the principal balance and accrued interest of a convertible note payable. The balance of the related party convertible note was \$0 at September 30, 2025.

In January of 2024, the Company extended the term of previous agreements with two individuals to continue serving as members of the Company's Board of Directors. Two of the individuals are related to the Company's CEO. Under the agreement, the Directors agreed to provide various services to the Company including making recommendations for both the short term and the long term business strategies to be employed by the Company, monitoring and assessing the Company's business and to advise the Company's Board of Directors with respect to an appropriate business strategy on an ongoing basis, commenting on proposed corporate decisions and identifying and evaluating alternative courses of action, making suggestions to strengthen the Company's operations, identifying and evaluating external threats and opportunities to the Company, evaluating and making ongoing recommendations to the Board with respect for one year and may be terminated by either the Company or the Director by providing written notice to the other party. The previous agreement also terminates automatically upon the death, resignation or removal of the Directors. Under the terms of the agreement, the Company agreed to compensate the related party Board members via payment of 7,000,000 restricted shares of its common stock each, an aggregate total of 14,000,000 shares or \$95,200, and to negotiate future compensation on a year-by-year basis. The Company also agreed to reimburse the individuals for preapproved expenses.

Other Related Party Transactions

The Company has an informal consulting agreement with a limited liability company that is owned and controlled by a person who is related to its CEO to provide general business consulting services including periodically assessing the Company's business and advising management with respect to business strategy on an ongoing basis, commenting on proposed corporate decisions, perform period background research including background checks and provide investigative information on individuals and companies and to assist, when needed, as an administrative specialist to perform various administrative duties and clerical services including reviewing the Company's agreements. The consultant provides the services under the direction and supervision of the Company's CEO. During the nine month periods ended September 30, 2025 and 2024, the Company paid the related party consulting fees of \$42,500 and \$15,000 respectively, for services rendered. During the three month periods ended September 30, 2025 and 2024, the Company paid the related party limited liability company consulting fees of \$12,500 and \$0, respectively, for services rendered. These fees are recorded as an expense in consulting and contractor expenses in the accompanying unaudited condensed consolidated statements of operations. At September 30, 2025 and December 31, 2024, the Company owed the related party \$2,500 and \$0, respectively.

The Company has an ongoing agreement with a limited liability company that is owned and controlled by a person who is related to the Company's CEO to provide stock transfer agency services. During the nine month periods ended September 30, 2025 and 2024, the Company paid the related party limited liability company fees of \$4,686 and \$6,674 respectively, for services rendered. During the three month periods ended September 30, 2025 and 2024, the Company paid the related party limited liability company consulting fees of \$0 and \$2,754, respectively, for services rendered. These fees are recorded as an expense in general and administrative expenses in the accompanying unaudited condensed consolidated statements of operations. At September 30, 2025 and December 31, 2024, the Company owed the related party limited liability company \$5,218 and \$0, respectively.

Related Party Transactions

The Company's related party transactions are not necessarily indicative of the terms that would normally be agreeable to non related third parties.

Shareholder Loan

See Note 5 convertible notes payable – related parties, convertible notes payable – related parties, in default, and notes payable - related parties, in default.

At September 30, 2025, the following promissory notes and shareholder loans were outstanding to related parties:

See Note 5 convertible notes payable – related parties, convertible notes payable – related parties, in default, and notes payable - related parties, in default.

NOTE 10 – SEGMENT INFORMATION

Seafarer's wholly owned subsidiary Blockchain began operations in 2019 by providing referrals in exchange for referral fees for closed business.

Due to Blockchain starting operations which have no relation to the Company's shipwreck and exploration recovery business, the Company evaluated this business and its impact upon the existing corporate structure. The Company has determined that Blockchain and Seafarer Exploration Corp. operate as separate segments of the business. As such, the Company has presented the income (loss) from operations during the nine month periods ended September 30, 2025 and 2024 incurred by the two separate segments below.

