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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2026

Commission File Number: 001-43203

Horizon Quantum Holdings Ltd.
(Exact name of registrant as specified in its charter)

29 Media Cir., #05-22
Singapore, 138565
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

INCORPORATION BY REFERENCE

This report on Form 6-K (the "Report") shall be deemed to be incorporated by reference into registration statement on Form S-8 (File No. 333-296310) of Horizon Quantum Holdings Ltd. a public company limited by shares formed under the laws of the Republic of Singapore ("we," "us," "our," or the "Company"), and shall be a part thereof from the date on which this Report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

INFORMATION CONTAINED IN THIS REPORT

Attached as Exhibit 99.1 to this Report are the unaudited condensed consolidated financial statements of the Company as of June 30, 2026 and for the three and six-month periods ended June 30, 2026 and 2025, respectively.

Attached as Exhibit 99.2 to this Report is an Operating and Financial Review for the Company's three and six-month periods ended June 30, 2026 and 2025, respectively.

FORWARD-LOOKING STATEMENTS

This Report and the exhibits hereto contain certain forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements regarding our or our management's expectations, hopes, beliefs, intentions or strategies regarding the future and other statements that are other than statements of historical fact. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "may", "might", "plan", "possible", "potential", "predict", "project", "should", "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements in this Report and the exhibits hereto are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections. As a result, you are cautioned not to rely on any forward-looking statements.

Many of these statements are based on our assumptions about factors that are beyond our ability to control or predict and are subject to significant risks and uncertainties that are described more fully in "Item 3. Key Information—D. Risk Factors" on our annual report on Form 20-F filed with the SEC on April 14, 2026. Any of these factors or a combination of these factors could materially affect our future results of operations and the ultimate accuracy of the forward-looking statements. Fluctuations in our future financial results may negatively impact the value of our ordinary shares. In addition to these important factors, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include among other things:

- changes in domestic and foreign business, market, financial, political, and legal conditions;
- economic uncertainty and capital markets disruption, which has been significantly impacted by the current U.S. presidential administration and accompanying regulatory activities and economic policies and events related thereto, ongoing military conflicts and geopolitical instability and inflation and interest rates;
- risks related to our ability to maintain the listing of our Class A ordinary shares and warrants on Nasdaq and operate as a public company;
- our future financial performance;
- global economic and political conditions;

- our potential inability to manage growth effectively;
- our ability to continue to enhance our technology;
- our ability to recruit, train and retain qualified personnel;
- risks related to the potential inability to keep pace with product or marketplace innovations;
- risks related to our marketing and growth strategies;
- changes in applicable laws or regulations affecting our business;
- the anticipated benefits of our collaborations with hardware providers;
- the effects of competition on our business; and
- other risks and uncertainties described in our Annual Report on Form 20-F, including those under the section entitled "Item 3. Key Information—D. Risk Factors."

Should one or more of the foregoing risks or uncertainties materialize, should any of our assumptions prove incorrect, or should we be unable to address any of the foregoing factors, our actual results may vary in material and adverse respects from those projected in these forward-looking statements. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects, on us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable laws. If one or more forward-looking statements are updated, no inference should be drawn that additional updates will be made with respect to those or other forward-looking statements.

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.

Horizon Quantum Holdings Ltd.

By:	/s/ Joseph Fitzsimons
Name:	Joseph Fitzsimons
Title:	Chief Executive Officer and Chairman

Date: August 4, 2026

EXHIBIT INDEX

Exhibit No.	Document Description
99.1	Unaudited Condensed Consolidated Interim Financial Statements of the Company as of June 30, 2026 and for the three and six-month periods ended June 30, 2026 and 2025.
99.2	Operating and Financial Review for the three and six-month periods ended June 30, 2026 and 2025.
101.INS	Inline XBRL Instance 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 Datafile

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)
HORIZON QUANTUM HOLDINGS LTD. AND ITS SUBSIDIARIES

HORIZON QUANTUM HOLDINGS LTD. AND ITS SUBSIDIARIES

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HORIZON QUANTUM HOLDINGS LTD. AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(In US$, unless otherwise stated)	June 30, 2026	December 31, 2025
ASSETS		
Current assets		
Cash and cash equivalents	$ 113,254,440	$ 222,939
Prepaid and other current assets	6,868,373	746,372
Total current assets	**120,122,813**	**969,311**
Property and equipment, net	3,489,535	3,204,829
Intangible assets, net	20,392	22,566
Right-of-use assets	361,307	459,982
Other non-current assets	51,716	175,115
TOTAL ASSETS	**$ 124,045,763**	**$ 4,831,803**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Derivative liabilities - SAFE	$ -	$ 6,406,878
Other payables	3,224,136	2,602,604
Operating lease liabilities	325,126	396,025
Total current liabilities	**3,549,262**	**9,405,507**
Derivative liabilities - warrants	76,778,574	-
Operating lease liabilities, non-current	42,393	88,921
TOTAL LIABILITIES	**$ 80,370,229**	**$ 9,494,428**
STOCKHOLDERS' EQUITY		
Seed Preferred Shares, 2,500,000 authorized; 2,500,000 issued and outstanding as of December 31, 2025	$ -	$ 839,602
Seed Plus Preferred Shares, 2,936,828 authorized; 2,936,828 issued and outstanding as of December 31, 2025	-	2,349,212
Series A Preferred Shares, 2,586,522 authorized; 2,586,522 issued and outstanding as of December 31, 2025	-	18,100,000
Ordinary Shares, 8,000,000 authorized; 8,000,000 issued and outstanding as of December 31, 2025	-	3,649
Ordinary Class A Shares, 34,227,495 authorized, 34,227,495 issued and outstanding as of June 30, 2026	187,124,075	-
Ordinary Class B Shares, 19,744,585 authorized, 19,744,585 issued and outstanding as of June 30, 2026	40,110	-
Additional paid-in capital	8,997,535	7,417,778
Equity proceeds receivable	(343,862)	-
Accumulated deficit	(152,439,504)	(33,573,537)
Accumulated other comprehensive income	297,180	200,671
TOTAL STOCKHOLDERS' EQUITY	**$ 43,675,534**	**$ (4,662,625)**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 124,045,763**	**$ 4,831,803**

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HORIZON QUANTUM HOLDINGS LTD. AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(In US$, except share amount and per share data)	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Revenue	$ -	$ 38,462	$ -	$ 38,462
Operating Expenses:				
Research and development	2,614,022	1,206,612	4,742,435	4,527,603
Selling and marketing	375,989	248,716	834,952	576,665
General and administrative	3,849,526	1,146,373	7,451,257	2,047,525
Depreciation and amortization	335,966	180,787	646,233	349,836
Total operating expenses	7,175,504	2,782,488	13,674,878	7,501,629
Loss from operations	**(7,175,504)**	**(2,744,027)**	**(13,674,878)**	**(7,463,167)**
Other income and (expense):				
Interest expense	(2,694)	(2,320)	(5,686)	(4,830)
Other income	487,055	16,943	530,443	49,730
Change in fair value of derivative liabilities	(108,294,223)	-	(105,317,692)	-
Foreign exchange (loss)	(241,982)	(172,909)	(318,912)	(306,927)
Income tax expense	-	-	-	-
Net loss	**$ (115,227,348)**	**$ (2,902,313)**	**$ (118,786,726)**	**$ (7,725,194)**
Basic and diluted weighted average ordinary shares outstanding, as recast	52,367,347	39,015,950	46,630,787	39,015,950
Net (loss) income per ordinary share, basic and diluted, as recast	$ (2.20)	$ (0.07)	$ (2.55)	$ (0.20)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HORIZON QUANTUM HOLDINGS LTD. AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
(In US$, unless otherwise stated)	**2026**	**2025**	**2026**	**2025**
Net loss	**$ (115,227,348)**	**$ (2,902,313)**	**$ (118,786,726)**	**$ (7,725,194)**
Other comprehensive loss:				
Foreign currency translation adjustment	62,202	72,683	96,509	290,671
Comprehensive loss	**$ (115,165,146)**	**$ (2,829,630)**	**$ (118,690,217)**	**$ (7,434,523)**

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HORIZON QUANTUM HOLDINGS LTD. AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)

	Seed Preference Shares		Seed Plus Preference Shares		Series A Preference Shares		Ordinary Shares		Class A Ordinary Shares		Class B Ordinary Shares		Additional paid-in	Equiy proceeds	Other Comprehensive	Accumulated	Total Shareholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	capital	receivable	income	deficit	Equity
Balance as at January 1, 2025	**2,500,000**	**$ 839,602**	**2,936,828**	**$ 2,349,212**	**2,586,522**	**$ 18,100,000**	**8,000,000**	**$ 3,649**	**$ -**	**-**	**-**	**$ -**	**$2,204,631**	**$ -**	**$ 38,434**	**$ (15,931,029)**	**$ 7,604,500**
Retroactive application of Business Combination (Note 3)	(2,500,000)	(839,602)	(2,936,828)	(2,349,212)	(2,586,522)	(18,100,000)	(8,000,000)	(3,649)	20,055,960	21,252,353	19,744,585	40,110	-	-	-	-	-
Balance as at January 1, 2025, recast	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**20,055,960**	**21,252,353**	**19,744,585**	**40,110**	**2,204,631**	**-**	**38,434**	**(15,931,029)**	**7,604,500**
Translation adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	217,988	-	217,988
Shared-based payment reserve	-	-	-	-	-	-	-	-	-	-	-	-	3,604,531	-	-	-	3,604,531
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(7,725,194)	(7,725,194)
Balance at June 30, 2025	**-**	**$ -**	**-**	**$ -**	**-**	**$ -**	**-**	**$ -**	**20,055,960**	**$21,252,353**	**19,744,585**	**$ 40,110**	**$5,809,162**	**$ -**	**$ 256,422**	**$ (23,656,223)**	**$ 3,701,825**

