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, 2024**

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: **001-41515**

Laser Photonics Corporation

(Exact name of registrant as specified in its charter)

Delaware	**84-3628771**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1101 N. Keller Road, Suite G Orlando, FL	**32810**
(Address of Principal Executive Offices)	Zip Code

(407) 804 1000
Registrant's Telephone Number, Including Area Code

Not Applicable
Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: **NONE**

COMMON STOCK, $0.001 PAR VALUE

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock	LASE	The Nasdaq Stock Market LLC

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

Indicate by check mark whether the registrant is a large, accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting Company, or an emerging growth Company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting Company," and "emerging growth Company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated Filer	☒	Smaller reporting Company	☒
		Emerging growth company	☒

If an emerging growth Company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

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

As of September 30, 2024, the registrant had 13,832,395 shares of common stock, par value $.001 per share, issued and outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

LASER PHOTONICS CORPORATION
CONDENSED BALANCE SHEETS
(UNAUDITED)

	As of September 30, 2024 (Unaudited)	As of December 31, 2023 (Audited)
Assets		
Current Assets:		
Cash and Cash Equivalents	$ 2,121,760	$ 6,201,137
Accounts Receivable, Net	725,780	816,364
Account Receivable affiliate	47,515	
Inventory	1,830,725	2,237,455
Other Assets	40,788	39,190
Total Current Assets	4,766,568	9,294,146
Property, Plant, & Equipment, Net	1,258,488	952,811
Intangible Assets, Net	4,026,820	4,279,987
Other Long Term Assets	316,378	
Operating Lease Right-of-Use Asset	252,558	597,143
Total Assets	**$ 10,620,812**	**$ 15,124,087**
Liabilities & Stockholders' Equity		
Current Liabilities:		
Accounts Payable	$ 527,712	$ 223,040
Accounts Payable affiliate	6,227	
Deferred Revenue	116,564	213,114
Current Portion of Operating Lease	206,212	434,152
Accrued Expenses	30,083	161,538
Total Current Liabilities	886,798	1,031,844
Long Term Liabilities:		
Lease liability - less current	46,346	162,991
Total Long Term Liabilities	46,346	162,991
Total Liabilities	933,144	1,194,835
Commitments and Contingencies (Note 3)	-	-
Stockholders' Equity:		
Preferred stock Par value $0.001: 10,000,000 shares authorized. 0 Issued: shares were outstanding as of September 30, 2024 and December 31, 2023	-	-
Common Stock Par Value $0.001: 100,000,000 shares authorized; 13,832,395 and 9,253,419 issued and 13,807,460 and 9,228,482 outstanding as of September 30, 2024, and December 31, 2023	13,832	9,253

Additional Paid in Capital		18,039,795		19,180,725
Retained Earnings (Deficit)		(8,340,719)		(5,235,486)
Treasury Stock		(25,240)		(25,240)
Total Stockholders' Equity		9,687,668		13,929,252
Total Liabilities & Stockholders' Equity	**$**	**10,620,812**	**$**	**15,124,087**

* The reclassification from par to Additional Paid in Capital was done in Q2, 2024

See accompanying notes to financial statements.

LASER PHOTONICS CORPORATION
CONDENSED STATEMENTS OF PROFIT AND LOSS
(UNAUDITED)

	Three Months Ended		Nine Months Ended	
	September 30, 2024 (Unaudited)	**September 30, 2023 (Restated)**	**September 30, 2024 (Unaudited)**	**September 30, 2023 (Restated)**
Net Sales	$ 669,182	$ 1,303,205	$ 2,083,123	$ 2,944,837
Net Sales Affiliate	47,515			
Cost of Sales	107,277	333,325	772,481	887,086
Gross Profit	609,420	969,880	1,310,642	2,057,751
Operating Expenses:				
Sales & Marketing	554,667	677,026	957,558	1,462,868
General & Administrative	1,053,124	608,647	1,845,167	1,936,521
Depreciation & Amortization	238,617	152,210	669,827	336,294
Payroll Expenses	406,107	347,461	853,264	993,572
Research and Development Cost	62,802	75,430	170,725	155,889
Total Operating Expenses	2,315,317	1,860,774	4,496,541	4,885,144
Operating Income (Loss)	(1,705,897)	(890,894)	(3,185,899)	(2,827,393)
Other Income (Expenses):				
Total Other Income (Loss)	80,629	(4,215)	80,666	(4,215)
Income (Loss) Before Tax	(1,625,268)	(895,109)	(3,105,233)	(2,831,608)
Tax Provision	-	-	-	-
Net Income (Loss)	$ (1,625,268)	$ (895,109)	$ (3,105,233)	$ (2,831,608)
Deemed Dividend from Software Acquisition	-	-	(6,615,000)	-
Net Comprehensive loss attributed to Common Shareholders	(1,625,268)	(895,109)	(9,720,233)	(2,831,608)
Earning (Loss) per Share:				
Basic and Diluted	$ (0.13)	$ (0.11)	$ (0.29)	$ (0.36)
Loss per share (attributable to common shareholders)	(0.13)	(0.11)	(0.90)	(0.36)
Weighted Average of Shares Outstanding	12,671,166	7,878,419	10,847,009	7,878,419

See accompanying notes to financial statements.