During the nine month periods ended September 30, 2025 and 2024, Blockchain revenues were \$0 and were 0% of the consolidated revenues of the Company.

Segment information relating to the Company's two operating segments for the nine month period ended September 30, 2025 is as follows:

	September 30, 2025 Blockchain LogisTech, LLC	September 30, 2025 Seafarer Exploration Corp.	September 30, 2025 Consolidated
Service revenues	\$ -	\$ -	\$ -
Total operating expenses	-	1,903,403	1,903,403
Net loss from operations	\$ -	\$ (1,903,403)	\$ (1,903,403)

Segment information relating to the Company's two operating segments for the nine month period ended September 30, 2024 is as follows:

	September 30, 2024 Blockchain LogisTech, LLC	September 30, 2024 Seafarer Exploration Corp.	September 30, 2024 Consolidated
Service revenues	\$ -	\$ 9,784	\$ 9,784
Total operating expenses	-	2,664,502	2,664,502
Net loss from operations	\$ -	\$ (2,654,718)	\$ (2,654,718)

NOTE 11- SUBSEQUENT EVENTS

Subsequent to September 30, 2025, the Company issued or has agreed to issue shares of its common stock as follows:

- Sales of 83,666,670 shares of the Company's restricted common stock under subscription agreements for proceeds of \$120,500.

Subsequent to September 30, 2025 the following convertible notes went into default:

- A convertible promissory note dated July 2, 2025 in the principal amount of \$75,000 that was due on October 2, 2025.

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

FORWARD LOOKING STATEMENTS

The following discussion contains certain forward-looking statements that are subject to business and economic risks and uncertainties, and which speak only as of the date of this quarterly report. No one should place strong or undue reliance on any forward-looking statements. The use in this Form 10-Q of such words as "believes", "plans", "anticipates", "expects", "intends", and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Seafarer's actual results or actions may differ materially from these forward-looking statements and is dependent on many other factors including, primarily, the Company's ability to raise additional capital. Such factors include, among others, the following: the Company's ability to continue as a going concern, general economic and business conditions; competition; success of operating initiatives; ability to raise capital and the terms thereof; changes in business strategy or development plans; future revenues; the continuity, experience and quality of management; changes in or failure to comply with government regulations or the lack of government authorization to continue working on projects; and other factors referenced in the Form 10-Q. This Item should be read in conjunction with the financial statements, the related notes and with the understanding that Seafarer's actual future results may be materially different from what is currently expected or projected by the Company.

Seafarer cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Such forward-looking statements are based on the beliefs and estimates of the Company's management, as well as on assumptions made by and information currently available at the time such statements were made. Forward looking statements are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in the forward looking statements, including, without limitation, the failure to successfully locate cargo and artifacts from the Juno Beach shipwreck site and a number of other risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements, either as a result of the matters set forth or incorporated in this Report or due to certain economic and business factors, some of which may be beyond Seafarer's control.

Seafarer disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

General Information

Seafarer has generated only minimal revenue from operations and does not expect to report any significant revenue from operations for the foreseeable future. The Company has incurred recurring losses to date. These factors and others raise significant doubt about the Company's ability to continue as a going concern. The Company's unaudited condensed consolidated financial statements have been prepared assuming that it will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

The Company expects to continue to incur significant operating losses and to generate negative cash flow from operating activities, while building out its infrastructure in order to explore and salvage historic shipwreck sites and establishing itself in the marketplace. Based on our historical rate of expenditures, the Company expects to expend its available cash in less than one month from the filing date of this report.

Since inception, the Company has funded its operations through common stock issuances and loans in order to meet its strategic objectives; however, there can be no assurance that the Company will be able to obtain further funds to continue with its efforts to establish a new business. There is a very significant risk that the Company will be unable to obtain financing to fund its operation and as such the Company may be forced to cease operations at any time which would likely result in a complete loss of all capital that has been invested in and/or borrowed by the Company to date.