	Seed Preference Shares		Seed Plus Preference Shares		Series A Preference Shares		Ordinary Shares		Class A Ordinary Shares		Class B Ordinary Shares		Additional paid-in	Equiy proceeds	Other Comprehensive	Accumulated	Total Shareholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	capital	receivable	income	deficit	Equity
Balance as at January 1, 2026	**2,500,000**	**$ 839,602**	**2,936,828**	**$ 2,349,212**	**2,586,522**	**$ 18,100,000**	**8,000,000**	**$ 3,649**	**-**	**$ -**	**-**	**$ -**	**$7,417,778**	**$ -**	**$ 200,671**	**$ (33,573,537)**	**$ (4,662,625)**
Retroactive application of Business Combination (Note 3)	(2,500,000)	(839,602)	(2,936,828)	(2,349,212)	(2,586,522)	(18,100,000)	(8,000,000)	(3,649)	20,055,960	21,252,353	19,744,585	40,110	-	-	-	-	-
Balance as at January 1, 2026, recast	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**20,055,960**	**21,252,353**	**19,744,585**	**40,110**	**7,417,778**	**-**	**200,671**	**(33,573,537)**	**(4,662,625)**
Translation adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	96,509	-	96,509
Issuance of shares in connection with close of Business Combination	-	-	-	-	-	-	-	-	11,757,589	91,283,013	-	-	-	-	-	(79,241)	91,203,772
Issuance of shares to an advisor	-	-	-	-	-	-	-	-	20,000	269,000	-	-	-	-	-	-	269,000
Issuance of shares in connection with the exercise of warrants	-	-	-	-	-	-	-	-	2,393,946	74,319,709	-	-	-	(343,862)	-	-	73,975,847
Shared-based payment reserve	-	-	-	-	-	-	-	-	-	-	-	-	1,579,757	-	-	-	1,579,757
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(118,786,726)	(118,786,726)
Balance at June 30, 2026	**-**	**$ -**	**-**	**$ -**	**-**	**$ -**	**-**	**$ -**	**34,227,495**	**$187,124,075**	**19,744,585**	**$ 40,110**	**$8,997,535**	**$ (343,862)**	**$ 297,180**	**$(152,439,504)**	**$ 43,675,534**

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

HORIZON QUANTUM HOLDINGS LTD. AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In US$, unless otherwise stated)	Six Months Ended June 30, 2026	2025
Cash flows from operating activities		
Loss for the period	$ (118,786,726)	$ (7,725,194)
Adjustments to reconcile net loss to net cash used for operating activities:		
Depreciation	644,059	349,035
Share based compensation	1,878,363	3,387,475
Change in fair value of derivative liabilities	105,317,692	-
Unrealized foreign currency transaction (gain) loss	85,088	629,163
Amortization	2,174	801
Changes in operating assets and liabilities:	-	-
Accounts receivable	-	270,824
Other payables	1,890,795	(241,801)
Lease liability	(212,283)	(131,790)
Prepaid expenses and other assets	(102,350)	(189,219)
Net cash used in operating activities	**(9,283,188)**	**(3,650,706)**
Cash flows from investing activities		
Purchase of property, equipment including construction in progress	(5,521,276)	(297,706)
Purchase of intangible assets and trademarks	-	-
Net cash used in investing activities	**(5,521,276)**	**(297,706)**
Cash flows from financing activities		
Proceeds from issuance of SAFE notes	2,500,000	-
Proceeds from exercise of warrants	27,186,518	-
Proceeds from merger and PIPE transaction, net of transaction costs	98,167,633	-
Net cash provided by financing activities	**127,854,151**	**-**
Effect of exchange rate changes on cash	(18,186)	(194,118)
Net increase (decrease) in cash and cash equivalents	**113,031,501**	**(4,142,530)**
Cash and cash equivalents at beginning of period	222,939	4,848,855
Cash and cash equivalents at end of period	**$ 113,254,440**	**$ 706,325**
Supplemental disclosures of non-cash transactions:		
Initial recognition of warrant liabilities at close of the business combination	$ 20,526,410	-
Initial recognition of net assets at close of the business combination	$ 2,458,713	-
Conversion of SAFE liabilities into equity at close of the business combination	$ 11,183,077	-
Issuance of shares to a service provider	$ 269,000	-
Reclassification of warrant liabilities to equity upon exercise	$ 46,789,330	-

The accompanying notes are an integral part of these consolidated financial statements.

1 – DESCRIPTION OF BUSINESS

Horizon Quantum Holdings Ltd. (formerly known as Horizon Quantum Holdings Pte. Ltd. and Rose Holdco Pte. Ltd.) (Company Registration No.: 202537774K) (the "**Company**"), was incorporated as a Singapore private company limited by shares, and converted to a public company limited by shares on March 4, 2026. The Company focuses on developing software tools that simplify and accelerate the creation of applications for quantum computers and also provide quantum computing services on an individual basis. The Company's flagship product, Triple Alpha, is a web-based integrated development environment (IDE) that allows developers to write quantum software using familiar classical programming languages. The software enables software developers without prior quantum experience to harness the power of quantum computing.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Significant Accounting Policies

The accompanying unaudited condensed consolidated interim financial statements included herein have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and in accordance with the rules and regulations of the United States Securities and Exchange Commission ("SEC"). The unaudited condensed consolidated interim financial statements are comprised of the financial statements of the Company. In management's opinion, the accompanying unaudited condensed financial statements contain all adjustments necessary for a fair statement of its financial position as of June 30, 2026, and its results of operations for the three- and six-month periods ended June 30, 2026 and 2025, and cash flows for the six months periods ended June 30, 2026 and 2025. All intercompany accounts and transactions have been eliminated. Operating results for the six months ended June 30, 2026 are not necessarily indicative of the results that may be expected for any future period or for the year ending December 31, 2026. The condensed consolidated interim balance sheet at December 31, 2025, was derived from audited annual financial statements but does not contain all of the footnote disclosures from the annual financial statements. These unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2025.

On March 19, 2026, the Company consummated the previously announced business combination (the "Business Combination") with dMY Squared Technology Group, Inc. ("DMY"), pursuant to the business combination agreement, dated as of September 9, 2025 (as amended, supplemented and/or restated from time to time, the "Business Combination Agreement") by and among DMY, the Company, Rose Acquisition Pte. Ltd. (Company Registration No.: 202537790M), a Singapore private company limited by shares and a wholly-owned subsidiary of the Company ("Merger Sub 1"), Horizon Merger Sub 2, Inc., a Massachusetts corporation and wholly-owned subsidiary of the Company ("Merger Sub 2"), and Horizon Quantum Computing Pte. Ltd. (Company Registration No.: 201802755E), a Singapore private company limited by shares ("Legacy Horizon"). On March 20, 2026, the Company Class A Ordinary Shares and Company Public Warrants commenced trading on the Nasdaq Stock Market LLC ("Nasdaq") under the symbols "HQ" and "HQWWW", respectively.

The company determined that Legacy Horizon was the accounting acquirer based on evaluation of the following facts and circumstances:

- The shareholders of Legacy Horizon have the greatest voting interest in the Company;
- The shareholders of Legacy Horizon have the ability to control decisions regarding election and removal of directors and officers of the Company;
- Legacy Horizon comprises the ongoing operations of the Company; and
- Legacy Horizon's existing senior management is the senior management of the Company.

Accordingly, the Business Combination was accounted for as a reverse recapitalization in accordance with GAAP. Under this method of accounting, although the Business Combination was structured such that the Company was the legal acquirer of both DMY and Legacy Horizon, for financial reporting purposes, the transaction was accounted for as a reverse recapitalization, with Legacy Horizon treated as the accounting acquirer and DMY treated as the acquired company. Accordingly, the Business Combination was treated as the equivalent of Legacy Horizon issuing stock for the net assets of DMY, accompanied by a recapitalization. The net assets of DMY were stated at historical cost, with no goodwill or other intangible assets recorded. Operations prior to the Business Combination were those of Legacy Horizon.

Use of Estimates

Management of the Company is required to make certain estimates, judgments, and assumptions during the preparation of its consolidated financial statements in accordance with GAAP. The Company believes that these estimates, judgments and assumptions are reasonable under the circumstances. These estimates, judgments, and assumptions impact the reported amounts of assets, liabilities, revenue, and expenses. Actual results could differ from these estimates. Changes in such estimates could affect amounts reported in future periods. On an ongoing basis, the Company evaluates its estimates and judgments including those related to the useful lives and recoverability of property and equipment and definite-lived intangible assets; the carrying value of accounts receivable, including the determination of the allowance for credit losses; the incremental borrowing rate for the Company's leases; and the valuation of share-based compensation and derivative warrant liabilities.

Emerging Growth Company Status

The Company is an emerging growth company, as defined in the JOBS Act. Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act, until such time as those standards apply to private companies. The Company has elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that it (i) is no longer an emerging growth company or (ii) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. As a result, these financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

Cash and Cash Equivalents

Cash balances are held in U.S., Singaporean and European banks. The Company maintains its cash balances in highly rated financial institutions. At times, cash balances may exceed federally insurable limits.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash, and which are subject to an insignificant risk of changes in value. These typically include treasury bills, money market funds, and other short-term instruments with original maturities of three months or less.

Restricted Cash

The Company is not subject to any contractual agreement that contains restrictions on the Company's use or withdrawal of its cash or cash equivalents.

Revenue Recognition

Revenue from sale of services in the ordinary course of business is recognized when the Company satisfies a performance obligation ("PO") by transferring control of a promised service to the customer.

