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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2026

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

For the transition period from to

Commission File No. 001-42497

ODYSIGHT.AI INC.

(Exact name of registrant as specified in its charter)

Nevada	**47-4257143**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
12 Abba Hillel Silver RD, Sasson Hugi Tower Ramat Gan, Israel	**5250606**
(Address of Principal Executive Offices)	(Zip Code)

+972 73 370-4690

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value $0.001 per share	**ODYS**	**The Nasdaq Stock Market LLC**

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

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

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

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

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

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

As of November 16, 2026, the registrant had 20,244,405 shares of common stock, par value $0.001 per share, of the registrant issued and outstanding.

As used in this Quarterly Report and unless otherwise indicated, the terms "Odysight.ai," "we," "us," "our," or "our Company" refer to Odysight.ai. Unless otherwise specified, all dollar amounts are expressed in United States dollars.

ODYSIGHT.AI INC.

QUARTERLY REPORT ON FORM 10-Q

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements concerning our business, operations and financial performance and condition, as well as our plans, objectives and expectations for our business operations and financial performance and condition. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "aim," "anticipate," "assume," "believe," "contemplate," "continue," "could," "due," "estimate," "expect," "goal," "intend," "may," "objective," "plan," "predict," "potential," "positioned," "seek," "should," "target," "will," "would," and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these terms or other comparable terminology. These forward-looking statements include, but are not limited to, statements about:

- our ability to scale up our operations, including market acceptance and large-scale adoption of our vision-based sensor products;
- the amount and timing of future sales and our long and unpredictable sales cycles;
- our ability to maintain product quality and performance at an acceptable cost and meet technical and quality specifications;
- our ability to accurately estimate the future supply and demand for our solutions and changes to various factors in our supply chain;
- the market for adoption of vision-based sensor technologies;
- compliance with existing laws and regulations and regulatory developments in the United States, Israel, and other jurisdictions, including trade control laws, export authorizations and safety regulations;
- our plans and ability to obtain, maintain, and protect intellectual property rights, including extensions of patent terms, and our ability to avoid infringing the intellectual property rights of others;
- the need to hire additional personnel and our ability to attract and retain such personnel, including key members of our senior management;
- our estimates regarding expenses, backlog, future revenue, capital requirements and need for additional financing;
- our dependence on third parties, including suppliers and strategic partners;
- our dependence on a limited number of customers for a substantial portion of our revenues and the impact if order volumes from existing or anticipated customers do not meet expectations;
- our financial performance and history of operating losses;
- the growth of regulatory requirements and incentives;
- the incorporation of artificial intelligence, or AI, and machine learning, or ML, into our products;
- risks related to product liability claims or product recalls;
- cybersecurity risks and potential data security breaches;
- the overall global economic environment and trade tensions, including the adoption or expansion of economic sanctions, tariffs or trade restrictions;
- challenges and risks related to sales to government entities and highly regulated organizations;
- the impact of competition and new technologies;
- limitations and exclusivity provisions in our customer agreements and restrictions on the use of intellectual property;
- our ability to ensure that our solutions interoperate with a variety of hardware and software platforms;
- our plans to continue to invest in research and develop technology for new products;
- our plans to potentially acquire complementary businesses;
- the impact of future pandemics on our business and on the business of our customers;
- fluctuations in foreign currency exchange rates;
- security, political and economic instability in the Middle East that could harm our business, including due to the security situation in Israel and military conflicts with Iran and terrorist organizations, political uncertainty in Israel, including with respect to the formation of a government and the approval of a state budget, and potential reductions in U.S. military aid to Israel;
- the increased expenses and requirements associated with being a listed public company on the Nasdaq Capital Market, or Nasdaq; and
- risks associated with our dual listing on the Tel Aviv Stock Exchange, or the TASE, including price volatility, liquidity, and regulatory requirements.

Forward-looking statements are based on our management's current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management's beliefs and assumptions, are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. As a result, actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors described in "Risk Factors" in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2025 (filed on March 19, 2026). In addition, management's assumptions about future events may prove to be inaccurate. All readers are cautioned that the forward-looking statements contained in this Quarterly Report on Form 10-Q are not guarantees of future performance, and we cannot assure any reader that such statements will be realized or that the forward-looking events and circumstances will occur. Readers are urged to consider these factors carefully in evaluating the forward-looking statements. You should read our Annual Report on Form 10-K for the year ended December 31, 2025, and the documents that we reference in and have filed as exhibits thereto, completely and with the understanding that our actual future results may be materially different from what we expect.

Forward-looking statements included in this Quarterly Report on Form 10-Q speak only as of the date of this Quarterly Report on Form 10-Q. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future. You should, however, review the factors and risks we describe in the reports we will file from time to time with the Securities and Exchange Commission, or the SEC, after the date of this Quarterly Report on Form 10-Q. We qualify all of our forward-looking statements by these cautionary statements.

Item 1. Financial Statements

ODYSIGHT.AI INC.

INTERIM FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2026

CONSOLIDATED ODYSIGHT.AI INC.

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ODYSIGHT.AI INC.

INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2026	December 31, 2025
	Unaudited	
	USD in thousands	
Assets		
CURRENT ASSETS:		
Cash and cash equivalents	22,815	25,677
Restricted cash	-	333
Restricted deposit	337	-
Accounts receivable	470	278
Unbilled receivables	757	615
Inventory	472	50
Other current assets	1,008	549
Total current assets	25,859	27,502
NON-CURRENT ASSETS:		
Property and equipment, net	189	346
Operating lease right-of-use assets	685	739
Severance pay asset	309	296
Other non-current assets	96	96
Total non-current assets	1,279	1,477
TOTAL ASSETS	27,138	28,979

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

ODYSIGHT.AI INC.

INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

	September 30, 2026	December 31, 2025
	Unaudited	
	USD in thousands	
Liabilities and shareholders' equity		
CURRENT LIABILITIES:		
Accounts payable	556	480
Advances from customers	95	165
Operating lease liabilities - short term	484	511
Accrued compensation expenses	1,474	1,400
Related parties	107	115
Other current liabilities	460	327
Total current liabilities	3,176	2,998
NON-CURRENT LIABILITIES:		
Operating lease liabilities - long term	189	259
Liability for severance pay	309	296
Total non-current liabilities	498	555
TOTAL LIABILITIES	3,674	3,553
SHAREHOLDERS' EQUITY:		
Common stock, $0.001 par value; 300,000,000 shares authorized as of September 30, 2026 and December 31, 2025, 20,244,405 and 16,357,327 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively	20	17
Additional paid-in capital	100,172	88,418
Accumulated deficit	(76,728)	(63,009)
TOTAL SHAREHOLDERS' EQUITY	23,464	25,426
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	27,138	28,979

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

ODYSIGHT.AI INC.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Nine months ended September 30,		Three months ended September 30,	
	2026	2025	2026	2025
	Unaudited			
	USD in thousands			
REVENUES	926	2,576	424	149
COST OF REVENUES	555	1,882	233	126
GROSS PROFIT	371	694	191	23
RESEARCH AND DEVELOPMENT EXPENSES	6,979	7,322	2,182	2,479
SALES AND MARKETING EXPENSES	2,752	1,604	869	580
GENERAL AND ADMINISTRATIVE EXPENSES	4,855	5,473	1,486	1,671
OPERATING LOSS	(14,215)	(13,705)	(4,346)	(4,707)
FINANCING INCOME, NET	496	949	132	291
NET LOSS AND COMPREHENSIVE LOSS	(13,719)	(12,756)	(4,214)	(4,416)
Net loss per common share (basic and diluted, USD)	(0.80)	(0.81)	(0.23)	(0.27)
Weighted average common shares (basic and diluted, in thousands)	17,180	15,747	18,339	16,331

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

ODYSIGHT.AI INC.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Nine Months Ended September 30, 2026 (Unaudited)

	Common Stock		Additional paid-in capital	Accumulated deficit	Total Shareholders' equity
	Number	Amount			
	In thousands		USD in thousands		
Balance at January 1, 2026	16,358	$ 17	$ 88,418	(63,009)	$ 25,426
Issuance of shares, net of issuance cost	3,438	3	9,819	-	9,822
Stock based compensation	-	-	1,802	-	1,802
Issuance of shares upon RSU vesting	4	*	(*)	-	-
Options exercise	37	*	133	-	133
Warrants exercise	407	*	(*)	-	-
Net loss	-	-	-	(13,719)	(13,719)
Balance at September 30, 2026	20,244	$ 20	$ 100,172	$ (76,728)	$ 23,464

Three Months Ended September 30, 2026 (Unaudited)

	Common Stock		Additional paid-in capital	Accumulated Deficit	Total Shareholders' equity
	Number	Amount			
	In thousands		USD in thousands		
Balance as of July 1, 2026	16,806	$ 17	$ 89,889	$ (72,514)	$ 17,392
Issuance of shares, net of issuance cost	3,438	3	9,819	-	9,822
Stock based compensation	-	-	464	-	464
Net loss	-	-	-	(4,214)	(4,214)
Balance as of September 30, 2026	20,244	$ 20	$ 100,172	$ (76,728)	$ 23,464

Nine Months Ended September 30, 2025 (Unaudited)

	Common Stock		Additional paid-in Capital	Accumulated Deficit	Total Shareholders' Equity
	Number	Amount			
	In thousands		USD in thousands		
Balance at January 1, 2025	12,613	$ 13	$ 64,205	(45,974)	$ 18,244
Stock based compensation	-	-	2,565	-	2,565
Issuance of shares upon RSU vesting	9	*	(*)	-	-
Issuance of shares, net of issuance cost	3,653	4	20,863	-	20,867
Options exercise	60	*	194	-	194
Net loss	-	-	-	(12,756)	(12,756)
Balance at September 30, 2025	16,335	$ 17	$ 87,827	$ (58,730)	$ 29,114

Three Months Ended September 30, 2025 (Unaudited)

	Common Stock		Additional paid-in capital	Accumulated Deficit	Total Shareholders' Equity
	Number	Amount			
	In thousands		USD in thousands		
Balance as of July 1, 2025	16,327	$ 17	$ 86,901	$ (54,314)	$ 32,604
Stock based compensation	-	-	914	-	914
Issuance of shares upon RSU vesting	4	*	(*)	-	-
Options exercise	4	-	12	-	12
Net loss	-	-	-	(4,416)	(4,416)
Balance as of September 30, 2025	16,335	$ 17	$ 87,827	$ (58,730)	$ 29,114

***Represents an amount less than $1 thousand**

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

ODYSIGHT.AI INC.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine months ended September 30,		Three months ended September 30,	
	2026	2025	2026	2025
	Unaudited			
	USD in thousands			
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	(13,719)	(12,756)	(4,214)	(4,416)
Adjustments to reconcile net loss to net cash used in operations:				
Depreciation	82	88	26	30
Stock based compensation	1,802	2,565	464	914
Loss (Profit) from exchange differences	(29)	(18)	16	24
Loss from sales of property and equipment	97	-	43	-
Interest in respect of deposits	(7)	12	(4)	-
Changes in operating assets and liability items:				
Decrease (increase) in accounts receivable	(224)	1,186	183	163
Decrease (increase) in inventory	(422)	203	(228)	-
Decrease in operating lease liability	(411)	(374)	(141)	(132)
Increase in unbilled receivables	(142)	-	(75)	-
Decrease in right-of-use asset	352	366	121	127
Increase in current and non-current other assets	(454)	(557)	(254)	(30)
Decrease in account payables	(24)	(65)	(11)	(191)
Increase (decrease) in related parties	(8)	110	(6)	75
Decrease in contract fulfillment assets	-	1,017	-	-
Increase (decrease) in current and non-current contract liabilities and advances from customers	(70)	(1,835)	(247)	(39)
Increase (decrease) in accrued compensation expenses	23	44	(74)	(78)
Increase in current and non-current other liabilities	140	193	100	135
Net cash flows used in operating activities	(13,014)	(9,821)	(4,301)	(3,418)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchase of property and equipment	(52)	(41)	(18)	(11)
Proceeds from sales of property and equipment	30	-	9	-
Withdrawal of (investment in) short term deposits	(330)	310	-	-
Net cash flows provided by (used in) investing activities	(352)	269	(9)	(11)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from issuance of shares, net of issuance cost (issuance cost)	9,943	20,867	9,943	(7)
Proceeds from options exercise	133	190	-	8
Net cash flows provided by financing activities	10,076	21,057	9,943	1
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	(3,290)	11,505	5,633	(3,428)
BALANCE OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AT BEGINNING OF THE PERIOD	26,010	18,164	17,221	33,238
EFFECT FROM EXCHANGE DIFFERENCES ON CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	95	144	(39)	3
BALANCE OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AT THE END OF THE PERIOD	22,815	29,813	22,815	29,813
Reconciliation of cash, cash equivalents and restricted cash to the consolidated balance sheet:				
Cash and cash equivalents	22,815	29,482	22,815	29,482
Restricted cash	-	331	-	331
Total cash, cash equivalents and restricted cash	22,815	29,813	22,815	29,813