The Company's ability to eliminate operating losses and to generate positive cash flow from operations in the future will depend upon a variety of factors, many of which it is unable to control. If the Company is unable to implement its business plan successfully, it may not be able to eliminate operating losses, generate positive cash flow or achieve or sustain profitability, which may have a material adverse effect on the Company's business, operations, and financial results, as well as its ability to make payments on its debt obligations, and the Company may be forced to cease operations.

If the Company is unable to secure additional financing, our business may fail and our stock price will likely be materially adversely affected. The Company's lack of operating cash flow and reliance on the sale of its common stock and loans to fund operations is extremely risky. If the Company is unable to continue to raise capital or obtain loans or other financing on terms that are acceptable to the Company, or at all, then it is highly likely that the Company will be forced to cease operations. If the Company ceases its operations, then it is very likely that all capital invested in and/or borrowed by the Company will be lost.

This type of business venture is extremely speculative in nature and carries a tremendous amount of risk. An investment in the Company's securities is highly speculative and very risky and should only be considered by those investors or lenders who do not require near-term liquidity and who can afford to suffer a total loss of their investment.

Summary of the Nine Month Period Ended September 30, 2025 Results of Operations Compared to the Nine Month Period Ended September 30, 2024 Results of Operations

Revenue

The Company's core business involving the exploration and recovery of historic shipwrecks has not generated any revenues to date and is not expected to generate any significant revenues for the foreseeable future. During the nine month periods ended September 30, 2025 and 2024, the Company generated \$0 and \$9,784 of revenue respectively, which is shown as service income on the accompanying unaudited condensed consolidated statements of operations.

Operating Expenses

Operating expenses were \$1,903,403 for the nine month period ended September 30, 2025 versus \$2,664,502 for the nine month period ended September 30, 2024, a decrease of 29%. The decrease in operating expenses in 2025 was primarily due to a \$595,952 or 42% decrease in consulting and contractor expenses, a \$110,870 or 62% decrease in vessel related expenses, a \$63,843 or 48% decrease in travel and entertainment expenses, a \$65,363 or 20% decrease in general and administrative expenses, and a \$9,635 or 7% decrease in professional fees. Research and development expenses increased by \$72,734 during the period ended September 30, 2025. The Company believes that it will continue to expend significant resources to further develop the SeaSearcher and to begin developing next generation versions of the technology and research and development expenses are expected to fluctuate for the foreseeable future based on the adoption of technological advances and upgrades into the existing SeaSearcher platform and the availability of financing. Operating expenses decreased due to a lack of financing and inclement weather and ocean conditions that hampered operations.

Other Expenses

Other expense was \$152,287 during the nine month period ended September 30, 2025 versus \$407,024 during the nine month period ended September 30, 2024, a decrease of \$254,737 or 63%. The decrease in other expenses in 2025 was due to a \$158,629 or 81% decrease in loss on extinguishment of debt and a \$104,628 or 48% decrease in interest expenses.

Net Losses

The Company's net loss for the nine months ended September 30, 2025 and 2024 was \$2,055,690 and \$3,061,742, respectively, a year-over-year decrease of \$1,006,052 or approximately 33%. Net losses decreased in 2025 due to decrease in operating expenses and other expenses.

Summary of the Three Month Period Ended September 30, 2025 Results of Operations Compared to the Three Month Period Ended September 30, 2024 Results of Operations

Revenue

The Company's core business involving the exploration and recovery of historic shipwrecks has not generated any revenues to date and is not expected to generate any significant revenues for the foreseeable future. During the three month periods ended September 30, 2025 and 2024, the Company generated \$0 and \$6,614 of revenue respectively, which is shown as service income on the accompanying unaudited condensed consolidated statements of operations.