The amount of revenue recognized is the amount of the transaction price allocated to the satisfied PO.

The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised services. The individual standalone selling price of a service that has not previously been sold on a stand-alone basis, or has a highly variable selling price, is determined based on the residual portion of the transaction price after allocating the transaction price to services with observable stand-alone selling prices. A discount or variable consideration is allocated to one or more, but not all, of the performance obligations if it relates specifically to those POs.

The transaction price is the amount of consideration in the contract to which the Company expects to be entitled in exchange for transferring the promised services. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Company does not receive a separate identifiable benefit from the customer. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Revenue may be recognized at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognized based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contract with customers, including significant payment terms, and the related revenue recognition policies:

Rendering of services

Nature of services	The Company provides research and development services on quantum algorithms.
When revenue is recognized	Revenue is recognized when services are delivered to the customer and all criteria for acceptance have been satisfied.
Significant payment terms	30-day credit terms

Property and Equipment, Net

Property and equipment, net is stated at cost and depreciated on a straight-line basis of three to seven years for furniture and fixtures and computer equipment. Leasehold improvements are capitalized and amortized over the shorter of their useful lives or remaining lease term. Repair and maintenance costs are charged to operations in the periods incurred. Upon retirement or sale, costs and related accumulated depreciation or amortization are removed from the balance sheets and the resulting gain or loss is included in operating expense in the Company’s consolidated statements of operations and comprehensive loss.

Impairment of Long-Lived Assets

Long-lived assets with finite lives consist primarily of property and equipment, operating lease right-of-use assets, and intangible assets which are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the undiscounted future net cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Leases

Leases are accounted for under ASC 842. The Company determines if an arrangement is or contains a lease at inception. The Company’s operating lease arrangements are comprised of real estate and facility leases. Right of use assets represent the Company’s right to use the underlying asset for the lease term and lease liabilities represent the Company’s obligation to make lease payments arising from the lease. Right of use assets and lease liabilities are recognized at the commencement date based on the present value of the lease payments over the lease term. As the Company’s leases do not provide an implicit rate and the implicit rate is not readily determinable, the Company estimates its incremental borrowing rate based on the information available at the measurement date in determining the present value of the lease payments. Right of use assets also exclude lease incentives.

Share Based Compensation

The Company accounts for share based compensation expense in accordance with ASC 718, Compensation-Stock Compensation (“ASC 718”). The Company measures and recognizes compensation expense for all stock-based awards based on estimated fair values on the date of the grant, recognized over the requisite service period. For awards that vest solely based on a service condition, the Company recognizes stock-based compensation expense on a straight-line basis over the requisite service period. The Company accounts for forfeitures in the period in which they occur.

Income and Other Expenses, Operating Income / Losses

Income and other expenses are recognized on an accrual basis when it is probable that economic benefits will flow to or from the Company and the amounts can be reliably measured. Other income may include interest income, foreign exchange gains, and miscellaneous non-operating income.

Operating income or losses represent the profit or loss from the Company’s core business operations, excluding finance costs, taxation, and other non-operating items. It is a key performance measure used by management to assess the results of operations.

Foreign Operations and Foreign Currency Translation

The Company’s reporting currency is the US dollar. The functional currencies of the Company’s subsidiaries are the local currencies of the economic environment in which they operate (Singapore dollar and Euros). Assets and liabilities are translated at year-end exchange rates, while revenues and expenses are translated at average exchange rates during the year. Differences resulting from translation are presented in equity as accumulated other comprehensive loss. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred. Foreign currency transaction (loss) gain, mainly related to intercompany transactions and revaluation of cash balances, is included in the consolidated statements of operations. For the six months ended June 30, 2026 and 2025, there was a loss of $318,912 and $306,927, respectively.

Warrant Liabilities

In connection with the close of the Business Combination, the Company assumed the outstanding warrants issued in connection with DMY’s initial public offering (the “DMY Public Warrants”) and the warrants issued by DMY in a private placement concurrent with DMY’s initial public offering (the “DMY Private Placement Warrants”) were recognized as derivative liabilities in accordance with ASC 815. Accordingly, the Company recognized the warrant instruments as liabilities at fair value and will adjust the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value will be recognized in the consolidated statements of operations. The fair value of the DMY Public Warrants and DMY Private Placement Warrants were initially measured at fair value using the Black-Scholes model and the Monte Carlo simulation model, respectively. Beginning in December 2022, the fair value of DMY Public Warrants has been measured based on the listed market price of such DMY Public Warrants. The estimated fair value of the DMY Private Placement Warrants was subsequently determined using the Monte Carlo simulation method with Level 3 inputs. The Company has not changed its warrant valuation methodology since the assumption of both the outstanding DMY Public Warrants and DMY Private Placement Warrants. The determination of the fair value of the derivative warrant liabilities may be subject to change as more current information becomes available and accordingly the actual results could differ significantly.

Critical Accounting Estimates

The preparation of financial statements in conformity with GAAP requires estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Critical accounting estimates are those estimates made in accordance with GAAP that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on the financial condition or results of operations of the Company. In
accounting for the Business Combination, stock-based compensation, the use of valuation methods for awards granted when the Company's ordinary shares are not publicly traded, the use of estimates in option and warrant valuation model inputs such as expected volatility, term of options, risk-free interest rate are subjective and the change in these assumptions can materially affect the amount of share-based compensation expense and change in fair value of derivative liabilities recognized in the consolidated financial statements.

Fair Value Measurements

The Company measures certain financial assets and liabilities at fair value on a recurring basis in accordance with ASC 820, *Fair Value Measurement*. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company applies a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable or corroborated by observable market data.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

When available, the Company uses quoted market prices to determine fair value and classifies such items within Level 1. If quoted market prices are not available, the Company uses valuation techniques consistent with the market approach, income approach, or cost approach. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, other receivables, accounts payable and accrued liabilities. The Company does not have any outstanding debt as of the date of the consolidated financial statements. The carrying amounts of cash and cash equivalents are at cost which approximates fair value due to the high liquidity of these instruments. Accounts receivable and other receivables are recorded at amortized cost, net of any allowance for doubtful accounts. The Company evaluates the collectability of receivables and records an allowance for expected credit losses when necessary. Accounts payable and accrued liabilities are recorded at cost and approximate fair value due to their short-term nature.

Basic and Diluted Net Loss Per Share

Basic net loss per share for the six months ended June 30, 2026 was calculated by dividing net loss attributable to Ordinary Class A Shares and Ordinary Class B Shares. For the six months ended June 30, 2025, it was calculated by dividing net loss attributable to Seed Preference, Seed Plus Preference, Series A Preference, and Ordinary Shareholders by the weighted-average number of shares of Seed Preference, Seed Plus Preference, Series A Preference, and Ordinary shares outstanding during the three months and recast to take into account the effects of the Business Combination. Diluted net loss per share is based upon the diluted weighted-average number of shares outstanding during the period. Diluted net loss per share gives effect to all potentially dilutive common share equivalents, including preferred stock and stock options, to the extent they are dilutive. See Note 11 – Net Loss Per Share.

Comprehensive Loss

Comprehensive loss consists of two components, net loss and other comprehensive income (loss), net. Other comprehensive income (loss), net is defined as revenue, expenses, gains, and losses that under U.S. GAAP are recorded as an element of stockholders' deficit but are excluded from net loss. The Company's other comprehensive loss consists of foreign currency translation adjustments that result from the consolidation of its subsidiaries and is reported net of tax effects.

Concentration of Risks

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents, and accounts receivable. The Company maintains its cash with major financial institutions in U.S., Singapore and Ireland, which are regulated by the Federal Deposit Insurance Corporation, Monetary Authority of Singapore and Irish Deposit Guarantee Scheme, respectively. While these balances may exceed the amounts insured under the schemes, the Company has not experienced any losses.

Segments

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

The Company's chief operating decision maker ("CODM") has been identified as the Chief Executive Officer, who reviews the assets, operating results, and financial metrics for the Company as a whole to make decisions about allocating resources and assessing financial performance therefore there is only one reportable segment.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board ("FASB") issued ASU 2024-03, "*Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40):Disaggregation of Income Statement Expenses*" ("ASU 2024-03"). The standard requires additional disclosure of certain costs and expenses within the notes to the financial statements. The provisions of the standard are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. This accounting standards update may be applied either prospectively or retrospectively. The Company is currently evaluating the impact this standard will have on its consolidated financial statements.

In January 2025, the FASB issued ASU 2025-01, Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date. This update clarifies the effective date of ASU 2024-03, which requires public business entities to provide disaggregated disclosures of certain income statement expenses. Specifically, ASU 2025-01 confirms that the guidance in ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, and for interim periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. Management is currently evaluating the impact that the updated standard will have on our consolidated financial statement disclosures.

Liquidity and Going Concern

The accompanying financial statements have been prepared using the going concern basis of accounting, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company has incurred net losses of $118.8 million (including non-cash fair value losses of $105.3 million) and $7.7 million during the six months ended June 30, 2026 and 2025, respectively, and has an accumulated deficit of $152.4 million as of June 30, 2026. The Company expects operating losses and negative cash flows from operations to continue for the foreseeable future. On March 19, 2026, upon the close of the Business Combination and the concurrent PIPE Private Placement (as defined below), the Company received combined gross proceeds of approximately $120 million. Accordingly, management has concluded that the conditions that previously raised substantial doubt about the Company's ability to continue as a going concern have been alleviated as its cash on hand will satisfy its working capital and capital requirements for at least the next twelve months.