LASER PHOTONICS CORPORATION
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended	
	September 30, 2024 (Unadited)	**September 30, 2023 (Restated)**
OPERATING ACTIVITIES		
Net Loss	$ (3,105,233)	$ (2,831,608)
Adjustments to Reconcile Net Loss to Net Cash Flow from Operating Activities:		
Bad Debt	208,351	
Shares issued for compensation	33,336	-
Distribution to affiliate	(3,822,037)	
Depreciation & Amortization	669,827	336,294
Change in Operating Assets & Liabilities:		
Accounts Receivable	(165,282)	(36,083)
Inventory	(26,979)	(640,180)
Prepaids & Other Current Assets	(15,976)	5,591
Other Liabilities	0	106
Accounts Payable	311,874	30,034
Accrued Expenses	(132,431)	(338,605)
Deposits	(302,000)	
Deferred Revenue	(96,549)	-
Net Cash Used in Operating Activities	(6,443,099)	(3,474,451)
INVESTING ACTIVITIES		
Purchase of Property, Plant an Equipment	(57,550)	(124,833)
Purchase of Research & Development Equipment	(5,295)	-
Vehicles		(144,096)
Licenses & Patents		(2,875)
Purchase of Operational Software & Website	-	(34,069)
Invest in Leasehold Improvements	(225,783)	(19,707)
Net Cash Used in Investing Activities	(288,628)	(325,580)
FINANCING ACTIVITIES		
Corrections of stock compensation		(71,250)
Shares issued for PIPE	2,652,350	
Net Cash provided by (used in) Financing Activities	2,652,350	(71,250)
Net Cash Flow for Period	(4,079,377)	(3,871,281)
Cash and Cash Equivalents - Beginning of Period	6,201,137	12,181,799
Cash and Cash Equivalents-End of Period	$ 2,121,760	$ 8,310,518
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Shares issued on conversion of debt	-	-
Share issued for purchase of license	6,615,000	-
Common Stock to be issued for cashless exercise of warrants	62	
SUPPLEMENTARY CASH FLOW INFORMATION		
Cash Received / Paid During the Period for:		
Income Taxes	-	-
Interest	-	-

See accompanying notes to financial statements

LASER PHOTONICS CORPORATION
CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(UNAUDITED)

	Three months ended September 30, 2024									
	Preferred Stock		**Common Stock**		**Shares to be issued**		**Treasury Stock**	**APIC**	**Accumulated Deficit**	**Stockholders Equity**
	Shares	**Amount**	**Shares**	**Amount**	**Shares**	**Amount**				
Balance, June 30,2024			12,270,427	$ 12,270			$ (25,240)	$17,012,050	$ (6,715,451)	$ 10,283,629
Net Loss from the three months ended September 30, 2024									$ (1,625,268)	$ (1,625,268)
Distribution to affiliate								$ (1,623,043)		$ (1,623,043)
Stock Issue PIPE			1,500,000	$ 1,500				$ 2,650,850		$ 2,652,350
Cashless Exercise of Warrants			61,970	$ 62				$ (62)		$ 0
Balance, September 30, 2024			13,832,397	$ 13,832			$ (25,240)	$18,039,795	$ (8,340,719)	$ 9,687,668

	Three months ended September 30, 2023									
	Preferred Stock		**Common Stock**		**Shares to be issued**		**Treasury Stock**	**APIC**	**Accumulated Deficit**	**Stockholders Equity**
	Shares	**Amount**	**Shares**	**Amount**	**Shares**	**Amount**				
Balance, June 30,2023 (Restated)			7,878,419	$ 7,878		$829,500		$18,211,424	$ (3,853,813)	$ 15,194,989
Net Loss from the three months ended September 30, 2023									$ (895,109)	$ (895,109)
Correction of Stock Compensation related errors								$ (71,250)		$ (71,250)
Balance, September 30, 2023 (Restated)			7,878,419	$ 7,878		$829,500		$18,140,174	$ (4,748,922)	$ 14,228,630

	Nine months ended September 30, 2024									
	Preferred Stock		Common Stock		Shares to be issued		Treasury Stock	APIC	Accumulated Deficit	Stockholders Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, December 31,2023			9,253,419	$ 9,253			$ (25,240)	$19,180,725	$ (5,235,486)	$ 13,929,252
Net Loss from the nine months ended September 30, 2024									$ (3,105,233)	$ (3,105,233)
Distribution to affiliate								$ (3,822,037)		$ (3,822,037)
Stock Issued for compensation			17,008	$ 17				$ 33,319		$ 33,336
Stock issued for Software purchases			3,000,000	$ 3,000				$ 6,612,000		$ 6,615,000
Deemed Divident to APIC								$ (6,615,000)		$ (6,615,000)
Stock Issue PIPE			1,500,000	$ 1,500				$ 2,650,850		$ 2,652,350
Cashless Exercise of Warrants			61,970	$ 62				$ (62)		$ 0
Balance, September 30, 2024			13,832,397	$ 13,832			$ (25,240)	$18,039,795	$ (8,340,719)	$ 9,687,668

	Nine months ended September 30, 2023									
	Preferred Stock		Common Stock		Shares to be issued		Treasury Stock	APIC	Accumulated Deficit	Stockholders Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, December 31,2022			7,878,419	$ 7,878		$829,500		$18,211,425	$ (1,917,315)	$ 17,131,488
Net Loss from the nine months ended September 30, 2023									$ (2,831,608)	$ (2,831,608)
Correction of Stock Compensation related errors								$ (71,250)		$ (71,250)
Balance, September 30, 2023 (Restated)			7,878,419	$ 7,878		$829,500		$18,140,174	$ (4,748,922)	$ 14,228,630

See accompanying notes to financial statements

LASER PHOTONICS CORPORATION

NOTES TO FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 –BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements and notes of Laser Photonics Corporation (the “Company”) are presented in United States dollars and have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial information. Accordingly, those do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. These financial statements should be read in conjunction with the financial statements, notes and significant accounting policies included in our Annual Report on Form 10-K for the year ended December 31, 2023.

Going Concern

The Company has not earned sufficient revenue since inception and has sustained operating losses during the year ended December 31, 2023, and through September 30, 2024. The Company had positive working capital as of September 30, 2024. The Company’s continuation as a going concern is dependent on its ability to generate additional cash flows from operations to meet its obligations and/or obtaining additional financing from its members or other sources, as may be required. These factors create substantial doubt about the Company’s ability to continue as a going concern within the twelve-month period subsequent to the date that these financial statements are issued.