Operating Expenses

Operating expenses were \$643,508 for the three month period ended September 30, 2025 versus \$740,058 for the three month period ended September 30, 2024, a decrease of \$96,550 or 13%. The decrease in operating expenses in 2025 was primarily due to a \$134,180 or 33% decrease in consulting and contractor expenses, a \$24,918 or 25% decrease in general and administrative expenses, and a \$18,857 or 46% decrease in travel and entertainment expenses. These expense decreases offset a \$73,389 increase in research and development expenses. The Company believes that it will continue to expend significant resources to further develop the SeaSearcher and to begin developing next generation versions of the technology and research and development expenses are expected to fluctuate for the foreseeable future based on the adoption of technological advances and upgrades into the existing SeaSearcher platform and the availability of financing. Operating expenses decreased due to a lack of financing and inclement weather that hampered operations.

Other Expenses

Other expense was \$36,625 during the three month period ended September 30, 2025 versus \$35,630 during the three month period ended September 30, 2024, an increase of \$995 or 3%.

Net Losses

The Company's net loss for the three months ended September 30, 2025 and 2024 was \$680,133, and \$769,074, respectively, a year-over-year decrease of \$88,941 or approximately 12%. Net losses decreased in 2025 due to a decrease in net loss from operations.

Cash Flows from Operating Activities

For the nine month period ended September 30, 2025 net cash flows used in operating activities was \$1,545,592.

For the nine month period ended September 30, 2024 net cash flows used in operating activities was \$2,255,523.

Cash flows used in operating activities decreased in 2025 primarily due to a decrease in the Company's net losses.

Cash Flows from Investing Activities

For the nine month period ended September 30, 2025 net cash flows used in investing activities was \$0.

For the nine month period ended September 30, 2024 net cash flows used in investing activities was \$0.

Cash Flows from Financing Activities

For the nine month period ended September 30, 2025 net cash provided by financing activities was \$1,546,549.

For the nine month period ended September 30, 2024 net cash provided by financing activities was \$2,056,217.

Cash flows provided by financing activities decreased in 2025 primarily due to decreases in the proceeds from note payable and convertible notes payable and issuance of common stock which offset an increase in the proceeds from a line of credit and payments on notes payable, in default.

Liquidity and Capital Resources

At September 30, 2025, the Company had \$24,653 cash in the bank. During the nine month periods ended September 30, 2025 and 2024 the Company incurred net losses of \$2,055,690 and \$3,061,742 respectively. At September 30, 2025, the Company had \$30,442 in current assets and \$3,501,937 in current liabilities, leaving the Company a working capital deficit of \$3,471,495.

Lack of Liquidity

A major financial challenge and significant risk facing the Company is a lack of positive cash flow and liquidity. The Company continued to operate with significant debt and a working capital deficit during the nine month period ended September 30, 2025. This working capital deficit indicates that the Company is unable to meet its short-term liabilities with its current assets. This working capital deficit is extremely risky for the Company as it may be forced to cease its operations due to its inability to meet its current obligations. If the Company is forced to cease its operations, then it is highly likely that all capital invested in and/or borrowed by the Company will be lost.

The expenses associated with being a small publicly traded company attempting to develop the infrastructure to explore and salvage historic shipwrecks recovery are extremely prohibitive, especially given that the Company does not currently generate any significant revenues and does not expect to generate any significant revenues in the near future. There are ongoing expenses associated with operations that are incurred whether the Company is conducting shipwreck recovery operations or not. Vessel maintenance, upkeep expenses and docking fees are continuous and unavoidable regardless of the Company's operational status. Management anticipates that the vessels utilized by the Company in its operations will need continuous and unavoidable repairs and maintenance, particularly if the Company ramps up its operational footprint and is working on more than one site simultaneously as anticipated. These repairs and maintenance are expensive and have a negative impact on the Company's cash position.