The Company's future capital requirements will depend on many factors including the Company's revenue growth rate, the timing and extent of spending to support further sales and marketing and research and development efforts. In order to finance these opportunities, the Company may need to raise additional financing. While there can be no assurances, the Company may need to pursue issuances of additional equity raises and debt rounds of financing. If additional financing is required from outside sources, the Company may not be able to raise it on terms acceptable to the Company or at all. If the Company is unable to raise additional capital when desired, the Company's business, results of operations and financial condition would be materially and adversely affected.

3 – BUSINESS COMBINATION

As discussed in Note 2, on March 19, 2026, the Business Combination was completed. Immediately prior to the effective time of the Business Combination, Merger Sub 1 amalgamated with and into Legacy Horizon (the "Amalgamation"), with Legacy Horizon surviving the Amalgamation as a wholly-owned subsidiary of the Company and the outstanding shares of Legacy Horizon being converted into the right to receive shares of the Company's Class A ordinary shares, with no par value (the "Company Class A Ordinary Shares") or the right to receive shares of the Company's Class B ordinary shares, with no par value (the "Company Class B Ordinary Shares"), as the case may be. Subsequent to the Amalgamation, Merger Sub 2 merged with and into DMY (the "Merger"), with DMY surviving the Merger as a wholly-owned subsidiary of the Company and the outstanding securities of DMY being converted into the right to receive Company Class A Ordinary Shares and/or Company Warrants (as defined below) of the Company.

As a result of the Business Combination, (1) all issued and outstanding ordinary shares in the share capital of Legacy Horizon were exchanged at an Exchange Ratio of approximately 2.435 for an aggregate of 39,016,680 Company Ordinary Shares (consisting of 19,272,095 Class A ordinary shares and 19,744,585 Class B ordinary shares) on the terms and subject to the conditions of the Business Combination Agreement; (2) each simple agreement for future equity ("SAFE") was cancelled and exchanged for 833,079 Company Class A Ordinary Shares equal to the Exchange Ratio multiplied by the number of Horizon ordinary shares (on an as-converted basis) subject to such SAFE, and (3) each outstanding and unexercised option to subscribe for Legacy Horizon ordinary shares became an option to subscribe for Company Class A Ordinary Shares (each, a "Company Option") containing the same terms, conditions, vesting and other provisions as are currently applicable to such Legacy Horizon options, provided that each Company Option is exercisable for the number of Company Class A Ordinary Shares equal to the Exchange Ratio multiplied by the number of Horizon Ordinary Shares subject to the Horizon Option as of immediately prior to the Amalgamation Effective Time, rounded down to the nearest whole share, at an exercise price equal to the per share exercise price of the Legacy Horizon option divided by the Exchange Ratio, rounded up to the nearest whole cent.

After the completion of the Amalgamation and prior to the Merger, (1) DMY effected the redemption of the shares of Class A common stock of DMY, par value $0.0001 per share (the "DMY Class A Shares"), initially issued as part of the DMY Units (as defined below) sold in DMY's initial public offering (the "Public Shares" and the holders of Public Shares, the "Public Shareholders") that were submitted for redemption and not withdrawn, (2) each outstanding share of Class B common stock of DMY, par value $0.0001 per share (the "DMY Class B Shares", and together with the DMY Class A Shares, the "DMY Common Stock"), were automatically converted into DMY Class A Shares on a one-for-one basis (the "Class B Share Conversion"), and (3) each unit sold in DMY's initial public offering (the "DMY Units") was automatically separated into its component parts (the "Unit Separation") and the holder of each DMY Unit was deemed to hold one DMY Class A Share and one-half of one DMY Public Warrant.

At the effective time of the Merger, (a) each outstanding whole DMY Public Warrant were assumed by the Company and became exercisable for Company Class A Ordinary Shares in lieu of DMY Class A Shares (the "Company Public Warrants"), and (b) each outstanding DMY Private Placement Warrant was assumed by the Company and became exercisable for Company Class A Ordinary Shares in lieu of DMY Class A Shares (the "Company Private Warrants," and together with the Company Public Warrants, the "Company Warrants").

On December 4, 2025 and March 6, 2026, the Company entered into certain Subscription Agreements (the "PIPE Subscription Agreements") with DMY, Horizon and certain investors (the "PIPE Investors"), pursuant to which, among other things, the PIPE Investors agreed to subscribe for and purchase, and the Company agreed to issue and sell to the PIPE Investors, an aggregate of 9,196,021 Company Class A Ordinary Shares, at a purchase price equal to $11.82 per share (the "PIPE Private Placement") in connection with a financing effort related to the transactions contemplated by the Business Combination Agreement. The PIPE Private Placement was consummated simultaneously with the closing of the Business Combination.

In accounting for the Business Combination and after redemptions, net proceeds received by the Company totalled approximately $98.2 million. The table below shows the net proceeds from business combination and PIPE financing:

	Amount
DMY trust account, net of redemptions	$ 11,023,213
PIPE financing proceeds	108,696,968
Less: transaction expenses paid in cash	(21,552,549)
Net cash proceeds	$ 98,167,633

4 – PREPAID AND OTHER CURRENT ASSETS

Prepaid and other current assets consist of the following:

	June 30, 2026	December 31, 2025
Prepaid expenses	$ 1,480,874	$ 487,471
Accrued interest receivable	66,548	-
Contract commitment and other current assets	5,320,951	258,901
Total prepaid and other current assets	$ 6,868,373	$ 746,372

5 – ACCOUNTS PAYABLE AND OTHER PAYABLES

Accounts payable and other payables consist of the following:

	June 30, 2026	December 31, 2025
Legal and M&A expenses	$ 1,091,634	$ 1,235,213
Payroll and payroll related expenses	1,330,848	77,088
Outsourced services and consulting expenses	234,258	194,279
Leasehold improvements	213,958	-
Audit fees	155,405	277,281
Event and sponsorship costs	77,274	-
Equipment purchase	49,554	590,335
Accrued facilities restoration costs	53,113	172,013
Other accrued expenses and current liabilities	18,092	56,395
Total accounts payable and other payables	$ 3,224,136	$ 2,602,604

6 – RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Operating lease right-of-use assets and lease liabilities are recognized based on the net present value of remaining lease payments over the lease term. In calculating the present value, the Company uses its estimated incremental borrowing rate, determined based on available information as of the later of the lease commencement date, the lease modification date, or the date of adoption of ASC 842. The right-of-use asset also includes any initial direct costs and is adjusted for lease incentives received.

The right-of-use assets as of June 30, 2026 and December 31, 2025 are $361,307 and $459,982, respectively.

As of June 30, 2026, the maturities of the Company's operating lease liabilities were as follows:

Year		**Amount**
Remainder of 2026	$	223,240
2027		131,859
2028		21,775
Total lease payments		376,874
Less: imputed interest		(9,355)
Present value of operating lease liabilities	$	367,519
Operating lease liabilities current	$	325,126
Operating lease liabilities non-current		42,393
	$	367,519

7 – FAIR VALUE MEASUREMENTS

The following tables present information about the Company's financial assets and liabilities that are measured at fair value on a recurring basis and the level of inputs used for such measurements:

	As of June 30, 2026			
		Quoted Prices in Active Markets (Level 1)	**Significant Other Observable Input (Level 2)**	**Significant Other Unobservable Input (Level 3)**
Assets				
Cash and cash equivalents	$	113,254,440	-	-
Liabilities				
Derivative warrant liabilities – Company Public Warrants	$	12,248,864	-	-
Derivative warrant liabilities – Company Private Warrants		-	-	64,529,710

	As of December 31, 2025		
	Quoted Prices in Active Markets (Level 1)	**Significant Other Observable Input (Level 2)**	**Significant Other Unobservable Input (Level 3)**
Assets			
Cash and cash equivalents	$ 222,939	-	-
Liabilities			
Derivative liabilities - SAFE	$ -	-	6,406,878

The fair value of Company Public Warrants has been measured based on the listed market price of such Public Warrants. The estimated fair value of the Company Private Warrants was determined using a Monte Carlo simulation method with Level 3 inputs as of June 30, 2026. Inherent in a Black-Scholes option pricing model and a Monte Carlo simulation method are assumptions related to expected stock-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its warrants based on implied volatility from the historical volatility of select peer companies' common stock that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates remaining at zero.

	As of June 30, 2026
Exercise price	$ 11.50
Stock price	$ 27.76
Volatility	90.0%
Risk-free rate	4.10%
Expected terms (years)	4.72
Dividend yield	0%

The summary of changes in fair value of the Company's Level 3 financial liabilities for the six months ended June 30, 2026 have been disclosed under Note 8 – Warrant Liabilities and Note 9 – Simple Agreement for Future Equity ("SAFE") Liabilities.

8 – WARRANT LIABILITIES

The Company assumed an aggregate of 6,044,160 warrants, comprised of 3,159,500 Company Public Warrants and 2,884,660 Company Private Warrants as part of the Business Combination. As of June 30, 2026, the Company had an aggregate of 3,650,214 warrants outstanding, comprised of 765,554 Company Public Warrants and 2,884,660 Company Private Warrants. The Company Warrants have an exercise price of $11.50 per share, subject to adjustment, and will expire five years after the completion of the Business Combination or earlier upon redemption or liquidation.

Redemption of Public Warrants when the price per Public Share equals or exceeds $18.00:

The Company may redeem the outstanding Public Warrants for cash:

- in whole and not in part;
- at a price of $0.01 per Public Warrant;
- upon a minimum of 30 days' prior written notice of redemption, referred to as the 30-day redemption period; and
- if, and only if, the closing price of the Company Class A Ordinary Shares equals or exceeds $18.00 per share (as adjusted) for any 20 trading days within a 30-trading day period ending on the third trading day prior to the date on which the Company sends the notice of redemption to the warrant holders.