Non-cash activities -

	Nine months ended September 30,		Three months ended September 30,	
	2026	2025	2026	2025
	Unaudited			
	USD in thousands			
Right-of-use assets obtained in exchange for operating lease liabilities	374	122	-	44
Termination of right-of-use assets in exchange for cancellation of operating lease obligations	(76)	(36)	-	(3)
Issuance cost	121	-	121	-

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

NOTE 1 – GENERAL:

a. Odysight.ai Inc. (the "Company") was incorporated under the laws of the State of Nevada on March 22, 2013.

The Company's wholly owned subsidiary, Odysight.ai Ltd. ("Odysight.ai"), was incorporated in the State of Israel on January 3, 2019, and was merged into the Company on December 31, 2019 in a share exchange transaction, following which the surviving operations of the merged entity were the operations of Odysight.ai.

On February 28, 2024, D. View Ltd., a wholly owned subsidiary of the Company, was incorporated in the State of Israel to act as a representative for the defense market.

On January 9, 2025, Odysight.ai Eu S.r.l., a wholly owned subsidiary of the Company, was incorporated under the laws of Italy.

References to the Company include the subsidiaries unless the context indicates otherwise.

The Company, through its subsidiaries, provides vision-based solutions for the Predictive Maintenance (PdM) and Condition Based Monitoring (CBM) markets. The Company's visual sensor-based solutions, embedded software and AI algorithms are deployed in hard-to-reach locations and harsh environments across a variety of PdM and CBM use cases and allow maintenance and operations teams visibility into areas which are inaccessible under normal operation, or where the operating ambience is not suitable for continuous real-time monitoring. By combining advanced visual sensing, real-time analytics, and AI-driven insights, the Company helps organizations improve safety, efficiency, and operational intelligence.

On February 11, 2025, the Company's common stock began trading on the Nasdaq Capital Market under the symbol "ODYS". Prior to such date, the Company was quoted on the OTCQB under the same symbol. On April 9, 2026, the Company's common stock began trading on the Tel Aviv Stock Exchange under the symbol "ODYS".

b. Since incorporation of Odysight.ai and through September 30, 2026, the Company accumulated a deficit of approximately $76.7 million and its activities have been funded mainly by its stockholders. The Company's management believes the Company's cash and cash equivalents will allow the Company to fund its operating plan through at least the next 12 months from the filing date of these interim condensed consolidated financial statements. However, the Company expects to continue to incur significant operational expenses related to its ongoing activities, requiring the Company to obtain additional funding in order to continue its future operations until becoming profitable.

c. On February 28, 2026, the United States and Israel attacked Iran, which responded with missile and drone attacks on Israel, U.S. forces and other targets in the region, causing civilian casualties and property damage in Israel. In March 2026, Hezbollah joined the conflict, leading to Israeli strikes and a ground incursion in Lebanon. Ceasefire arrangements reached between April and June 2026, including a June 2026 U.S.-Iran memorandum of understanding, have been repeatedly violated, and the memorandum collapsed in July 2026 amid renewed hostilities in the Strait of Hormuz, which remains largely closed to commercial shipping. The situation remains volatile and future developments are difficult to predict.

As a result of the above-described events, the Company has experienced some delays in customer orders and in deliveries of existing projects.

In the Company's assessment, should the security situation continue for an extended period and/or escalate, its consequences may have a material adverse effect on the Israeli economy, including on the Company. Given that this is a dynamic event characterized by significant uncertainty, the extent of the impact of the security situation on the Company's future operations is currently unknown.

NOTE 2 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

a. Unaudited Interim Financial Statements

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of U.S. Securities and Exchange Commission Regulation S-X. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included (consisting only of normal recurring adjustments except as otherwise discussed). For further information, reference is made to the audited consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025.

b. Principles of Consolidation

The accompanying interim condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

c. Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The Company evaluates on an ongoing basis its assumptions, including those related to contingencies, deferred taxes, inventory impairment and stock-based compensation, as well as estimates used in applying the revenue recognition policy. Actual results may differ from those estimates.

NOTE 2 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (continued):

d. Significant Accounting Policies

The significant accounting policies followed in the preparation of these unaudited interim condensed consolidated financial statements are identical to those applied in the preparation of the latest annual financial statements.

e. Recent Accounting Pronouncements

Recent accounting pronouncements are identical to those presented in the latest annual financial statements, except for the following:

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements. ASU 2025-11 clarifies and improves existing interim reporting guidance by consolidating disclosure requirements within Topic 270 and introducing a disclosure principle requiring entities to disclose events and changes occurring after the most recent annual reporting period that are expected to have a material effect on the entity's financial condition or results of operations. The ASU does not introduce significant changes to recognition or measurement guidance. The amendments in ASU 2025-11 are effective for interim reporting periods within fiscal years beginning after December 15, 2027, with early adoption permitted. ASU 2025-11 allows for either a prospective or retrospective approach on adoption. The Company is currently evaluating the impact of ASU 2025-11 on its consolidated financial statements and related disclosures.