Note 2.

Restatement of Previously Issued Financial Statements 2023 Q3

Q3 2023 was unaudited and as we were preparing our Q3 2024 filing we noticed the balances in our ledger did not match what was filed. Our system of record current financials is the basis for the financials as they are presented, not the prior Q3 2023 filing.

	Nine Months Ended September 30 2023		
	As Filed	Restatement Adjustments	As Restated
Statement of operations			
Net Sales	$ 3,444,649	$ (499,812)	$ 2,944,837
Other income			
Cost of Sales	858,317	28,769	887,086
Gross Profit	2,586,332	(528,581)	2,057,751
Operating Expenses:			
Sales & Marketing	1,562,868	(100,000)	1,462,868
General & Administrative	3,186,580	(1,250,059)	1,936,521
Depreciation & Amortization	336,294	(0)	336,294
Payroll Expenses	0	993,572	993,572
Research & Development	0	155,889	155,889
Total Operating Expenses	$ 5,085,742	$ (200,598)	$ 4,885,144
Operating Income (Loss)	(2,499,410)	(327,983)	(2,827,393)
Total Other Income (Loss)	0	(4,215)	(4,215)
Interest Expenses			
Income (Loss) Before Tax	(2,499,410)	(332,198)	(2,831,608)
Net Income (Loss)	$ (2,499,410)	$ (332,198)	$ (2,831,608)
Earning (Loss) per Share			
Basic	$ (0.31)		$ (0.36)
Diluted	$ (0.31)		(0.36)

	As Filed	Restatement Adjustments	As Restated
Statement of cash flows			
OPERATING ACTIVITIES			
Net Income (Loss)	$ (2,499,410)	$ (332,198)	$ (2,831,608)
Adjustments to Reconcile Net Income (Loss) to Net Cash Flow from Operating Activities:			
Depreciation & Amortization	336,294	0	336,294
Stock Compensation	145,500	(145,500)	0
Change in Operating Assets & Liabilities:			
Accounts Receivable	(308,764)	272,681	(36,083)
Inventory	(916,449)	276,269	(640,180)
Prepaids & Other Current Assets	5,591	0	5,591
Other Liabilities	106	0	106
Accounts Payable	42,930	(12,896)	30,034
Accrued Expenses	(351,500)	12,895	(338,605)
Net Cash From (Used In) Operating Activities	$ (3,545,702)	$ 71,251	(3,474,451)
INVESTING ACTIVITIES			
Purchase of Equipment	$ 0	$ (124,833)	(124,833)
Vehicles	0	(144,096)	(144,096)
Licenses & Patents	0	(2,875)	(2,875)
Leashold improvements	0	(19,707)	(19,707)
Purchase of Operational Software & Webstie	0	(34,069)	(34,069)
Purchase of Long Term Assets	(288,636)	288,636	0
Purchase of Intangible Assets	(36,944)	36,944	0
Net Cash From (Used In) Investing Activities	$ (325,580)	$ 0	(325,580)
FINANCING ACTIVITIES			
Common Stock	0	0	0
Additional Paid in Capital	0	(71,250)	(71,250)
Retained Earnings			
Net Cash From (Used In) Financing Activities	$ 0	$ (71,250)	(71,250)
Net Cash Flow for Period	$ (3,871,282)	$ 1	(3,871,281)
Cash - Beginning of Period	12,181,799	0	12,181,799
Cash - End of Period	$ 8,310,519	$ (1)	8,310,518
NON-CASH INVESTING AND FINANCING ACTIVITIES			
Common Stock Issued to pay Compensation for Marketing	$ 829,500	$ (829,500)	$ 0

	Three Months Ended September 30 2023		
	As Filed	Restatement Adjustments	As Restated
Statement of operations			
Net Sales	$ 1,239,554	$ 63,651	$ 1,303,205
Other income			
Cost of Sales	333,325	0	333,325
Gross Profit	906,229	63,651	969,880
Operating Expenses:			
Sales & Marketing	625,097	51,929	677,026
General & Administrative	1,198,318	(589,671)	608,647
Depreciation & Amortization	152,210	0	152,210
Payroll Expenses	0	347,461	347,461
Research & Development	0	75,430	75,430
Total Operating Expenses	$ 1,975,625	$ (114,851)	$ 1,860,774
Operating Income (Loss)	(1,069,396)	178,502	(890,894)
Total Other Income (Loss)	0	(4,215)	(4,215)
Interest Expenses			
Income (Loss) Before Tax	(1,069,396)	174,287	(895,109)
Net Income (Loss)	$ (1,069,396)	$ 174,287	$ (895,109)
Earning (Loss) per Share			
Basic and diluted	$ (0.13)		$ (0.11)

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES & USE OF ESTIMATES.

Our significant accounting policies are provided in “Note 2 – Summary of Significant Accounting Policies” in our Financial Statements 2023 Form 10-K. There have been no material changes to our significant accounting policies from those disclosed in our 2023 Form 10-K for the fiscal year ended December 31, 2023.

Stock Based Compensation

The Company accounts for stock-based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expenses related to share-based awards is recognized over the requisite service period, which is generally the vesting period.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at dates of the financial statements and the reported amounts of revenue and expenses during the periods. Actual results could differ from these estimates. In the opinion of management, our financial statements reflect all adjustments considered necessary by management to fairly state the results of operations, financial position and cash flows of the Company for the periods presented.

Revenue Recognition

Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inception, once the contract is determined to be within the scope of Topic 606, we assess the goods or services promised within each contract and determine those that are performance obligations and assess whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

Revenue is then recognized for the transaction price allocated to each respective performance obligation when (or as) the performance obligation is satisfied. For our products, revenue is generally recognized upon shipment or pickup by the customer. At this stage, the title on the manufactured equipment is transferred to the customer, and the customer is responsible for transportation expenses, insurance, and any transport-related damage to the equipment in transit. We do not hold any obligation to deliver beyond the collection warehouse, and it is the customers' contractual responsibility to ensure their goods reach their destination.