In addition to the operation expenses, a publicly traded company also incurs the significant recurring corporate expenses related to maintaining publicly traded status, which include, but are not limited to accounting, legal, audit, executive, administrative, corporate communications, rent, telephones, etc. The recurring expenses associated with being a publicly traded company are very burdensome for smaller public companies such as Seafarer. This lack of liquidity creates a very risky situation for the Company in terms of its ability to continue operating, which in turn makes owning shares of the Company's common stock extremely risky and highly speculative. The Company's lack of liquidity may cause the Company to be forced to cease operations at any time which would likely result in a complete loss of all capital invested in or borrowed by the Company to date.

Due to the fact that the Company does not generate any revenues and does not expect to generate revenues for the foreseeable future it must rely on outside equity and debt funding. The combination of the ongoing operating expenses that must be met even during times when there is little or no exploration or recovery activities taking place, and corporate expenses, creates a very risky situation for the Company and its shareholders in terms of the need to access external financing to fund operations. This working capital shortfall and lack of access to cash to fund corporate activities is extremely risky and may force the Company to cease its operations which would more than likely result in a complete loss of all capital invested in or loaned to the Company to date.

Lack of Revenues and Cash Flow/Significant Losses from Operations

The exploration and recovery of historic shipwrecks requires a multi-year, multi-stage process and it may be many years before any significant revenue is generated from exploration and recovery activities, if ever. The Company does not believe that it will generate any significant revenues in the near future. The Company believes that it may be several years before it is able to generate any cash flow from its operations, if any are ever generated at all. Without revenues and cash flow the Company does not have reliable cash flow to pay its expenses. The Company relies on outside financing in the form of equity and debt and it is possible that the Company may not be able to obtain outside financing in the future. If the Company is not able to obtain financing it would more than likely be forced to cease operations and all of the capital that has been invested in or borrowed by the Company would be lost.

If the Company is unable to secure additional financing, our business may fail or our operating results and our stock price may be materially adversely affected. The raising of additional financing would in all likelihood result in dilution or reduction in the value of the Company's securities.

The Company may not be able to continue as a going concern. If the Company is not able to continue as a going concern, it is highly likely that all capital invested in the Company or borrowed by the Company will be lost. The report of our independent auditors for the years ended December 31, 2024 and 2023 raises substantial doubt as to our ability to continue as a going concern. As discussed in Note 2 to our unaudited condensed consolidated financial statements for the nine month period ended September 30, 2025, we have experienced operating losses in every year since our inception resulting in an accumulated deficit. If the Company is not able to continue as a going concern, it is highly likely that all capital invested in the Company or borrowed by the Company will be lost.

The Company has experienced a net loss in every fiscal year since inception. The Company's losses from operations were \$1,903,403 for the nine month period ended September 30, 2025 and \$2,654,718 for the nine month period ended September 30, 2024. The Company believes that it will continue to generate losses from its operations for the foreseeable future and the Company may not be able to generate a profit in the long-term, or ever.

Convertible Notes Payable and Notes Payable, in Default

The Company does not have additional sources of debt financing to refinance its convertible notes payable and notes payable that are currently in default. If the Company is unable to obtain additional capital, such lenders may file suit, including suit to foreclose on the assets held as collateral for the obligations arising under the secured notes. If any of the lenders file suit to foreclose on the assets held as collateral, then the Company may be forced to significantly scale back or cease its operations which would more than likely result in a complete loss of all capital that has been invested in or borrowed by the Company. The fact that the Company is in default regarding several loans held by various lenders makes investing in the Company or providing any loans to the Company extremely risky with a very high potential for a complete loss of capital.