NOTE 3 – LEASES:

a. Omer office space

In December 2020, Odysight.ai entered into a lease agreement for office space in Omer, Israel (the "Original Space"), with the 36-month term for such agreement beginning on January 1, 2021. In March 2021, Odysight.ai entered into a lease agreement for additional office space in Omer, Israel (the "Additional Space"), with the term for such agreement ending on December 31, 2023.

On June 25, 2023, Odysight.ai entered into an amendment to these agreements pursuant to which the lease for the Additional Space was shortened and ended on June 30, 2023, and the lease for the Original Space was extended for an additional five years until December 31, 2028. It was also agreed that Odysight.ai has an option to terminate the agreement for the Original Space with six months' notice during the first three years.

Monthly lease payments under the agreement for the Original Space are approximately $7 thousand.

In December 2025, the Company provided six months' notice indicating its intention to terminate the lease agreement as of May 2026. In March 2026, the Company signed a two-year lease agreement for alternative office space in Omer, with the lease commencing on June 28, 2026. At the end of the term, the Company has an option to extend the lease for an additional two years, which the Company has not factored into its lease liability calculation. Monthly lease payments under the agreement are approximately $5 thousand in the first year and approximately $6 thousand in the second year.

b. Ramat Gan office space

In May 2023, Odysight.ai entered into a lease agreement for office space in Ramat Gan, Israel. The agreement is for 48 months beginning on July 1, 2023, and the Company has an option to extend the lease period for an additional two years. The Company does not currently expect to extend the lease period. Monthly lease payments under the agreement are approximately $25 thousand.

Odysight.ai subleases part of the office space in Ramat Gan to a third party for approximately $8 thousand per month.

c. The Company leases vehicles for use by certain of its employees in Israel. The lease terms are typically for three-year periods.

Supplemental cash flow information related to operating leases was as follows:

	Nine months ended September 30,		Three months ended September 30,	
	2026	2025	2026	2025
	Unaudited			
	USD in thousands			
Cash paid for amounts included in the measurement of lease liabilities	463	451	159	155

As of September 30, 2026, the Company's operating leases had a weighted average remaining lease term of 0.75 years and a weighted average discount rate of 6% for vehicles and 12.8% for offices.

The maturities of lease liabilities under operating leases as of September 30, 2026, are as follows:

	Operating leases USD in thousands
Remainder of 2026	151
2027	406
2028	152
2029	2
Total future lease payments	711
Less imputed interest	(38)
Total lease liability balance	673

NOTE 4 – OTHER CURRENT LIABILITIES:

Other current liabilities consisted of the following:

	September 30, 2026	December 31, 2025
	USD in thousands	
Government authorities	-	90
Accrued expenses	343	209
Other payables	117	28
	460	327

NOTE 5 – EQUITY:

a. Private and Public Placements

1. On March 29, 2021, the Company issued to certain investors, including Moshe (Mori) Arkin, a major stockholder and director of the Company, an aggregate of 2,469,156 units in exchange for an aggregate purchase price of $20 million. Each such unit consisted of (i) one share of the Company's common stock and (ii) one warrant to purchase one share of the Company's common stock with an exercise price of $10.35 per share. Each such warrant was exercisable until March 31, 2026 and subject to customary adjustments. Pursuant to the terms of the foregoing warrants, following April 1, 2024, if the closing price of the Company's common stock equaled or exceeded 135% of the aforementioned exercise price (subject to appropriate adjustments for stock splits, stock dividends, stock combinations and other similar transactions after the issue date of the warrants) for any thirty (30) consecutive trading days, the Company could force the exercise of the warrants, in whole or in part, by delivering to these investors a notice of forced exercise.

On March 31, 2026 all warrants expired.

2. On March 16, 2023, the Company entered into stock purchase agreements for a private placement with (i) Moshe (Mori) Arkin and (ii) The Phoenix Insurance Company Ltd. ("Phoenix Insurance") and Shotfut Menayot Israel – Phoenix Amitim ("Phoenix Amitim"), in connection with the sale and issuance of an aggregate of 3,294,117 units, at a purchase price of $4.25 per unit, and for an aggregate purchase price of $14 million. Each unit consisted of: (i) one share of the Company's common stock and (ii) one warrant to purchase one share of the Company's common stock. The warrants are immediately exercisable, expire three years from the date of issuance and are subject to customary adjustments.

During March 2026, all warrants were exercised on a cashless basis, and 407,497 shares were issued accordingly.

3. On February 12, 2025, the Company completed a U.S. underwritten public offering of 3,307,692 shares of the Company's common stock at a price of $6.50 per share. The Company also granted the underwriters a 30-day over-allotment option to purchase up to an additional 496,153 shares at a purchase price of $6.50 per share. On February 14, 2025, the Company sold an additional 345,432 shares of common stock as a result of a partial exercise of the over-allotment option at the public offering price of $6.50 per share. Following the exercise of the over-allotment option, the Company sold a total of 3,653,124 shares of common stock, generating gross proceeds of approximately $23.7 million, prior to the deduction of underwriting discounts, commissions and estimated offering expenses. After deducting issuance costs, the Company received net proceeds of approximately $20.9 million.

4. On August 21, 2026, the Company completed an underwritten public offering of 3,437,500 shares of the Company's common stock at a price of $3.20 per share. The Company also granted the underwriters a 30-day over-allotment option to purchase up to an additional 515,625 shares at a purchase price of $3.20 per share. The option expired without being exercised. The gross proceeds of the offering were approximately $11.0 million, prior to the deduction of underwriting discounts, commissions and offering expenses. After deducting issuance costs, the Company received net proceeds of approximately $9.8 million.

NOTE 5 – EQUITY (continued):

b. Stock-based compensation for employees, directors and service providers:

In February 2020, the Company's Board of Directors approved the 2020 Share Incentive Plan (the "2020 Plan").