Redemption of Company Public Warrants when the price per share of Public Shares equals or exceeds $10.00:

The Company may redeem the outstanding Public Warrants:

- in whole and not in part;
- at $0.10 per Company Public Warrant upon a minimum of 30 days' prior written notice of redemption provided that holders will be able to exercise their Company Public Warrants on a cashless basis prior to redemption and receive that number of shares determined by reference to an agreed table based on the redemption date and the "fair market value" of Public Shares; and
- if, and only if, the closing price of Company Class A Ordinary Shares equals or exceeds $10.00 per share (as adjusted) for any 20 trading days within the 30-trading day period ending three trading days before the Company sends notice of redemption to the warrant holders.

The "fair market value" of Company Class A Ordinary Shares means the volume weighted average price of Company Class A Ordinary Shares during the 10 trading days immediately following the date on which the notice of redemption is sent to the holders of the Company Warrants. In no event will the Company Public Warrants be exercisable in connection with this redemption feature for more than 0.361 Company Class A Ordinary Shares per Company Public Warrant (subject to adjustment).

No Company Public Warrants have been redeemed by the Company as of June 30, 2026. During the six months ended June 30, 2026, holders of the Company Public Warrants exercised their rights to purchase Class A ordinary shares. There were a total of 2,393,946 Company Public Warrants exercised for total proceeds of approximately $27.5 million, of which $27.2 million was received by the Company as of June 30, 2026 and $0.3 million remains as equity proceeds receivable. The following table provides a reconciliation of warrant liabilities measured at fair value:

		Amount
Balance as at December 31, 2025	**$**	**-**
Initial recognition of warrants at close of Business Combination		20,526,410
Cash exercise of Company Warrants for Company Class A Ordinary Shares		(46,789,330)
Change in fair value of Company Warrants		103,041,494
Balance as at June 30, 2026	**$**	**76,778,574**

9 – SIMPLE AGREEMENT FOR FUTURE EQUITY ("SAFE") LIABILITIES

During the six months ended June 30, 2026, prior to the close of the business combination, the Company entered into SAFE arrangements with certain investors and received cash proceeds of $2,500,000 ("Purchase Amount"). In accordance with terms set out in the SAFE agreements, SAFE Holders could automatically receive preference shares upon the close of a qualifying equity financing, SPAC transaction or by a maturity date that is 24 months from the date of issuance if not previously converted. In addition, SAFE Holders could have received proceeds in a liquidity or dissolution event. The Purchase Amount is comprised of (i) a secondary component, equal to 16% of the Purchase Amount (the "Secondary Component"), and a primary component, equal to 84% of the Purchase Amount (the "Primary Component"). The Company was permitted to use the Secondary Component to (i) meet the Company's working capital requirements, and/or (ii) buy back and cancel Legacy Horizon shares and/or cancel allocated and vested Legacy Horizon options. The Company used the Primary Component to meet the Company's working capital requirements.

The Company determined that the SAFEs meet the definition of a liability under ASC 480 and will be recorded at fair value. The fair value of the SAFEs was determined using a probability-weighted expected return method ("PWERM"), supported by use of a Monte Carlo simulation method. The value of the SAFE liability as of December 31, 2025 is based on significant inputs not observable in the market, which represents a Level 3 measurement within the fair value hierarchy.

Upon the closing of the Business Combination, all outstanding SAFEs were cancelled and exchanged for 833,079 Company Class A Ordinary Shares. Immediately prior to conversion, the carrying amount of the SAFEs was $11.2 million and this was subsequently reclassified into shareholder's equity. The following table provides a reconciliation of liabilities measured at fair value:

		Amount
Balance as at December 31, 2025	**$**	**6,406,878**
Receipt of SAFE proceeds		2,500,000
Change in fair value of SAFEs		2,276,199
Conversion of SAFEs to Company Class A Ordinary Shares		(11,183,077)
Balance as at June 30, 2026	**$**	**-**

10 – STOCK INCENTIVE PLANS

<u>Employee share option plan (Equity-settled) ("ESOP Plan")</u>

In connection with the close of the Business Combination, the Company adopted the 2026 Equity Incentive Plan (the "Plan") on March 19, 2026. The Plan replaced Legacy Horizon's share-based compensation arrangements and provides for the grant of equity-based awards, including stock options, restricted share units ("RSUs") and other share-based awards to employees, directors and eligible service providers of the Company and its subsidiaries.

As of June 30, 2026 under this scheme, a total of 793,750, 1,047,900, 641,014 and 197,000 options were issued on March 1, 2022, February 1, 2025, August 15, 2025 and March 2, 2026, respectively, comprising 687,500 options exercisable at $0.37 each, 231,250 options exercisable at $0.80 each, 1,278,614 options exercisable at $7.00 each, 285,300 options exercisable at $12.50 each and 197,000 options exercisable at $26.25 each. Upon exercise, each option allows the holder to receive approximately 2.435 Company Class A Ordinary Shares.

The vesting conditions for these options are generally structured to occur up to 4 years from the date of grant. Once vested, the options may be exercised at any time up to the maturity date, which is 10 years from the date of grant.

In the event an employee ceases employment with the Company, the treatment of the options depends on the circumstances of departure. If employment is terminated for Cause, all vested and unvested options will be cancelled, and the Company retains the right to repurchase any shares acquired through the exercise of options at the original exercise price. If employment ends for any other reason, unvested options will be cancelled immediately, and vested options must be exercised within a specific period; otherwise, they will lapse.

The Company has classified the share options as equity-settled share-based payments at fair value. The following table summarizes stock option activities for the six months ended June 30, 2026:

	Number of Option Shares	Weighted Average Exercise Price
Outstanding December 31, 2025	**5,920,612**	**$ 2.76**
Granted	479,693	10.78
Forfeited	(58,593)	2.88
Outstanding June 30, 2026	**6,341,712**	**3.36**
Weighted average remaining life (Years)	7.9	
Options vested and exercisable at June 30, 2026	3,793,506	

The fair value of options granted was determined using the Binomial Valuation Model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	Granted during six months ended June 30, 2026
Dividend yield (%)	0%
Expected volatility (%)	100.00%
Risk-free interest rate (%)	1.54% - 1.66%
Expected life of options (years)	10

Restricted Stock Units ("RSUs")

The Company's RSU activity is summarized in the following table:

	Number of RSUs	Weighted Average Grant Date Fair Value
Outstanding December 31, 2025	**-**	**$ -**
Granted or approved	474,784	11.11
Forfeited	-	-
Outstanding June 30, 2026	**474,784**	**$ 11.11**

During the six months ended June 30, 2026, the Company approved 410,174 and granted 64,610 RSUs in connection with its executive officers and director compensation programs respectively.

11 – NET LOSS PER SHARE

Basic and diluted earnings (loss) per share are computed by dividing net income (loss) by the weighted-average number of shares of common shares outstanding for the period. For the six months ended June 2025, the two-class method, which is an earnings allocation method that determines earnings (loss) per share for common shares and participating securities. The participating securities consist of the Company's Preference Shareholders by the weighted-average number of shares of Seed Preference, Seed Plus Preference and Series A Preference. The undistributed earnings are allocated between common shares and participating securities as if all earnings had been distributed during the period. In periods of loss, no allocation is made to the Preference shares and diluted net loss per share is the same as basic net loss per share because common stock equivalents are excluded as their inclusion would be antidilutive. The number of shares during this period has been recasted to take into account the retroactive application of the Business Combination as disclosed in Note 3 – Business Combination.

The Company calculated net income/(loss) per share using the treasury stock method. The table below sets forth the computation of basic and diluted net income/(loss) per share for the period presented below.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In US$, except share amount and per share data)	2026	2025	2026	2025
Net loss	**$ (115,227,348)**	**$ (2,902,313)**	**$ (118,786,726)**	**$ (7,725,194)**
Basic and diluted weighted average ordinary shares outstanding, as recast	52,367,347	39,015,950	46,630,787	39,015,950
Net (loss) income per ordinary share, basic and diluted, as recast	$ (2.20)	$ (0.07)	$ (2.55)	$ (0.20)

The following outstanding balances of common share equivalent securities have been excluded from the calculation of diluted weighted average common shares outstanding and diluted net loss per share for the three- and six- months ended June 30, 2026 and 2025 because the effect of including them would have been antidilutive.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Employee stock options outstanding	6,341,712	4,444,220	6,341,712	4,444,220
Unvested restricted stock units	474,784	-	474,784	-
Company warrants outstanding	3,650,214	-	3,650,214	-

12 – COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Company may become involved in various lawsuits and legal proceedings. While the ultimate results of these matters cannot be predicted with certainty, management does not expect them to have a material adverse effect on the financial position or results of operations of the Company.

13 – RELATED PARTY TRANSACTIONS

Quantum Systems Agreement

On March 31, 2026, the Company and IonQ Quantum, Inc. (“IonQ”) entered into a Quantum Systems Agreement, pursuant to which, the Company purchased, among other things, a dedicated trapped-ion quantum computing system from IonQ for an aggregate consideration of $35 million. IonQ will procure, construct, install, and verify a trapped-ion quantum computing system meeting specified performance benchmarks and install it in a data center designated and operated by the Company. As of June 30, 2026, IonQ holds a 7.8% equity interest in the Company.

14 – SEGMENTATION

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

The Company's CODM has been identified as the CEO, who reviews the assets, operating results, and financial metrics for the Company as a whole to make decisions about allocating resources and assessing financial performance. Accordingly, management has determined that there is only one reportable segment.