Refunds and returns, which are minimal, are recorded as a reduction of revenue. Payments received from customers before satisfying the above criteria are recorded as unearned income on the combined balance sheets.

Payments received as deposits for specific purchase orders or future laser equipment sales to customers are recognized as customer deposits and included in liabilities on the balance sheet. Customer deposits are recognized as revenue when control over the ordered equipment is transferred to the customer.

All revenues are reported in net of any sales discounts or taxes.

Other Revenue Recognition Matters related to Distributors.

Distributors generally have no right to return unsold equipment. However, in limited circumstances, if the company determines that distributor stock is morally aging beyond the company's new model releases, it may accept returns and provide the distributor with credit against their trading account at the company's discretion under its warranty policy. This revenue is recognized on a consignment basis and transfer of control is when an item is sold to end customer at which time the company recognizes revenue.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments with an original maturity of three months or less at the date of purchase. Cash and cash equivalents are carried at a cost, which approximates fair value.

Current Liabilities

Accounts Payable

Accounts payable consist of short-term liability to our vendors and sub-contractors, who extend credit terms to the Company or deliver goods or services with delayed payment terms. As of September 30, 2024, and December 31, 2023, our accounts payable were recorded at $533,938 and $223,040, respectively.

Deferred Revenue

Deferred Revenue is primarily comprised of products that have been made available to key distributors that have not been sold. As of September 30, 2024, the Company had $ 116,564, and December 31, 2023, the Company's deferred revenue liabilities were recorded $213,114.

As of September 30, 2024, there were no loan balances owed by the Company.

Net Earnings/Loss per Share

Basic *Earnings/Loss* per share is calculated by dividing the *Earnings/Loss* attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted *Earnings/Loss* per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted *Earnings/Loss* per share is computed by dividing the *Earnings/Loss* available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution.

Accounts Receivable

Trade accounts receivable is recorded net of allowance for expected uncollectible accounts. The Company extends credit to its customers in the normal course of business and performs on-going credit evaluations of its customers. All accounts, or portions thereof, that are deemed uncollectible are written off to bad debt expense, as incurred. In addition, most sales orders are not accepted without a substantial deposit. As of September 30, 2024, the balance of collectible accounts was $981,266. There is Allowance of Bad Debt considered as of September 30, 2024, for $207,971.

Inventory

Inventories are stated at a lower cost or net realizable value using the first-in first-out (FIFO) method. The Company has four principal categories of inventory:

Sales demonstration inventory - Sales demonstration inventory represents completed product used to support our sales force for demonstrations and held for sale. Sales demonstration inventory is held in our demo facilities or by our sales representatives for up to three years, at which time it would be refurbished and transferred to finished goods as used equipment, stated at the lower of cost or net realizable value. Sales Demo inventory is recorded as a fixed asset now and the useful life considered is seven years for most items. We do have one item considered with five years useful life.

Equipment parts inventory - This inventory represents components and raw materials that are currently in the process of being converted to a certifiable lot of saleable products through the manufacturing and/or equipment assembly process. Inventories include parts and components that may be specialized in nature and subject to rapid obsolescence. The Company periodically reviews the quantities and carrying values of inventories to assess whether the inventories are recoverable. Because of the Company's vertical integration, a significant or sudden decrease in sales activity could result in a significant change in the estimates of excess or obsolete inventory valuation. The costs associated with provisions for excess quantities, technological obsolescence, or component rejections are charged to cost of sales as incurred.

Work in process inventory **-** Work in process inventory consists of inventory that is partially manufactured or not fully assembled as of the date of these financial statements. This equipment, machines, parts, frames, lasers and assemblies are items not ready for use or resale. Costs are accumulated as work in process until sales ready items are compete when it is moved to finished goods inventory. The amounts in this account represent items at various stages of completion at the date of these financial statements.

Finished goods inventory - Finished goods inventory consists of purchased inventory that was fully manufactured, assembled or in salable condition. Finished goods inventory is comprised of items that are complete and ready for commercial application without further cost other that delivery and setup.

As of September 30, 2024, and December 31, 2023, respectively, our inventory consisted of the following:

Inventory	**As of September 30, 2024 (Unaudited)**	**As of December 31, 2023 (Audited)**
Equipment Parts Inventory	$ 969,356	$ 862,940
Finished Goods Inventory	908,327	992,744
Sales Demo Inventory	-	162,958.00
Work in process Inventory	234,226	243,029
Inventory Reserve	(281,184)	(24,216)
Total Inventory	$ 1,830,725	$ 2,237,455

Fixed Assets - Plant Machinery and Equipment

Property and equipment are recorded at cost. Expenditures for major additions and improvements are capitalized and minor replacements, maintenance, and repairs are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

Machinery and Equipment

Depreciation is provided over the estimated useful lives of the related assets using the straight-line method for financial statement purposes.

Category	**Economic Useful Life**
Office furniture and fixtures	5-7 years
Machinery. Vehicles and equipment	5-7 years
Leasehold improvements	Lease term

Fixed Assets	**As of September 30, 2024 (Unaudited)**	**As of December 31, 2023 (Audited)**
Accumulated Depreciation	$ (1,146,616)	$ (729,956)
Machinery & Equipment	799,652	796,783
Office Furniture & Computer Equipment	132,168	77,487
Vehicles	90,959	90,959
R&D Equipment	43,268	37,973
Leasehold improvements	257,558	31,775
Demonstration equipment	1,081,499	647,790
Total Fixed Assets	$ 1,258,488	$ 952,811

Intangible Assets

Intangible assets consist primarily of capitalized equipment design documentation, software costs for equipment manufactured for sale, as well as certain patent, trademark and license costs. Capitalized software and equipment design documentation development costs are recorded in accordance with Accounting Standard Codification ("ASC") 985 "Software" with costs amortized using the straight-line method over a ten-year period. Patent, trademark and license costs are amortized using the straight-line method over their estimated useful lives of 15 years. On an ongoing basis, management reviews the valuation of intangible assets to determine if there has been impairment by comparing the related assets' carrying value to the undiscounted estimated future cash flows and/or operating income from related operations.