The 2020 Plan initially included a pool of 580,890 shares of common stock for grant to Company employees, consultants, directors and other service providers. On March 15, 2020, the Company's Board of Directors approved an increase to the Company's option pool pursuant to the 2020 Plan by an additional 64,099 shares of common stock. On June 22, 2020, the Company's Board of Directors approved an increase to the Company's option pool pursuant to the 2020 Plan by an additional 401,950 shares of common stock. During the second quarter of 2021, the Company's Board of Directors approved an increase to the Company's option pool pursuant to the 2020 Plan by an additional 777,778 shares of common stock. During the first quarter of 2023, the Company's Board of Directors approved an increase to the option pool pursuant to the 2020 Plan by an additional 1,000,000 shares of common stock.

In June 2024, the Company's Board of Directors approved the 2024 Share Incentive Plan (the "2024 Plan"). With adoption of the 2024 Plan, the Company ceased making new awards under the 2020 Plan.

The 2024 Plan initially included a pool of 234,484 shares of common stock, representing the number of shares remaining available for grant under the 2020 Plan. These shares are available for future grant to Company employees, consultants, directors and other service providers. Shares that were subject to awards granted under either the 2020 Plan or the 2024 Plan that have expired, been cancelled or become unexercisable for any reason without having been exercised in full shall become available for future grant under the 2024 Plan.

In July 2024, the Company's Board of Directors approved an increase to the 2024 Plan's option pool by an additional 850,000 shares of common stock. Also in July 2024, the Company's stockholders approved the 2024 Plan. In December 2025, the Company's stockholders approved an increase to the 2024 Plan's option pool by an additional 777,000 shares of common stock. In October 2026, the Company's Board of Directors approved an increase to the 2024 Plan's option pool by an additional 548,283 shares of common stock, which increase is subject to the approval of the Company's stockholders.

The 2020 Plan and 2024 Plan each provide for the grant of stock options (including incentive stock options and nonqualified stock options), shares of common stock, restricted shares, restricted share units, and other share-based awards.

Stock option activity

The following table summarizes stock option activity for the nine months ended September 30, 2026 and September 30, 2025:

	For the nine months ended September 30,			
	2026		2025	
	Amount of options	Weighted average exercise price ($)	Amount of options	Weighted average exercise price ($)
Outstanding at beginning of period	3,340,514	3.95	3,227,234	3.78
Granted	515,000	4.97	331,000	5.37
Exercised	(37,914)	3.49	(61,065)	3.29
Forfeited	(187,080)	4.09	(41,779)	4.14
Outstanding at end of period	3,630,520	4.09	3,455,390	3.94
Vested at end of period	2,895,827	3.79	2,381,217	3.64

The Company estimates the fair value of stock option awards on the grant date using the Black-Scholes option-pricing model. The weighted-average grant date fair value per option granted during the nine months ended September 30, 2026, was $3.85. The fair value of each award is estimated using the Black-Scholes option-pricing model based on the following assumptions: underlying value of shares of $4.64-$5.14, exercise price of $4.70-$5.14, expected volatility of 80.21%-89.28%, term of the options of 4.375-10 years and risk-free interest rate of 3.74%-4.67%.

On February 19, 2026, the Company's Board of Directors approved a three-year extension of the term of 407,034 options that were originally set to expire in 2027 (the "Designated Options"). As a result of this extension, the Company estimated the fair value of the Designated Options both before and after the modification and recognized approximately $400 thousand in stock-based payment expenses. The fair value of the Designated Options was estimated using the Black-Scholes option-pricing model, based on the following assumptions: underlying value of shares of $5.14, exercise price of $2.61, expected volatility of 84.89%-90.02%, term of the options of 0.98-4.34 years and risk-free interest rate of 3.49%-3.575%.

NOTE 5 – EQUITY (continued):

Restricted stock unit ("RSU") activity

Each RSU vests based on continued service to the Company, generally over three years. The grant date fair value of the award is recognized as stock-based compensation expense over the requisite service period. The fair value of restricted stock units was estimated on the date of grant based on the fair value of the Company's common stock.

The following table summarizes RSU activity for the nine months ended September 30, 2026 and September 30, 2025:

	For the Nine months ended September 30,			
	2026		2025	
	Number of RSUs	Weighted Average Grant Date Fair Value per Share ($)	Number of RSUs	Weighted Average Grant Date Fair Value per Share ($)
Outstanding at beginning of period	4,167	3.00	15,419	3.56
Granted	-	-	-	-
Forfeited	-	-	-	-
Vested	(4,167)	3.00	(9,168)	3.94
Unvested and Outstanding at end of period	-	-	6,251	3.0

The following table sets forth the total stock-based payment expenses resulting from options and RSUs granted, included in the statements of operations and comprehensive loss:

	Nine months ended September 30,		Three months ended September 30,	
	2026	2025	2026	2025
	Unaudited			
	USD in thousands			
Cost of revenues	-	(3)	-	-
Research and development	435	807	168	341
Sales and marketing expenses	341	297	120	95
General and administrative	1,026	1,464	176	478
Total expenses	1,802	2,565	464	914

NOTE 6 – REVENUES:

a. Disaggregation of revenue:

(1) During the second quarter of 2022, the Company completed the development of a customer-specific project for a Fortune 500 medical company customer (the "Client") and moved from the project development phase to its production phase. Through the first quarter of 2025, the Company recognized development services revenues and costs that had been previously deferred based on the expected manufacturing term of the product, which the Company estimated originally at seven years. During the first quarter of 2025, due to the fact that the Company had not received a purchase order from the Client and did not expect to receive such order, the Company decided to fully derecognize the contract fulfillment asset and contract liability associated with the Client, in the amount of $957 thousand and $1,690 thousand, respectively.

(2) During the nine months ended September 30, 2026, the Company recognized revenues from customization and development services in which the performance obligation is satisfied over time in the amount of $915 thousand.

b. Unbilled receivables, Contract fulfillment assets, Contract liabilities and Advances from customers:

Unbilled receivables represent revenue recognized for goods or services delivered to a customer, but not yet invoiced.

The change in unbilled receivables:

	September 30, 2026	December 31, 2025
	USD in thousands	
Balance at beginning of period	615	185
Contract revenues recognized during the period	142	430
Balance at end of period	757	615

The change in contract fulfillment assets:

	September 30, 2026	December 31, 2025
	USD in thousands	
Balance at beginning of period	-	1,017
Contract costs recognized during the period	-	(1,017)
Balance at end of period	-	-

Contract liabilities include deferred service and advance payments.