The CODM measures and evaluates the Company's performance based on segment gross revenue, segment gross profit margin, segment operating expenses and segment operating loss, before interest, taxes, depreciation, and amortization ("EBITDA"). EBITDA is defined as net loss before net interest income or expense, depreciation and amortization expenses, and income tax expense. Adjusted EBITDA is defined as EBITDA adjusted to exclude share-based compensation, change in fair value of derivatives and business combination and closing expenses. EBITDA and Adjusted EBITDA are non-GAAP financial measures. The Company believes that Adjusted EBITDA is an appropriate measure for evaluating the operating performance of the Company's business segments because it is the primary measure used by the Company's chief operating decision maker to evaluate the performance of and allocate resources to the Company's businesses.

Segment performance, as defined by the Company, is not necessarily comparable to other similarly titled captions of other companies.

The following tables set forth the Company's net loss and adjusted EBITDA for the three- and six- months ended June 30, 2026 and 2025:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In US$, unless otherwise stated)	**2026**	**2025**	**2026**	**2025**
Net loss (GAAP)	**$ (115,227,348)**	**$ (2,902,313)**	**$ (118,786,726)**	**$ (7,725,194)**
Adjustments				
Net interest (income) expense	(477,253)	(12,805)	(512,778)	(42,915)
Depreciation and amortization expenses	335,966	180,787	646,233	349,836
EBITDA	**(115,368,635)**	**(2,734,330)**	**(118,653,271)**	**(7,418,272)**
Adjustments				
Share based compensation within				
Research and development	436,808	261,285	676,982	2,778,608
Selling and marketing	46,320	65,299	92,386	170,448
General and administrative	509,959	130,294	839,994	437,675
Change in fair value of derivative liabilities	108,294,223	-	105,317,692	-
Business combination and post-closing expenses	622,980	214,101	2,164,930	214,101
Adjusted EBITDA	**$ (5,458,343)**	**$ (2,063,351)**	**$ (9,561,286)**	**$ (3,817,439)**

15 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through August 4, 2026, which is the date the consolidated interim financial statements were available to be issued. No material events occurred subsequent to the balance sheet date that require adjustment or disclosure to the financial statements.

Exhibit 99.2

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Unless the context otherwise requires, references in this section to "we," "us," "our," "Horizon" and "the Company" generally refer to Horizon Quantum Holdings Ltd. and its consolidated subsidiaries unless otherwise implied by context.

You should read the following discussion and analysis of Horizon's financial condition and results of operations together with Horizon's condensed consolidated interim financial statements and related notes included elsewhere in this Form 6-K. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our historical results are not necessarily indicative of the results that may be expected for any period in the future. The following discussion concerns our financial information as of June 30, 2026 and for the three and six months ended June 30, 2026 and 2025. All financial information presented for periods prior to the closing of the business combination on March 19, 2026, reflect s the financial results of Horizon Quantum Computing Pte. Ltd., the Company's wholly-owned principal operating subsidiary. Unless otherwise denoted, all results are presented in U.S. dollars except share amounts and per share data. Discrepancies in any table between totals and sums or differences of the amounts are due to rounding.

Overview of Our Business

We are building software infrastructure to facilitate development of quantum computing applications for commercial enterprises and hardware providers. By bridging the gap between today's hardware and tomorrow's applications, we seek to equip developers, researchers, and enterprises with the quantum software infrastructure needed to solve real-world problems.

To do this, we are following an ambitious plan to create development tools that can automatically accelerate code written for conventional computers on quantum computers. With this differentiated approach, we are developing methods to generate quantum-accelerated solutions — exploiting quantum effects such as superposition and entanglement — from legacy code and conventional software.

Today, our Triple Alpha software is an integrated development environment that gives users access to our development, deployment, and execution infrastructure. It empowers developers to create sophisticated, portable, hardware-agnostic quantum programs. Users can code at multiple abstraction levels, compile and optimize programs across many real quantum computers and simulators, and deploy applications as APIs. We have key collaborations with leading hardware providers including Rigetti, Oxford Quantum Circuits Ltd., Alice & Bob, AQT and QuEra Computing Inc.

Triple Alpha is currently in early access with quantum hardware vendors. We have received inbound interest in early access requests from 45 major corporations, more than 95 universities, 13 quantum software companies, and 18 national labs, government agencies and research organizations.

We are still in the early stages of scaling its business. Since our inception, we have incurred operating losses. Our ability to generate revenue sufficient to achieve profitability will depend heavily on the further development and commercialization of quantum computers and their software infrastructure.

Key Components of Results of Operations

Operating Expenses

Research and development

Research and development expenses consist primarily of personnel-related costs, including salaries, share-based compensation, travel and benefits expenses for scientists, software engineers and other technical staff engaged in the design, development and testing of our software and hardware systems. It also includes software and other cloud services subscriptions and third-party costs associated with the operation of our hardware testbed.

Selling and marketing

Selling and marketing expenses consist primarily of personnel-related costs, including salaries, share-based compensation, travel and benefits expenses for our marketing and commercial operations teams. It also consists of public relations, trade show and other advertising costs associated with developing partnerships and industry engagement.

General and administrative

General and administrative expenses consist primarily of personnel- and director- related costs, including salaries, share-based compensation, travel and benefits expenses for our finance, investor relations, human resources, legal, operations and administrative teams. It also consists of expenses for professional services and compliance, such as legal, audit, accounting, consulting fees as well as insurance, facilities and other overhead expenses.

Depreciation and amortization expenses

Depreciation and amortization expenses represent the allocation of our property, equipment and intangible assets over their estimated lives.

Other Income and (Expense)

Change in fair value of derivative liabilities

Change in fair value of derivative liabilities represent non-cash adjustments due to fluctuations in the fair value of derivative financial instruments such as warrants and Simple Agreement for Future Equity instruments ("**SAFE**") instruments that are carried through profit or loss.

Foreign exchange (loss) gain

Foreign exchange (loss) gain represents the net gain or loss arising from settlement of foreign currency-denominated transactions or the translation of assets or liabilities due to fluctuations in exchange rates. The Company's subsidiaries in Singapore and Ireland hold operating assets and liabilities in local currencies such as Euro and Singapore dollar and therefore, fluctuations in foreign currency exchange rates as of the balance sheet date may cause variability in amounts recognized.

Interest expense

Interest expense represents finance cost recognized on lease liabilities accounted for under ASC 842. We have not incurred costs as a result of other borrowings.

Other income

Other income represents income receipts not arising from the Company's core operations, such as interest income, government grants or gains from the disposal of assets.

Results of Operations

The following table sets forth our condensed interim consolidated statements of operations for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In US$, except share amount and per share data)	2026	2025	2026	2025
Revenue	$ -	$ 38,462	$ -	$ 38,462
Operating Expenses:				
Research and development[(1)]	2,614,022	1,206,612	4,742,435	4,527,603
Selling and marketing[(1)]	375,989	248,716	834,952	576,665
General and administrative[(1)]	3,849,526	1,146,373	7,451,257	2,047,525
Depreciation and amortization	335,966	180,787	646,233	349,836
Total operating expenses	7,175,504	2,782,488	13,674,878	7,501,629
Loss from operations	**(7,175,504)**	**(2,744,027)**	**(13,674,878)**	**(7,463,167)**
Other income and (expense):				
Interest expense	(2,694)	(2,320)	(5,686)	(4,830)
Other income	487,055	16,943	530,443	49,730
Change in fair value of derivative liabilities	(108,294,223)	-	(105,317,692)	-
Foreign exchange (loss)	(241,982)	(172,909)	(318,912)	(306,927)
Income tax expense	-	-	-	-
Net loss	**$ (115,227,348)**	**$ (2,902,313)**	**$ (118,786,726)**	**$ (7,725,194)**

(1) Research and development, selling and marketing and general and administrative expenses include share-based compensation expenses as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Research and development	$ 436,808	$ 261,285	$ 676,982	$ 2,778,608
Selling and marketing	46,320	65,299	92,386	170,448
General and administrative	509,959	130,294	839,994	437,675

Comparison of the Six Months Ended June 30, 2026 and 2025

Research and development expenses

	Six Months Ended June 30,		$	%
	2026	2025	Change	Change
Research and development	$ 4,742,435	$ 4,527,603	$ 214,832	5%

Research and development expenses increased by $0.21 million, or 5%, to $4.74 million for the six months ended June 30, 2026, from $4.53 million during the six months ended June 30, 2025. The increase was driven by: (a) a $1.96 million increase in payroll-related expenses as a result of increased hiring of scientists and engineers and other compensation adjustments; (b) a $0.17 million increase in costs from the setup of our hardware testbed and additional cloud service subscription costs and (c) a $0.19 million increase in other staff-related costs associated with an increase in headcount; offset by a $2.10 million decrease in share-based compensation expenses largely attributable to the timing of employee share options vesting.

Excluding share-based compensation expenses and non-recurring compensation adjustments, R&D expenses increased 104% from a year ago driven by a 78% increase in the hiring of scientists and engineers as well as costs incurred for the setup of the hardware testbed.

Selling and marketing expenses

	Six Months Ended June 30,		$	%
	2026	2025	Change	Change
Selling and marketing	$ 834,952	$ 576,665	$ 258,287	45%

Selling and marketing expenses increased by $0.26 million, or 45%, to $0.83 million during the six months ended June 30, 2026 from $0.58 million during the six months ended June 30, 2025. The increase was primarily driven by: (a) a $0.21 million increase in payroll-related expenses; (b) a $0.08 million increase in vendor expenses associated with greater participation in industry conferences compared to the six months ended June 30, 2025 and (c) a $0.06 million increase in other staff related costs associated with an increase in headcount, offset by (d) a $0.09 million decrease in share-based compensation expenses attributable to the continued vesting of employee share options.