The Company employs various core technologies across many different product families and applications in an effort to maximize the impact of our research and development costs and increase economies of scale and to leverage its technology-specific expertise across multiple product platforms. The technologies inherent in its laser equipment products include application documentation, proprietary and custom software developed for operation of its equipment, specific knowledge of supply chain and, mostly important, equipment design documentation, consisting of 3D engineering drawings, bills of materials, wiring diagrams, parts AutoCad drawings, software architecture documentation, etc. Intangible assets were received from a related party, ICT Investments, and therefore transferred and booked by Laser Photonics Corp. at their historical cost.

Intangible Assets	**As of September 30, 2024 (Unaudited)**	**As of December 31, 2023 (Audited)**
Accumulated Amortization	$ (978,395)	$ (725,228)
Customer Relationships	211,000	211,000
Equipment Design Documentation	2,675,000	2,675,000
Operational Software & Website	339,539	339,539
Trademarks	216,800	216,800
License & Patents	1,562,876	1,562,876
Total Intangible Assets	$ 4,026,820	$ 4,279,987

Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment is measured by comparing the carrying value of the long-lived assets to the estimated undiscounted future cash flows expected to result from use of the assets and their ultimate disposition. In instances where impairment is determined to exist, the Company will write down the asset to its fair value based on the present value of estimated future cash flows.

NOTE 4 – LEASES

Our leases consist of operating leases only related to our two facilities located in Orlando, Florida. The operating leases for our facilities are non-cancelable operating leases and are included in Operating lease right-of-use ("ROU") asset, Lease liability, and Lease liability – less current portion in our balance sheets. ROU assets represent our right to use an underlying asset for the lease term, and lease liabilities represent our obligation to make lease payments arising from the lease. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024 (Unaudited)	2023 (Restated)	2024 (Unaudited)	2023 (Restated)
Operating Lease Expense	$ 132,819	$ 91,062	$ 292,513	$ 272,733

NOTE 5 – STOCKHOLDERS' EQUITY/DEFICIT

General

The following description of our securities and certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws are summaries and are qualified by reference to the amended and restated certificate of incorporation and our bylaws that will be in effect on the closing of this offering. Copies of these documents have been filed with the SEC as exhibits to our registration statement, of which this prospectus forms a part. The descriptions of the Shares, and preferred stock reflect changes to our capital structure that will be in effect on the closing of this offering.

Preferred Stock

- Par value: $0.001
- Authorized: 10,000,000
- Issued: There were no preferred shares issued and outstanding as of September 30, 2024

Common Stock

- Par value: $0.001
- Authorized: 100,000,000
- Issued: 13,832,395 as of September 30, 2024

On February 2nd, 2024, 17,008 Shares of Common stock were issued to Jade Barnwell, the former Laser Photonics CFO, under the terms of employment.

On May 21, 2024, 3,000,000 of Common stock were issued and transferred to Fonon Corporation in exchange for licenses for all commercial and noncommercial applications of Fonon Corp for laser cutting, marking, engraving, welding, semiconductor applications and flat panel display. The stock was valued at it's fair-market value of $6,615,000 and recorded as a deemed dividend.

On August 16, 2024, Laser Photonics Corporation (the "Company") entered a private placement transaction (the "Private Placement") pursuant to a Securities Purchase Agreement (the "Securities Purchase Agreement") with certain institutional investors (the "Purchasers") for aggregate gross proceeds of $3.0 million, before deducting fees to the placement agent and other expenses payable by the Company in connection with the Private Placement. The Company intends to use the net proceeds from the Private Placement for working capital and general corporate purposes. Aegis Capital Corp. ("Aegis"), acted as the exclusive placement agent for the Private Placement, which closed on August 19, 2024. On September 6, 2024, 1,500,000 of Common stock were issued under the PIPE. In addition to the shares that were issued the investors were granted warrants for shares exercisable at $4.34/ share that would not be eligible for exercising until October 21,2024 at the earliest. The relative fair value of the warrants is $1,683,867.

On September 16, 2024, 61,968 shares of Common Stock were cashless exercised by Alexander Capital who held these warrants as part of the initial IPO completed in November 2022.

Warrants

As of September 30, 2024, there were 1,500,000 Warrants Outstanding related to above mentioned PIPE.

Options

As of September 30, 2024, there were no Options Issued or Outstanding

NOTE 6 – RELATED PARTY TRANSACTIONS

ICT Investments provides the Company with accounting services and various management services on a as needed basis. For the six months ended September 30, pursuant to an arrangement with ICT Investment, the Company paid in total $35,760 and $28,217, respectively, for various accounting services and management resources. Any distributions between Laser Photonics and ICT must be distributed to affiliate company.

ICT Investments owns 626,918 shares of the Company's common stock. ICT Investments owned 4,688,695 shares of the Company's common stock prior to the closing of the Company's IPO on October 4, 2022, this represented 96.1% of the total shares outstanding. As of December 31, 2022, ICT Investments owns 59.5% of the total shares outstanding. Dmitriy Nikitin is the Managing Partner of ICT Investments and has controlled the Company since its inception. As of the end of 2023 the % is 58.7.%

On May 21, 2024 3,000,000 of Common stock were issued and transferred to Fonon Corporation in exchange for licenses for all commercial and noncommercial applications of Fonon Corp for laser cutting, marking, engraving, welding, semiconductor applications and flat panel display. The stock was valued at its fair-market value of $6,615,000 and recorded as a deemed dividend.

For the 9 months ending September 30,2024 there was related party liability of $3,089.36 payable to Fonon Technologies for sales commission and $3,137.19 payable to Dmitriy Nikitn for consulting.