The change in contract liabilities and in advances from customers:

	September 30, 2026	December 31, 2025
	USD in thousands	
Balance at beginning of period	165	2,075
Advances from customers during the period	40	178
Revenue recognized during the period	(110)	(2,088)(*)
Balance at end of period	95	165

(*)Includes the full derecognition of contract liability associated with the Client, in the amount of $1,690 thousand, as described in Note 6(a)(1).

Remaining Performance Obligations

Remaining Performance Obligations ("RPO") represents contracted revenue that has not yet been recognized, which includes deferred revenue and amounts that are expected to be invoiced and recognized as revenue in future periods. As of September 30, 2026, the total RPO amounted to approximately $16.0 million.

NOTE 7 – INVENTORY:

Composed as follows:

	September 30, 2026	December 31, 2025
	USD in thousands	
Raw materials and supplies	193	50
Finished goods	279	-
	472	50

During the nine months ended September 30, 2026, no impairment occurred.

During the nine months ended September 30, 2025, the Company recognized an inventory impairment related to a medical client in the amount of $203 thousand. See Note 6(a)(1).

NOTE 8 – LOSS PER SHARE

Basic loss per share is computed by dividing net loss attributable to common stockholders of the Company by the weighted average number of common shares as described below.

Basic net loss per share is computed based on the weighted average number of shares outstanding during each period. Diluted net loss per share is computed based on the weighted average number of shares outstanding during each period, plus the dilutive potential of the common stock considered outstanding during the period, in accordance with ASC 260-10, "Earnings per Share."

All outstanding stock options and warrants have been excluded from the calculation of the diluted loss per share for the period, since all such securities have an anti-dilutive effect.

The following table represents potential common shares outstanding that were excluded from the computation of diluted net loss per share because their effect would have been anti-dilutive:

	September 30, 2026	December 31, 2025
Options	3,630,520	3,340,514
Restricted stock unit	-	4,167
Warrants	-	5,763,273
	3,630,520	9,107,954

NOTE 9 – COMMITMENTS AND CONTINGENCIES

In April 2023, the Company received approval from the Israel Innovation Authority (the "IIA") to support and enhance the Company's production line and capabilities in the next 24 months until April 2025. Pursuant to the agreement with the IIA relating to the program, the Company is required to pay royalties of 3% to the IIA up to the amount of IIA funding received and the accrued interest. Repayment of the grant is contingent upon the Company successfully completing its enhancement plans and generating sales from the enhancements performed.

Total IIA royalty-bearing grants approved for the Company amounted to approximately $80,000.

The Company does not currently expect to repay these grants as its enhancement plans are not completed, are aborted or have generated no sales.

NOTE 10 – SEGMENT REPORTING

Segment information is prepared on the same basis that the chief executive officer, who is the Company's chief operating decision maker, manages the business, makes business decisions and assesses performance. The Company has one reportable segment specializing in vision-based platform solutions as described in Note 1.

The chief executive officer assesses performance for this segment and decides how to allocate resources. The measure of segment assets is reported on the balance sheet as total assets. The chief executive officer performs the assessment of segment performance by using the reported measure of segment profit or loss to monitor budget versus actual results.

The table below summarizes the significant expense categories regularly reviewed by the chief operating decision maker for the nine months and three months ended September 30, 2026 and 2025:

	Nine months ended September 30,		Three months ended September 30,	
	2026	2025	2026	2025
	Unaudited			
	USD in thousands			
Revenues	926	2,576	424	149
Cost of Revenues (*)	555	1,875	233	126
Research and Development expenses (*)	6,476	6,454	1,993	2,114
Sales and marketing (*)	2,410	1,305	749	486
General and Administrative expenses (*)	3,719	3,994	1,262	1,186
Other segment items:				
Stock-based payments	1,802	2,565	464	914
Depreciation	82	88	26	30
Loss from sales of property and equipment	97	-	43	-
Finance income, net	496	949	132	291
Net loss	(13,719)	(12,756)	(4,214)	(4,416)

(*) Excluding share-based payments, depreciation expense, loss from sales of property and equipment and finance income, net.

NOTE 11 – SUBSEQUENT EVENTS

The Company evaluated subsequent events and transactions that occurred after the balance sheet date through the date the financial statements were issued and identified none requiring disclosure or adjustment.

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

Readers are advised to review the following discussion and analysis of our financial condition and results of operations together with our interim condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and related notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2025. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. See "Special Note Regarding Forward-Looking Statements." You should review the "Risk Factors" in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2025 for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

We were incorporated under the laws of the State of Nevada on March 22, 2013, under the name Intellisense Solutions Inc.

On December 30, 2019, we acquired all of the issued and outstanding share capital of ScoutCam Ltd. and, on December 31, 2019, we changed our name to ScoutCam Inc. Following this acquisition, we integrated and fully adopted the acquired miniaturized imaging business as our primary business activity. On June 5, 2023, we changed our name to Odysight.ai Inc. On February 11, 2025, our common stock began trading on the Nasdaq Capital Market under the symbol "ODYS," and on April 9, 2026, our common stock began trading on the Tel Aviv Stock Exchange under the same symbol.

We are a pioneer in the development, production and marketing of an innovative visual monitoring AI solution that deploys small visual sensors to monitor critical safety components in hard-to-reach locations and harsh environments, across various Predictive Maintenance, or PdM, and Condition Based Monitoring, or CBM, use cases applied both for the civil and defense sectors. We aim to be the industry benchmark for real-time, visual-based machine and infrastructure health monitoring and predictive maintenance analysis through AI and machine learning (ML) data analytics.