Excluding share-based compensation expenses and non-recurring compensation adjustments, selling and marketing expenses increased 65% from a year ago due to increased trade show activity and industry engagement and payroll-related expenses.

General and administrative expenses

	Six Months Ended June 30,		$	%
	2026	2025	Change	Change
General and administrative	$ 7,451,257	$ 2,047,525	$ 5,403,733	264%

General and administrative expenses increased by $5.40 million, or 264%, to $7.45 million for the six months ended June 30, 2026 from $2.05 million during the six months ended June 30, 2025. The increase was driven by: (a) a $1.19 million increase in payroll-related expenses due to increased non-executive and executive hiring associated with our public company transition, as well as other compensation adjustments; (b) a $2.65 million increase in expenses related to post closing of the business combination (legal advisory, capital markets and filing fees) and other operational legal expenses; (c) a $0.40 million increase in share-based compensation expenses attributable to the continued vesting of employee share options and director equity compensation grants; (d) a $0.06 million increase in director cash compensation; (e) a $0.74 million increase in other operating expenses to gear up to being a public company and (f) a $0.36 million increase in rent, other staffing costs related to IT and increased headcount.

Excluding share-based compensation expenses, non-recurring compensation adjustments and one-time business combination and post-closing expenses, G&A expenses increased 182% year over year.

Depreciation and amortization expenses

	Six Months Ended June 30,		$	%
	2026	2025	Change	Change
Depreciation and amortization	$ 646,233	$ 349,836	$ 296,397	85%

Depreciation and amortization expenses increased by $0.30 million, or 85%, to $0.65 million during the six months ended June 30, 2026, from $0.35 million during the six months ended June 30, 2025. The increase was primarily driven by (a) $0.23 million from depreciation of components for the quantum computer hardware testbed that went live in Singapore during the year; (b) an increase of $0.05 million from depreciation of right-of-use assets recognized under lease arrangements; (c) and an increase of $0.02 million from depreciation of additional computer and related equipment purchased to support higher staff headcount.

Share-based compensation expenses

	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025	$ Change	% Change
Research and development	$ 676,982	$ 2,778,608	$ (2,101,627)	(76)%
Selling and marketing	92,386	170,448	(78,062)	(46)%
General and administrative	839,994	437,675	402,319	92%
Total	$ 1,609,362	$ 3,386,732	$ (1,777,370)	(52)%

Share-based compensation expenses recognized under research and development, selling and marketing as well as general and administrative expenses decreased by $1.78 million, or a 52% decrease, to $1.61 million for the six months ended June 30, 2026, from $3.39 million during the six months ended June 30, 2025. The decrease was driven by a reduction of approximately $2.80 million in share-based compensation because of a one-time catch-up during the three months ended March 31, 2025. This was partially offset by (a) a $0.81 million increase from vesting of employee and executive share options resulting from increased hiring and (b) a $0.21 million increase from the vesting of certain equity compensation grants.

Change in fair value of derivative liabilities

	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025	$ Change	% Change
Change in fair value of derivative liabilities	$ (105,317,692)	$ -	$ (105,317,692)	NM

During the six months ended June 30, 2026, the recognized non-cash fair value losses totalled $105.32 million driven by an increase of (a) a $2.27 million loss attributed to fair value remeasurement and subsequent settlement of SAFE liabilities into the Company's Ordinary Class A shares and (b) $103.04 million attributed to the remeasurement of warrant liabilities due to an increase in the underlying share price. This compared to zero for the six months ended June 30, 2025, resulting in a change which was not material ("NM").

Other income

	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025	$ Change	% Change
Other income	$ 530,443	$ 49,730	$ 480,713	967%

Other income increased by $0.48 million, or 967%, to $0.53 million during the six months ended June 30, 2026, from $0.05 million during the six months ended June 30, 2025. The increase was attributable to interest income from higher cash balances for each month in the quarter ended June 30, 2026.

Foreign exchange (Loss) Gain

	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025	$ Change	% Change
Foreign exchange (loss)	$ (318,912)	$ (306,927)	$ (11,985)	(4)%

Foreign exchange losses increased by $0.01 million, or 4%, to $0.32 million for the six months ended June 30, 2026 from $0.31 million during the six months ended June 30, 2025. This increase was primarily driven by revaluation of outstanding intercompany balances between subsidiaries operating in jurisdictions with different currencies.

Interest expense

Interest expense for the six months ended June 30, 2026, increased only nominally compared with the six months ended June 30, 2025.

Comparison of the Three Months Ended June 30, 2026 and 2025

Research and development expenses

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Research and development	$ 2,614,022	$ 1,206,612	$ 1,407,410	117%

Research and development expenses increased by $1.41 million, or 117%, to $2.61 million for the three months ended June 30, 2026, from $1.21 million during the three months ended June 30, 2025. The increase was driven by: (a) a $0.18 million increase in share-based compensation expenses largely attributable to the continued vesting of employee share options; (b) a $1.04 million increase in payroll-related expenses as a result of increased hiring of scientists and engineers and other compensation adjustments; (c) a $0.08 million increase in costs for the setup of our hardware testbed and additional cloud service subscription costs and (d) a $0.11 million increase in other staff related costs associated with an increase in headcount.

Excluding share-based compensation expenses and non-recurring compensation adjustments, research and development expenses increased 100% from a year ago driven by a 78% increase in the hiring of scientists and engineers as well as costs from the setup of the hardware testbed.

Selling and marketing expenses

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Selling and marketing	$ 375,989	$ 248,716	$ 127,273	51%

Selling and marketing expenses increased by $0.13 million, or 51%, to $0.38 million during the three months ended June 30, 2026 from $0.25 million during the three months ended June 30, 2025. The increase was primarily driven by: (a) a $0.09 million increase in headcount related expenses and (b) a $0.04 million increase in vendor expenses associated with greater participation in industry conferences compared to the three months ended June 30, 2025.

Excluding share-based compensation expenses and non-recurring compensation adjustments, selling and marketing expenses increased 63% from a year ago mainly due to increased trade show activity and industry engagement and other headcount related expenses. Selling and marketing headcount was flat across the comparative periods.

General and administrative expenses

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
General and administrative	$ 3,849,526	$ 1,146,373	$ 2,703,153	236%

General and administrative expenses increased by $2.70 million, or 236%, to $3.85 million for the three months ended June 30, 2026 from $1.15 million during the three months ended June 30, 2025. The increase was driven by: (a) a $0.77 million increase in payroll-related expenses due to increased non-executive and executive hiring associated with our public company transition as well as other compensation adjustments; (b) a $0.69 million increase in expenses related to post-closing of the business combination (legal advisory and filing fees) and other operational legal expenses; (c) a $0.38 million increase in share-based compensation expenses attributable to the continued vesting of employee share options and certain director equity compensation grants; (d) a $0.06 million increase in director cash compensation; (e) a $0.49 million increase in other operating expenses related our public company transition and (f) a $0.30 million increase in rent, IT spend and other staffing costs related to increased headcount.

Excluding share-based compensation expenses, non-recurring compensation adjustments and one-time business combination and post-closing expenses, general and administrative expenses increased 191% year over year.

Depreciation and amortization expenses

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Depreciation and amortization	$ 335,966	$ 180,787	$ 155,179	86%

Depreciation and amortization expenses increased by $0.16 million, or 86%, to $0.34 million during the three months ended June 30, 2026, from $0.18 million during the three months ended June 30, 2025. The increase was primarily driven by an increase of: (a) $0.11 million from depreciation of components of the quantum computer that went live in Singapore during the year; (b) an increase of $0.03 million from depreciation of right-of-use assets recognized under lease arrangements; (c) and an increase of $0.02 million from depreciation of additional computer and related equipment purchased to support higher staff headcount.

Share-based compensation expenses

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Research and development	$ 436,808	$ 261,285	$ 175,523	67%
Selling and marketing	46,320	65,299	(18,979)	(29)%
General and administrative	509,959	130,294	379,666	291%
Total	$ 993,088	$ 456,878	$ 536,209	117%

Share-based compensation expenses recognized under research and development, selling and marketing as well as general and administrative expenses increased by $0.54 million, or a 117% increase, to $1.00 million for the three months ended June 30, 2026, from $0.46 million during the three months ended June 30, 2025. The increase was driven by (a) $0.40 million from increased vesting activity from employee and executive options due to increased hiring and (b) $0.14 million from vesting of director equity compensation grants.

Change in fair value of derivative liabilities

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Change in fair value of derivative liabilities	$ (108,294,223)	$ -	$ (108,294,223)	NM

During the three months ended June 30, 2026, we recognized non-cash fair value losses of $108.30 million attributable to the remeasurement of warrant liabilities due to an increase in the underlying share price. This compared to zero for the three months ended June 30, 2025, resulting in a change which was not material.

Other income

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Other income	$ 487,055	$ 16,943	$ 470,113	2,775%

Other income increased by $0.47 million, or 2,775%, to $0.49 million during the three months ended June 30, 2026, from $0.02 million during the three months ended June 30, 2025. The increase was attributable to an increase in interest income from higher cash balances during all the three months of the quarter ended June 30, 2026.

Foreign exchange (loss) gain

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Foreign exchange (loss)	$ (241,982)	$ (172,909)	$ (69,073)	(40)%

Foreign exchange losses increased by $0.07 million, or 40%, to $0.24 million for the three months ended June 30, 2026 from $0.17 million during the three months ended June 30, 2025. This increase was primarily driven by revaluation of outstanding intercompany balances between subsidiaries operating in jurisdictions with different currencies.

Interest expense

Interest expense for the three months ended June 30, 2026, increased only nominally compared with the three months ended June 30, 2025.