For the 9 months ending September 30,2024 $3,822,037 was distributed to an affiliate party Fonon Corporation. The financial statements are adjusted to reflect the Fonon Corporation amounts as distribution to affiliate. Prior treatment considered the transaction to be a related party but is now properly reflecting the transaction under common control and in line with prior 2023 financials.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

In October 2021, a lease on 18,000 SF facility was signed with the landlord for three years, terminating on October 31, 2024. The monthly rent for this facility is currently $15,109. The Company entered into a lease for additional 8000 SF of office space adjacent to the original facility for an additional $10,000/ month in October 2023. The combined expense monthly expense is $25,109

In December 2022, we entered into an agreement with 2701 Maitland Building Associates to rent 8,000 sf of additional office space nearby the main facility, for our growing sales and marketing program. The monthly rent for this space is currently $14,805.

As of January 1, 2020, we adopted ASU 2016-02 employing the cumulative-effect adjustment transition method, resulting in the recognition on our balance sheet of $597,143 as a right-of-use asset for operating leases, $434,153 as a current operating lease liability, and $ 162,990 as a lease liability less the current portion.

We only have $252,558 in lease liability on the balances sheet. Current amount is $206,212 and long-term amount is $46,346 as of September 30, 2024.

The maturity amounts of our lease liabilities are as follows:

Year ending December 31,	Operating Leases	
2024	$	93,553
2025	$	159,005
Total	$	252,558

NOTE 8 – SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to November 21, 2024, the date the financial statements were issued, pursuant to the requirements of ASC 855 and has the following to report:

On October 31, 2024 completed the acquisition of Control Micro Systems, Inc. (CMS).

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

The following discussion of our financial condition and results of operations should be read in conjunction with our unaudited financial statements and the notes to those financial statements appearing elsewhere in this Report.

Certain statements in this Report constitute forward-looking statements. These forward-looking statements include statements, which involve risks and uncertainties, regarding, among other things, (a) our projected sales, profitability, and cash flows, (b) our growth strategy, (c) anticipated trends in our industry, (d) our future financing plans, and (e) our anticipated needs for, and use of, working capital. They are generally identifiable by use of the words "may," "will," "should," "anticipate," "estimate," "plan," "potential," "project," "continuing," "ongoing," "expects," "management believes," "we believe," "we intend," or the negative of these words or other variations on these words or comparable terminology. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this filing will in fact occur. You should not place undue reliance on these forward-looking statements.

The forward-looking statements speak only as of the date on which they are made, and, except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statements are made or to reflect the occurrence of unanticipated events.

The "Company," "we," "us," or "our," are references to the business of Laser Photonics Corporation, a Delaware corporation.

Overview

We are a vertically integrated manufacturing Company for photonics based industrial products and solutions, primarily disruptive laser cleaning technologies. Our vertically integrated operations allow us to reduce development and advanced laser equipment manufacturing time, offer better prices, control quality and protect our proprietary knowhow and technology compared to other laser cleaning companies and companies with competing technologies.

Our principal executive offices are located at 1101 N Keller Rd, Orlando FL, 32810, and our telephone number is (407) 804 1000. Our website address is www.laserphotonics.com. The Company's annual reports, quarterly reports, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), and other information related to the Company, are available, free of charge, on that website as soon as we electronically file those documents with, or otherwise furnish them to, the SEC. The Company's website and the information contained therein, or connected thereto, are not and are not intended to be incorporated into this Quarterly Report on Form 10-Q.

We intend to continue to stay ahead of the technology curve by researching and developing cutting edge products and technologies for both large and small businesses. We view the small companies as an attractive market opportunity since they were previously unable to take advantage of laser processing equipment due to high prices, significant operating costs and the technical complexities of the laser equipment. As a result, we are developing an array of laser cleaning equipment that we have named the CleanTech™ product line, which we believe represents a new generation of high-power laser cleaning systems applicable to numerous material processing operations.

Factors and Trends That Affect Our Operations and Financial Results

In reading our financial statements, you should be aware of the following factors and trends that our management believes are important in understanding our financial performance.

Supply Chain. We are experiencing increased lead times for certain parts and components purchased from third party suppliers; particularly electronic components. We, our customers and our suppliers continue to face constraints related to supply chain and logistics, including availability of capacity, materials, air cargo space, sea containers and higher freight rates and import duties. Supply chain and logistics constraints are expected to continue for the foreseeable future and could impact our ability to supply products and our customers' demand for our product or readiness to accept deliveries. Notwithstanding these effects, we believe we have the ability to meet the near-term demand for our products, but the situation is fluid and subject to change.

Net sales. Our net sales have historically fluctuated from quarter to quarter. The increase or decrease in sales from the previous quarter can be affected by the timing of orders received from customers, the shipment, installation and acceptance of products at our customers' facilities. Net sales can be affected by the time taken to qualify our products for use in new applications in the end markets that we serve. Our sales cycle varies substantially, ranging from a period of a few weeks to as long as one year or more, but is typically several months. The adoption of our products by a new customer or qualification in a new application can lead to an increase in net sales for a period, which may then slow until we penetrate new markets or obtain new customers.

Our business depends substantially upon capital expenditures by end users, particularly by manufacturers using our products for materials processing, which includes general manufacturing, automotive including electric vehicles (EV), other transportation, aerospace, heavy industry, consumer, semiconductor and electronics. Approximately 92% of our revenues for first quarter of 2022 and 91% of our revenues for the full 2021 fiscal year were from customers using our products for materials processing. Although applications within materials processing are broad, the capital equipment market in general is cyclical and historically has experienced sudden and severe downturns. For the foreseeable future, our operations will continue to depend upon capital expenditures by end users of materials processing equipment and will be subject to the broader fluctuations of capital equipment spending.