Our solution streams visual information to our processing unit, an in-platform, high-performance AI and ML computer, allowing maintenance and operations teams, on the ground and during operations, visibility into areas that are inaccessible under normal operating conditions or where conditions are not suitable for continuous monitoring. The data, continuously collected and analyzed by our solution on our secured cloud, provides customers with real-time failure / anomaly detection, events and data recordings, interfacing with platform mission systems and providing real-time alerts and streaming video or images, all while training our algorithms for ongoing improved accuracy and prediction capabilities. Our customers use the prediction capabilities of our solution to efficiently plan maintenance work on monitored components, benefiting from increased safety, a reduction in downtime, a more efficient data-driven operation, increased mission readiness and lower maintenance costs for their monitored platforms.

Our solution enhances safety and minimizes downtime by enabling real-time visual analysis of any failure occurrences and leveraging advanced big data analytics to offer predictive insights throughout the entire system lifecycle. This includes efficient spare parts management and intelligent performance predictions, ensuring optimal system reliability and efficiency.

Our solutions are already deployed in the aviation, industrial and automotive sectors. While historically, our revenue stream has been derived mainly from the medical sector, today our customers include the Israeli Air Force, the Israeli Ministry of Defense, Honeywell Aerospace, a global defense contractor, the National Aeronautics and Space Administration (NASA) and Israel Railways Ltd., as well as a leading European provider of elevator monitoring solutions. We have also entered into a Cooperative Research and Development Agreement (CRADA) with the Naval Air Warfare Center Aircraft Division Lakehurst (NAWCAD).

Public Offering, Nasdaq Listing and TASE Listing

In February 2025, we closed a public offering, including the exercise of an over-allotment option granted to the underwriters in the public offering. The public offering price and the over-allotment option exercise price were $6.50 per share. In the aggregate, we sold a total of 3,653,124 shares of common stock, generating gross proceeds of approximately $23.7 million, prior to the deduction of underwriting discounts, commissions and estimated offering expenses. After deducting issuance costs, we received net proceeds of approximately $20.9 million. Also in February 2025, our common stock began trading on the Nasdaq Capital Market under the symbol "ODYS".

On April 9, 2026, our common stock began trading on the TASE under the same symbol "ODYS" following our application to voluntarily list our shares of common stock on the TASE.

On August 21, 2026, we completed an underwritten public offering of 3,437,500 shares of our common stock at a price of $3.20 per share. We also granted the underwriters a 30-day over-allotment option to purchase up to an additional 515,625 shares at a purchase price of $3.20 per share. The option expired without being exercised. The gross proceeds of the offering were approximately $11.0 million, prior to the deduction of underwriting discounts, commissions and offering expenses. After deducting issuance costs, we received net proceeds of approximately $9.8 million.

Impact of the Ongoing War in the Middle East on Our Business

In October 2023, the Hamas terrorist organization launched a series of terror attacks on civilian and military targets adjacent to the Gaza Strip in southern Israel. Israel subsequently declared war and commenced a military campaign against Hamas. While the parties reached a framework in October 2025 that contemplates a potential permanent end to the war with Hamas, there can be no assurance that any ceasefire will be sustained or will result in a lasting resolution. Furthermore, Israel has experienced hostilities on other fronts, including with Hezbollah along Israel's northern border, attacks and threats from the Houthis in Yemen and several significant direct confrontations with Iran. The security situation escalated significantly on February 28, 2026, when the United States and Israel attacked Iran, which responded with missile and drone attacks on Israel, U.S. forces and other targets in the region, causing civilian casualties and property damage in Israel. In March 2026, Hezbollah joined the conflict, leading to Israeli strikes and a ground incursion in Lebanon.

Ceasefire arrangements reached between April and June 2026, including a June 2026 U.S.-Iran memorandum of understanding, have been repeatedly violated, and the memorandum collapsed in July 2026 amid renewed hostilities in the Strait of Hormuz, which remains largely closed to commercial shipping. The situation remains volatile and future developments are difficult to predict. In November 2026, U.S. President Donald Trump reportedly announced that U.S. military aid to Israel, currently approximately $3.8 billion annually, would end after 2026. The timing and terms remain unclear, but any reduction or termination of such aid could adversely affect the Israeli Ministry of Defense budget and procurement on which our Israeli defense business depends. To date, the closure of the Strait of Hormuz has not had a material impact on our supply chain, logistics or component costs. The conclusion of wars or other conflicts may result in changes to regional alliances, shifts in security postures, and the imposition of new sanctions or trade restrictions, any of which could have an adverse impact on our operations. Additionally, such periods may be characterized by heightened uncertainty, including the possibility of contentious political debate and protests, economic instability or changes in government policies that could adversely affect the Israeli economy and, in turn, our business, financial condition and results of operations.

Although these conflicts have not had a material adverse effect on our business to date, we have experienced disruptions to work routines, periodic travel limitations and occasional rocket fire requiring employees at our Omer and Ramat Gan offices to take temporary shelter. Our offices were closed on certain days during the recent rounds of conflict with Iran and Hezbollah pursuant to instructions from Israel's Home Front Command. To mitigate these effects, we have adopted work-from-home measures, increased employee overtime and utilized third-party outsourcing where necessary. Furthermore, many of our employees and executives are obligated to perform military reserve duty. Since October 2023, several of our executives, including our CEO, have been periodically called up to active duty. Our operations could be disrupted by future call-ups and by the absence of a significant number of our employees or key management members.

The ongoing conflict has influenced our commercial environment in the following ways:

- **Customer Prioritization**: During more intense periods of the conflict, including during the recent rounds of hostilities with Iran, some Israeli clients have prioritized other matters, which has caused occasional delays in finalizing purchase orders and deliveries of existing projects. These delays have had a temporary impact on our business.

- **Defense Technology Interest**: Conversely, due to intensive flight hours flown by the Israeli Air Force and an enhanced Ministry of Defense budget, we have seen growing interest in our technology from Israeli government agencies and R&D programs. This may lead to a more rapid assimilation of our technology into relevant platforms than previously anticipated. However, there can be no assurance that this interest will continue or result in orders, particularly if the Israeli Ministry of Defense budget is reduced or its approval is delayed, including as a result of any reduction in U.S. military aid to Israel or the current political uncertainty in Israel. See Part II, Item 1A, "Risk Factors."