Non-GAAP Financial Measures

In addition to the financial measures prepared in accordance with generally accepted accounting principles (U.S. GAAP), the Company reports certain Non-GAAP financial measures. The Company believes that these measures provide investors with an additional meaningful method to evaluate certain aspects of the Company's results period over period. These measures include adjustments for certain items that management believes are not indicative of ongoing core operations as indicated below. EBITDA and Adjusted EBITDA are supplemental measures of our performance that are not required by, or presented in accordance with U.S. GAAP. EBITDA is defined as net loss before net interest income or expense, depreciation and amortization expenses, and income tax expense. Adjusted EBITDA is defined as net loss before share-based compensation, change in fair value of derivative liabilities, non-recurring business combination and post-closing expenses, net interest (income) expense and depreciation and amortization expenses. The Company uses EBITDA and Adjusted EBITDA to measure the operating performance of its business, by excluding specifically identified items that management does not believe directly reflect the Company's core operations and may not be indicative of its recurring operations. The Company's EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures provided by other companies due to potential differences in methods of calculation.

Adjusted EBITDA and reconciliation of GAAP net loss to Adjusted EBITDA

Adjusted EBITDA decreased by $5.74 million, or 150%, to $(9.56) million for the six months ended June 30, 2026 from $(3.82) million during the six months ended June 30, 2025. This change was primarily driven by increased hiring and expenses associated with the transition to being a public company.

Reconciliation of net loss (U.S. GAAP) to Adjusted EBITDA

	Six Months Ended June 30,		$	%
	2026	2025	Change	Change
Net loss (U.S. GAAP)	$ (118,786,726)	$ (7,725,194)	$ (111,061,532)	(1,438)%
Adjustments				
Net interest (income) expense	(512,778)	(42,915)	(469,863)	(1,095)%
Depreciation and amortization expenses	646,233	349,836	296,397	85%
EBITDA	**(118,653,271)**	**(7,418,272)**	**(111,234,998)**	**(1,499)%**
Adjustments				
Share based compensation within				
Research and development	676,982	2,778,608	(2,101,627)	(76)%
Selling and marketing	92,386	170,448	(78,062)	(46)%
General and administrative	839,994	437,675	402,319	92%
Change in fair value of derivative liabilities	105,317,692	-	105,317,692	NM
Business combination and post-closing expenses	2,164,930	214,101	1,950,829	911%
Adjusted EBITDA	**$ (9,561,286)**	**$ (3,817,439)**	**$ (5,743,847)**	**(150)%**

Adjusted EBITDA decreased by $3.39 million, or 165%, to $(5.46) million for the three months ended June 30, 2026 from $(2.06) million during the three months ended June 30, 2025. This change was primarily driven by increased hiring and expenses associated with the transition to being a public company.

Reconciliation of net loss (U.S. GAAP) to Adjusted EBITDA

	Three Months Ended June 30,		$	%
	2026	2025	Change	Change
Net loss (U.S. GAAP)	$ (115,227,348)	(2,902,313)	(112,325,035)	(3870)%
Adjustments				
Net interest (income) expense	(477,253)	(12,805)	(464,448)	(3627)%
Depreciation and amortization expenses	335,966	180,787	155,179	86%
EBITDA	**(115,368,635)**	**(2,734,330)**	**(112,634,304)**	**(4119)%**
Adjustments				
Share based compensation within				
Research and development	436,808	261,285	175,523	67%
Selling and marketing	46,320	65,299	(18,979)	(29)%
General and administrative	509,959	130,294	379,666	291%
Change in fair value of derivative liabilities	108,294,223	-	108,294,223	NM
Business combination and post-closing expenses	622,980	214,101	408,879	191%
Adjusted EBITDA	**$ (5,458,343)**	**(2,063,351)**	**(3,394,993)**	**(165)%**

Cash Flows

Comparison of the six months ended June 30, 2026 and 2025

The following table summarizes our cash flows for the periods presented:

	Six Months Ended June 30,		$	%
	2026	2025	Change	Change
Net cash used in operating activities	$ (9,283,188)	$ (3,650,706)	$ (5,632,482)	(154)%
Net cash used in investing activities	(5,521,276)	(297,706)	(5,223,570)	(1,755)%
Net cash provided by financing activities	127,854,151	-	127,854,151	NM

Operating Activities

Net cash used in operating activities during the six months ended June 30, 2026, was $9.28 million, resulting primarily from a net loss of $118.79 million, then adding back (a) non-cash charges of $1.88 million in share-based compensation expense; (b) $0.65 million in depreciation and amortization expenses; (c) $0.08 million of unrealized foreign exchange loss; (d) $1.58 million of changes in working capital and (e) $105.32 million of change in fair value of derivative liabilities. The increase in net cash used in operating activities from the prior year was primarily related to the completion of the business combination transaction, increase in expenses associated with being a public company, increase in hiring of research and development personnel and related operational support costs.

Net cash used in operating activities during the six months ended June 30, 2025, was $3.65 million, resulting primarily from a net loss of $7.73 million, then adding back (a) non-cash charges of $3.39 million in share-based compensation expense; (b) $0.35 million in depreciation and amortization expenses; (c) $0.63 million in unrealized foreign exchange loss; and subtracting (d) $0.29 million of changes in working capital.

Investing Activities

Net cash used in investing activities during the six months ended June 30, 2026, was $5.52 million due to a prepayment for a quantum computing system to be constructed as well as other purchases of computer and office equipment to support increased staff headcount and operational requirements.

Net cash used in investing activities during the six months ended June 30, 2025, was $0.30 million representing additions of $0.11 million to equipment primarily related to the development of a quantum computing system, and additions of $0.19 million of purchases relating to computer and office equipment to support increased staff headcount and operational requirements.

Financing activities

Net cash provided by financing activities during the six months ended June 30, 2026, was $127.85, reflecting (a) $100.67 million net proceeds from the issuances of SAFEs, the close of the business combination with DMY and the concurrent closing of a PIPE private placement transaction, and (b) $27.53 million proceeds from the exercise of warrants during the period, of which $27.19 million was received as of June 30, 2026.

Net cash provided by financing activities during the six months ended June 30, 2025, was zero for the period as the Company did not undertake any financing transactions.

Liquidity and Capital Resources; Going Concern

Our operations have been financed primarily through net proceeds from the consummation of the business combination and subsequent exercise of warrants.

Our cash is primarily used in two areas, first to fund operating expenses related to the growth of our business, especially through research and development activities, including personnel-related costs and overhead associated with the development and testing of our software and hardware systems. Cash is also used to support sales and marketing activities focused on building new strategic relationships, maintaining existing ones, funding industry engagement efforts and to support our operations in the areas of compliance, legal, accounting, facilities and their respective overheads. The second area is capital expenditures related to the acquisition of equipment and related components to build our hardware testbeds.

As of June 30, 2026 and 2025, we had cash and cash equivalents of $113.25 million and $0.71 million, respectively. We incurred net losses of $118.79 million and $7.73 million during the six months ended June 30, 2026 and 2025, respectively, and have an accumulated deficit of $152.44 million as of June 30, 2026.

The primary objective of Horizon's capital management is to ensure that it maintains a sound capital position to support its business and maximize shareholder value. The company believes that its current available cash and cash equivalents will be sufficient to meet its working capital requirements, capital expenditures and other liquidity requirements in the ordinary course of business for a period of at least twelve months from the date hereof and beyond.

Quantitative and Qualitative Disclosure about Market Risks

Foreign exchange risk

We conduct operations through our Ireland subsidiary, and we incur expenses and record assets and liabilities in local currencies such as the Euro. Accordingly, fluctuations in foreign currency exchange rates relative to the U.S. Dollar may impact our consolidated financial statements. For the six months ended June 30, 2026 and 2025, we reported foreign exchange losses of approximately $0.32 million and $0.31 million respectively. We expect our exposure to loss in future earnings, fair values or cash flows resulting from foreign exchange risk will increase as our operations in Ireland grow and as a result of future sales in other global markets, such as North America and Europe. We have not engaged in the hedging of foreign currency transactions to date, although we may choose to do so in the future.

Interest rate risk

Our primary exposure to interest rate risk relates to our cash and cash equivalents. Changes in market interest rates may impact our future interest income. We do not currently use any derivative financial instruments to hedge our interest income, although we may choose to do so in the future.

Warrant valuation risk

We are exposed to warrant valuation risk through our classification of our issued and outstanding warrants as liabilities on our balance sheet in accordance with ASC 815. We measure these instruments at fair value at the end of each reporting period, with changes in fair value during the period recognized in our Consolidated Statements of Operations. Changes in factors such as quoted prices of our publicly traded warrants and input assumptions into valuation models of our unlisted private warrants may result in significant fluctuations in recognized losses or gains. These are non-cash adjustments and will cease upon the exercise, redemption or expiry of the warrants.

Critical Accounting Estimates

The preparation of interim condensed consolidated financial statements in conformity with U.S. GAAP requires estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Critical accounting estimates are those estimates made in accordance with U.S. GAAP that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on the financial condition or results of operations of the company. In accounting for the business combination, share-based compensation, SAFE derivative liabilities and warrant liabilities, the use of valuation methods for awards granted prior to our becoming a publicly traded company, the use of estimates in warrant and option valuation model inputs such as expected volatility, term of options, risk-free interest rates, the usage of probability-weighted expected return method ("PWERM"), supported by use of a Monte Carlo simulation method to derive fair value changes for SAFE and warrant liabilities are subjective and the change in these assumptions can materially affect the amount of share-based compensation expense and change in fair value of derivative liabilities recognized in the interim condensed consolidated financial statements.

Off-Balance Sheet Arrangements

As of June 30, 2026, the Company did not have any off-balance sheet arrangements as defined by the rules and regulations of the SEC.