Gross margin. Our total gross margin in any period can be significantly affected by several factors, including net sales, production volumes, competitive factors, product mix, and by other factors such as changes in foreign exchange rates relative to the U.S. Dollar. Many of these factors are not under our control. The following are examples of factors affecting gross margin:

● As our products mature, we can experience additional competition which tends to decrease average selling prices and affects gross margin.

● Our gross margin can be significantly affected by product mix. Within each of our product categories, the gross margin is generally higher for devices with greater average power. These higher power products often have better performance, more difficult specifications to attain and fewer competing products in the marketplace.

Selling and Marketing expenses. In the first quarter of 2024, we invested in Selling and Marketing costs in order to support continued growth in the Company. As the secular shift to laser blasting technology matures, our sales growth becomes more susceptible to the cyclical trends typical of capital equipment manufacturers. Accordingly, our future management of and investments in selling and marketing expenses will also be influenced by these trends, although we may still invest in selling and marketing functions to support sales sustainability even in economic down cycles.

Research and development expenses. We plan to continue to invest in research and development to improve our existing laser blasting technology and equipment and develop new products, systems and applications. We believe that these investments will sustain our position as a leader in the laser blasting industry and will support development of new products that can address new markets and growth opportunities. The amount of research and development expenses we incur may vary from period to period.

Service of Laser Blasting Equipment

Liquidity and Capital Resources

The following is a summary of the Company's cash flows provided and (and used in) operating, investing, and financing activities for nine months ended as of September 30, 2024, and September 30, 2023.

	Nine months ended on September 30,	
Cash flow data	**2024 (Unaudited)**	**2023 (Restated)**
Net cash provided by (used in) operating activities	$ (6,443,099)	$ (3,474,451)
Net cash provided by (used in) investing activities	$ (288,628)	$ (325,580)
Net cash provided by (used in) financing activities	$ 2,652,350	$ (71,250)
Net change in cash and cash equivalents	$ (4,079,377)	$ (3,871,281)
Cash at end of period	$ 2,121,760	$ 8,310,518

As of September 30, 2024, the Company had $2,121,760 in cash, $2,961,186 in current assets (without cash and cash equivalents) and $886,796 in current liabilities.

As a result, on September 30, 2024, the Company had $3,879,770 in total working capital, compared to $8,262,302 of total working capital on December 31, 2023.

We will have to meet all the financial disclosure and reporting requirements associated with being a publicly reporting Company. Our management will have to spend additional time on policies and procedures to make sure it is compliant with various regulatory requirements, especially that of Section 404 of the Sarbanes-Oxley Act of 2002. This additional corporate governance time required of management could limit the amount of time our management has to implement our business plan and may delay our anticipated growth plans.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information required under this item.

Revenues

Revenue Recognition- Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. We only apply the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inception, once the contract is determined to be within the scope of Topic 606, we assess the goods or services promised within each contract and determine those that are performance obligations and assess whether each promised good or service is distinct. We then recognize as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied. Refunds and returns, which are minimal, are recorded as a reduction of revenue. Payments received by customers prior to our satisfying the above criteria are recorded as unearned income in the combined balance sheets. All revenues were reported in net of any sales discounts or taxes.

Inventory — Inventory is stated at the lower of cost (first-in, first-out method) or market value. Inventory includes parts and components that may be specialized in nature and subject to rapid obsolescence. We maintain a reserve for excess or obsolete inventory items. Inventories are written off and charged to the cost of goods sold when identified as excess or obsolete. If future sales differ from these forecasts, the valuation of excess and obsolete inventory may change, and additional inventory provisions may be required. Because of our vertical integration, a significant or sudden decrease in sales could result in a significant change in the estimates of excess or obsolete inventory valuation. On December 31, 2022, we recorded $101,698 in Inventory Obsolescence.

For the three months ending September 30, 2024, we recognized revenue of $716,697, as compared to $1,303,205 in revenue for the same period in 2023, a decrease of $586,508. The decrease is primarily due to the timing of orders expected to be booked in Q3 2024.

For the nine months ending September 30, 2024, we recognized revenue of $2,083,123, as compared to $2,944,837 in revenue for the same period in 2023, a decrease of $861,714. The decrease is primarily due to the timing of orders expected to be booked by Q3 2024 being delayed into Q4 2024.

	Three Months Ended September 30,		Nine months Ended September 30,	
	2024 (Unaudited)	2023 (Restated)	2024 (Unaudited)	2023 (Restated)
Revenue	$ 716,697	$ 1,303,205	$ 2,083,123	$ 2,944,837

For the three months ending September 30, 2024, our net income was $(1,625,268) as compared to $(895,109) in the same period of 2023.

For the nine months ending September 30, 2024, our net income was $(3,105,233) as compared to $(2,831,608) in the same period of 2023.

We are entering into laser equipment sales agreements with customers for specific equipment based upon purchase orders and our standard terms and conditions of sale.

Under our customer contracts or / and purchase orders, we transfer title and risk of loss to the customer and recognize revenue upon shipment. Our customers do not have extended payment terms or rights of return under these contracts.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Summary Financial Information – Non-GAAP EBITDA

	Three Months Ending September 30,		Nine Months Ending September 30,	
	2024 (Unaudited)	2023 (Restated)	2024 (Unaudited)	2023 (Restated)
Other financial data:				
EBITDA(1)	$ (1,235,616)	$ (742,899)	$ (2,271,742)	$ (2,495,314)
Adjusted EBITDA(2)	$ (1,235,616)	$ (742,899)	$ (2,271,742)	$ (2,495,314)

In addition to providing financial measurements based on generally accepted accounting principles in the United States ("GAAP"), we provide the following additional financial metrics that are not prepared in accordance with GAAP (non-GAAP): EBITDA and adjusted EBITDA. Management uses these non-GAAP financial measures, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate our financial performance. We believe that these non-GAAP financial measures help us to identify underlying trends in our business that could otherwise be masked by the effect of certain expenses that we exclude in the calculations of the non-GAAP financial measures.