The convertible notes that have been issued by the Company are convertible at the lender's option. These convertible notes represent significant potential dilution to the Company's current shareholders as the convertible price of these notes is generally lower than the current market price of the Company's shares. As such when these notes are converted into equity there is typically a highly dilutive effect on current shareholders and very high probability that such dilution may significantly negatively affect the trading price of the Company's common stock. Furthermore, management intends to have discussions or has already had discussions with several of the promissory note holders who do not currently have convertible notes regarding converting their notes into equity. Any such amended agreements to convert promissory notes into equity would more than likely have a highly dilutive effect on current shareholders and there is a very high probability that such dilution may significantly negatively affect the trading price of the Company's common stock. Some of these note holders have already amended their notes and converted the notes into equity. Based on conversations with other note holders, the Company believes that additional note holders will amend their notes to contain a convertibility clause and eventually convert the notes into equity.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments which affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities (see Note 3, Significant Accounting Policies, contained in the notes to the Company's unaudited condensed consolidated financial statements for the nine month periods ended September 30, 2025 and 2024 contained in this filing). On an ongoing basis, we evaluate our estimates. We base our estimates on historical experience and on various other assumptions which we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities which are not readily apparent from other sources. Actual results may differ from these estimates based upon different assumptions or conditions; however, we believe that our estimates are reasonable.

Management is aware that certain changes in accounting estimates employed in generating financial statements can have the effect of making the Company look more or less profitable than it actually is. Management does not believe that the Company has made any such changes in accounting estimates.

Off-balance Sheet Arrangements

None.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required for smaller reporting companies.

Item 4. Controls and Procedures

Management's Responsibility for Controls and Procedures

The Company's management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. The Company's controls over financial reporting are designed under the supervision of the Company's Principal Executive Officer and Principal Financial Officer to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our principal executive officer/principal accounting officer, the Company conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act, as of September 30, 2025. Based on this evaluation, management concluded that our financial disclosure controls and procedures were not effective so as to timely record, process, summarize and report financial information required to be included on our Securities and Exchange Commission ("SEC") reports due to the Company's limited internal resources and lack of ability to have multiple levels of transaction review. However, as a result of our evaluation and review process, management believes that the financial statements and other information presented herewith are materially correct.

Internal Control Over Financial Reporting

As of September 30, 2025, under the supervision and with the participation of our management, we conducted an evaluation of the effectiveness of the design and operations of our internal control over financial reporting, as defined in Rules 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 and based on the criteria for effective internal control described in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (as revised). Based on our evaluation, management concluded that our internal control over financial reporting was not effective so as to timely record, process, summarize and report financial information required to be included on our Securities and Exchange Commission (“SEC”) reports due to the Company’s limited internal resources and lack of ability to have multiple levels of transaction review. However, as a result of our evaluation and review process, management believes that the financial statements and other information presented herewith are materially correct.

Management, including its Principal Executive Officer/Principal Financial Officer, does not expect that its disclosure controls and procedures, or its internal controls over financial reporting will prevent all error and all fraud. A control system no matter how well conceived and operated, can provide only reasonable not absolute assurance that the objectives of the control system are met. Further, the design of the control system must reflect the fact that there are resource constraints, and the benefit of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

The Company has limited resources and as a result, a material weakness in financial reporting currently exists, because of our limited resources and personnel, including those described below.

- * The Company has an insufficient quantity of dedicated resources and experienced personnel involved in reviewing and designing internal controls. As a result, a material misstatement of the interim and annual financial statements could occur and not be prevented or detected on a timely basis.
- * We have not achieved the optimal level of segregation of duties relative to key financial reporting functions.
- * We do not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is Management’s view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert is an important entity-level control over the Company’s financial statements.

A material weakness is a deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) auditing standard 5) or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. Management has determined that a material weakness exists due to a lack of segregation of duties, resulting from the Company’s limited resources and personnel.