Accordingly, we believe that these non-GAAP financial measures reflect our ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business and provides useful information to investors and others in understanding and evaluating our operating results, enhancing the overall understanding of our past performance and prospects.

These non-GAAP financial measures do not replace the presentation of our GAAP financial results and should only be used as a supplement to, not as a substitute for, our financial results presented in accordance with GAAP. There are limitations in the use of non-GAAP measures, because they do not include all the expenses that must be included under GAAP and because they involve the exercise of judgment concerning exclusions of items from the comparable non-GAAP financial measure. In addition, other companies may use other non-GAAP measures to evaluate their performance, or may calculate non-GAAP measures differently, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison.

(1) EBITDA is a non-GAAP financial measure used by management, lenders, and certain investors as a supplemental measure in the evaluation of some aspects of a corporation's financial position and core operating performance. Investors sometimes use EBITDA, as it allows for some level of comparability of profitability trends between those businesses differing as to capital structure and capital intensity by removing the impacts of depreciation and amortization. EBITDA also does not include changes in major working capital items, such as receivables, inventory and payables, which can also indicate a significant need for, or source of, cash. Since decisions regarding capital investment and financing and changes in working capital components can have a significant impact on cash flow, EBITDA is not necessarily a good indicator of a business's cash flows. We use EBITDA for evaluating the relative underlying performance of our core operations and for planning purposes. We calculate EBITDA by adjusting net income to exclude net interest expense, income tax expense or benefit, depreciation and amortization, thus the term "Earnings Before Interest, Taxes, Depreciation and Amortization" and the acronym "EBITDA."

(2) Adjusted EBITDA is defined as net income (loss) as reported in our consolidated statements of income excluding the impact of (i) interest expense; (ii) income tax provision; (iii) depreciation and amortization; (iv) stock-based compensation expense; (v) accretion of debt discounts; (vi) other income - forgiveness of Paycheck Protection Program loan; (vii) other financing costs; (viii) loss on extinguishment of debt; (ix) warrant inducement expense; (x) amortization of right-of-use assets; and (xi) change in fair value of derivative liabilities. Our Adjusted EBITDA measure eliminates potential differences in performance caused by variations in capital structures (affecting finance costs), tax positions, the cost and age of tangible assets (affecting relative depreciation expense) and the extent to which intangible assets are identifiable (affecting relative amortization expense). We also exclude certain one-time and non-cash costs. Our definition of Adjusted EBITDA may differ from similarly titled measures used by other companies, and any such differences could be material.

We believe EBITDA and Adjusted EBITDA are helpful for investors to better understand our underlying business operations. The following table adjusts Net Income to EBITDA and Adjusted EBITDA for the three- and nine-months ending September 30, 2024, and 2023.

	Three Months Ending September 30,		Nine Months Ending September 30,	
	2024 (Unaudited)	2023 (Restated)	2024 (Unaudited)	2023 (Restated)
Reconciliation of EBITDA:				
Net Income (Loss)	$ (1,625,268)	$ (895,109)	$ (3,105,233)	$ (2,831,608)
Add (deduct):				
Interest expense	-	-	-	-
Taxes	151,035	-	163,664	-
Other	-	-		
Depreciation & Amortization	238,617	152,210	669,827	336,294
EBITDA(1)	(1,235,616)	(742,899)	(2,271,742)	(2,495,314)
Other adjustments	-	-	-	-
Adjusted EBITDA(2)	$ (1,235,616)	$ (742,899)	$ (2,271,742)	$ (2,495,314)

Subsequent Events

None

Off-Balance Sheet Arrangements

As of September 30, 2024, we did not have any off-balance sheet arrangements.

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a “smaller reporting Company,” as defined by Rule 229.10(f)(1).

We have not utilized any derivative financial instruments such as futures contracts, options and swaps, forward foreign exchange contracts or interest rate swaps and futures. We believe that adequate controls are in place to monitor any hedging activities. We do not have any borrowings and, consequently, we are not affected by changes in market interest rates. We do not currently have any sales or own assets and operate facilities in countries outside the United States and, consequently, we are not affected by foreign currency fluctuations or exchange rate changes. Overall, we believe that our exposure to interest rate risk and foreign currency exchange rate changes is not material to our financial condition or results of operations.

ITEM 4. CONTROLS AND PROCEDURES

Disclosures Control and Procedures

Under the supervision of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), our management has evaluated the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this Quarterly Report on Form 10-Q (the “Evaluation Date”). Based upon that evaluation, our CEO and CFO have concluded that, as of the Evaluation Date, our disclosure controls and procedures are not effective. Management is implementing controls and procedures during 2024 to bring to effective.

Changes in Internal Controls over Financial Reporting

There was no material change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act) that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are not involved in any legal proceedings, including routine litigation arising in the normal course of business that we believe will have a material adverse effect on our business, financial condition or results of operations.

ITEM 1A. RISK FACTORS

Not applicable to a smaller reporting Company.

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

There were no sales of unregistered securities during the reported period.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

31.1	Rule 13(a)-14(a)/15(d)-14(a) Certification of principal executive officer
31.2	Rule 13(a)-14(a)/15(d)-14(a) Certification of principal financial and accounting officer
32.1	Section 1350 Certification of principal executive officer
32.2	Section 1350 Certification of principal financial and accounting officer
101*	Inline XBRL data files of Financial Statements and Notes contained in this Quarterly Report on Form 10-Q.

* In accordance with Regulation S-T, the Interactive Data Files in Exhibit 101 to the Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed.”

SIGNATURES

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

	Laser Photonics Corporation
Date: November 18, 2024	By: */s/ Wayne Tupuola* President and Chief Executive Officer (Principal Executive Officer)
Date: November 18, 2024	By */s/ Carlos Sardinas* Chief Financial Officer (Principal Financial and Accounting Officer)