Remediation Efforts to Address Deficiencies in Internal Control Over Financial Reporting

As a result of these findings, management, upon obtaining sufficient capital and operations, intends to take practical, cost-effective steps in implementing internal controls, including the possible remedial measures set forth below. As of September 30, 2025 we did not have sufficient capital and/or operations to implement any of the remedial measures described below:

- * Assessing the current duties of existing personnel and consultants, assigning additional duties to existing personnel and consultants, and, in a cost effective manner, potentially hiring additional personnel to assist with the preparation of the Company’s financial statements to allow for proper segregation of duties, as well as additional resources for control documentation.
- * Assessing the duties of the existing officers of the Company and, in a cost effective manner, possibly promote or hire additional personnel to diversify duties and responsibilities of such executive officers.
- * Board to review and make recommendations to shareholders concerning the composition of the Board of Directors, with particular focus on issues of independence. The Board of Directors will consider nominating an audit committee and audit committee financial expert, which may or may not consist of independent members.
- * Interviewing and potentially hiring outside consultants that are experts in designing internal controls over financial reporting based on criteria established in Internal Control Integrated Framework issued by Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) (as revised).

This report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management’s report in this annual report.

(b) Change in Internal Control Over Financial Reporting

The Company has not made any change in our internal control over financial reporting during the nine month period ended September 30, 2025.

Part II. Other Information

Item 1. Legal Proceedings

On December 21, 2022, the Company filed a lawsuit in the Circuit Court in and for Hillsborough County, Florida against John Grimm (“Grimm”), for one count of Conversion. On February 8, 2023, the Company amended its Complaint to include Zachary Smith as co-plaintiff (the Company and Smith are collectively the “Plaintiffs”) against Grimm for one count of Conversion, one count of Rescission, one count of Civil Theft, one count of Breach of Fiduciary Duty, and one count of Judicial Dissolution. The Plaintiff’s jointly sought treble damages, attorney’s fees, the return of all Seafarer equipment and other equitable relief. In December 2023, the Parties agreed to enter into negotiations towards a settlement. In February 2024, Defendant Grimm agreed to the following terms: i) Vessel – “Good Fortune” was sold and Plaintiffs received \$15,000 cash payment in recognition of Smith’s fifty (50%) percent ownership of the haul; ii) Seakeeper Stabilizer, Garmin GPS, and certain other electronics were removed from the Good Fortune and returned to Seafarer; iii) Grimm relinquished 10,000,000 shares of Seafarer Common Stock, which was conveyed to Seafarer in recognition of Plaintiff’s Attorney Fees. Seafarer does not anticipate that it will be able to collect any fees from Grimm.

On September 6, 2024, the Plaintiff, Diane McConnell filed suite against Seafarer Exploration Corporation and Kyle Kennedy in the County Court of Brevard County, Florida. The suit alleges breach of contract and negligence regarding the maintenance and upkeep of a residential property. Seafarer leased the property from Plaintiff, as lodging for boat captains and crew. The lease was without incident for nearly ten years until the Plaintiff decided to sell the property and subsidize Plaintiff’s remodeling effort through the initiation of this suit. The Plaintiff’s claims are meritless, as the Complaint fails to state a cause of action for breach of contract and fails to identify any provision of the lease agreement that Defendants have allegedly breached. Plaintiff also has suffered no compensatory damages resulting from any alleged breach of contract. Plaintiff is improperly seeking to pass wear and tear and maintenance costs to Defendants after the conclusion of a decade long residential tenancy. Plaintiff’s claim for breach of contract against Defendant Kennedy is barred as he is not a party to the subject Lease and is not a proper party to this action. Kennedy did not sign the Lease in his individual capacity but only on behalf of Seafarer, and he does not have privity of contract with Plaintiff. In February 2025, the Plaintiff presented a formal Proposal for Settlement requesting a one-time payment of \$13,000 in exchange for the dismissal of the lawsuit with prejudice (and with everyone bearing their own fees and costs). Defendant rejected the Settlement Offer, perceiving it to be tantamount to extortion. On March 14th, 2025, Defendant filed its answer to the Complaint along with affirmative defenses and two counterclaims – i) one for breach of contract and ii) one for breach of duty of good faith. Defendant is seeking suit costs, plus interest, and attorney’s fees.

Item 1A. Risk Factors

Not required for smaller reporting companies.

Item 2. Recent Sales and Other Issuances of Unregistered Securities

During the nine month period ended September 30, 2025, the Company issued 14,100,000 shares for various services. The Company believes that the issuance of the securities was exempt from registration under the Securities Act of 1933, as amended, in reliance on Section 4(2) of the Securities Act as a transaction by an issuer not involving any public offering and based on the fact that such securities were issued for services to sophisticated or accredited investors and persons who are thoroughly familiar with the Company’s proposed business by virtue of their affiliation with the Company.

On various dates during the nine month period ended September 30, 2025, the Company entered into subscription agreements to sell 773,190,834 shares of its restricted common stock in exchange for proceeds of \$1,427,715. The proceeds received were used for general corporate purposes, working capital and repayment of some debt.

Exemptions from Registration for Sales of Restricted Securities.

The issuance of securities referenced above were issued to persons who the Company believes were either “accredited investors,” or “sophisticated investors” who, by reason of education, business acumen, experience or other factors, were fully capable of evaluating the risks and merits of an investment in us; and each had prior access to all material information about us. None of these transactions involved a public offering. An appropriate restrictive legend was placed on each certificate that has been issued, prohibiting public resale of the shares, except subject to an effective registration statement under the Securities Act of 1933, as amended (the “Act”) or in compliance with Rule 144. The Company believes that the offer and sale of these securities was exempt from the registration requirements of the Securities Act pursuant to Section 4(2) under the Securities Act of 1933 (the “Act”) thereof, and/or Regulation D. There may be additional exemptions available to the Company.

Repurchase of Securities

During the nine month period ended September 30, 2025, the Company did not purchase any shares of its common stock and the Company is not likely to purchase any shares in the foreseeable future.

Stock Option Grants

The Company does not have any compensatory stock option grants outstanding at this time.

Warrants

The Company did not issue any warrants during the nine month period ended September 30, 2025. There were no warrants outstanding at September 30, 2025.

Item 3. Defaults Upon Senior Securities

The Company has several promissory notes and loans that are currently in default to non-payment of principle and interest. See Note 5 – Convertible Notes Payable and Notes Payable for a listing of the debt obligations of the Company that are in default.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None

Item 6. Exhibits

Set forth below is a list of the exhibits to this quarterly report on Form 10-Q.

Exhibit Number	Description
<u>*31.1</u>	<u>Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>*32.1</u>	<u>Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended, and 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
*101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
*101.SCH	Inline XBRL Taxonomy Extension Schema Document
*101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
*101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
*101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
*104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
*	Filed herewith.

SIGNATURES

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

SEAFARER EXPLORATION CORP.

Date: November 13, 2025	By: <u>/s/ Kyle Kennedy</u> Kyle Kennedy President, Chief Executive Officer, and Chairman of the Board (Principal Executive Officer and Principal Accounting Officer)
Date: November 13, 2025	By: <u>/s/ Charles Branscum</u> Charles Branscum, Director
Date: November 13, 2025	By: <u>/s/ Robert L. Kennedy</u> Robert L. Kennedy, Director
Date: November 13, 2025	By: <u>/s/ Thomas Soeder</u> Thomas Soeder, Director
Date: November 13, 2025	By: <u>/s/ Bradford Clark</u> Bradford Clark, Director

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Kyle Kennedy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Seafarer Exploration Corp., for the nine months ended September 30, 2025;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its condensed subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: November 13, 2025

By: /s/ Kyle Kennedy
Kyle Kennedy
President, Chief Executive Officer, and Chairman of the Board
(Principal Executive Officer, Principal Financial Officer and
acting Principal Accounting Officer)

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

In connection with the Quarterly Report of Seafarer Exploration Corp. (the "Company") on Form 10-Q for the period ended September 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kyle Kennedy, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 13, 2025

By: /s/ Kyle Kennedy
Kyle Kennedy
President, Chief Executive Officer and Chairman of the Board
(Principal Executive Officer, Principal Financial Officer and
acting Principal Accounting Officer)