- **International Sentiment**: The war has increased negative sentiments regarding Israel and Israeli companies internationally, including efforts to boycott Israeli goods and services and specific efforts targeting Israeli defense firms. While we have faced challenges, such as initial bans from industry conferences that were later overturned, these efforts have not impacted our participation in such events to date.

- **Insurance Coverage**: Our insurance policies do not cover losses that may occur as a result of war and terrorism. While the Israeli government currently covers the reinstatement value of direct damages caused by such acts, there is no assurance this coverage will be maintained or will sufficiently cover our potential damages. Any significant damage to our facilities or disruption of trade between Israel and its trading partners could have a material adverse effect on our business.

Comparison of the nine months ended September 30, 2026 and 2025

The following table summarizes our results of operations for the nine-month periods ended September 30, 2026 and 2025, together with the changes in those items in dollars in thousands and as a percentage:

	Nine months ended September 30,		
	2026	2025	% Change
Revenues	926	2,576	(64)%
Cost of Revenues	555	1,882	(71)%
Gross Profit	371	694	(47)%
Research and development expenses	6,979	7,322	(5)%
Sales and marketing expense	2,752	1,604	72%
General and administrative expenses	4,855	5,473	(11)%
Operating Loss	(14,215)	(13,705)	4%

Revenues

As a result of the nature of our target market and the current stage of our development, a substantial portion of our revenue comes from a limited number of customers.

For the nine months ended September 30, 2026, we generated revenues of $926 thousand, compared to $2,576 thousand for the nine months ended September 30, 2025. The decrease in revenues was mainly attributable to $1,862 thousand of revenues recognized in the first quarter of 2025 from a Fortune 500 medical company customer, of which $1,690 thousand resulted from the full derecognition of a contract liability, a non-recurring item.

Revenues for the first nine months of $926 thousand are primarily attributable to the aerospace domain and are up 29% compared to $714 thousand for the nine months ended September 30, 2025 in the same domain.

Cost of Revenues

Cost of revenues was $555 thousand for the nine months ended September 30, 2026, compared to $1,882 thousand for the nine months ended September 30, 2025. In the first nine months ended September 30, 2025 we had additional costs of approximately $1,412 thousand related to the medical domain.

Cost of revenues for the first nine months of $555 thousand was primarily attributable to the aerospace domain, compared to $470 thousand for the nine months ended September 30, 2025 in the same domain.

Gross Profit

Gross profit was $371 thousand for the nine months ended September 30, 2026, compared to gross profit of $694 thousand for the nine months ended September 30, 2025. In the first nine months ended September 30, 2025 we had additional profit of approximately $450 thousand related to the medical domain.

Gross Profit for the first nine months of $371 thousand was primarily attributable to the aerospace domain, compared to $244 thousand for the nine months ended September 30, 2025 in the same domain.

Research and Development Expenses

Research and development efforts are focused on developing additional functionality for our new and existing products, as well as monitoring new product development. These expenses primarily consist of employee-related expenses, including salaries, benefits and stock-based compensation expense for personnel engaged in research and development functions, consulting and professional fees related to research and development activities, prototype materials, facility costs and other allocated expenses, which include expenses for rent and maintenance of our facility, utilities, depreciation and other supplies. We expense research and development costs as incurred.

Research and development expenses for the nine months ended September 30, 2026 were $6,979 thousand, compared to $7,322 thousand for the nine months ended September 30, 2025.

The decrease in research and development expenses for the nine months ended September 30, 2026 was primarily attributable to the rebuilding of our research and development teams, as well as workforce efficiency measures taken with subcontractors, the adoption of AI tools and a decrease in stock-based compensation. This decrease was partly offset by an increase in expenses due to foreign exchange rate fluctuations resulting from the appreciation of the Israeli Shekel.

Sales and Marketing Expenses

Sales and marketing expenses primarily consist of payroll expenses, consulting services, promotional materials, exhibitions, demonstration equipment, travel and certain allocated facility infrastructure costs.

Sales and marketing expenses for the nine months ended September 30, 2026 were $2,752 thousand, compared to $1,604 thousand for the nine months ended September 30, 2025.

The increase in sales and marketing expenses was primarily driven by our enhanced global selling and marketing activities, including efforts to penetrate new territories and market verticals and enhance product visibility. This led to higher expenses associated with the recruitment of new personnel and marketing consultants and the reclassification of two employees to the Sales and Marketing department.

General and Administrative Expenses

General and administrative expenses primarily consist of salaries and other related costs, including stock-based compensation, for personnel in executive, finance and administrative functions. General and administrative expenses also include direct and allocated facility-related costs as well as professional fees for legal, patent, consulting, investor, public relations, accounting, auditing, tax services and insurance costs.

General and administrative expenses for the nine months ended September 30, 2026 were $4,855 thousand, compared to $5,473 thousand for the nine months ended September 30, 2025.

The decrease in general and administrative expenses was primarily due to a decrease in expenses related to our fundraising and uplisting to Nasdaq, which occurred during the three months ended March 31, 2025, and a decrease in stock-based compensation.

Operating Loss

We incurred an operating loss of $14,215 thousand for the nine months ended September 30, 2026, compared to an operating loss of $13,705 thousand for the nine months ended September 30, 2025.

The increase in operating loss was due to a decrease in gross profit and an increase in sales and marketing expenses, each as described above, partially offset by a decrease in research and development expenses and in general and administrative expenses.

Cash Flows

Our primary uses of cash from operating activities have been for payroll expenses, research and development costs, manufacturing costs, marketing and promotional expenses, professional services costs and costs related to our facilities.

The following table sets forth the significant sources and uses of cash for the periods set forth below (in dollars in thousands):

	Nine months ended September 30,	
	2026	2025
Cash used in Operating Activities	(13,014)	(9,821)
Cash provided by (used in) Investing Activities	(352)	269
Cash provided by Financing Activities	10,076	21,057

Operating Activities

During the nine months ended September 30, 2026, cash used in operating activities was $13.0 million, consisting of net loss of $13.7 million and an unfavorable net change in operating assets and liabilities of $1.2 million, partially offset by a non-cash benefit of $1.9 million. Our non-cash benefit consisted primarily of non-cash charges for stock-based compensation. The net change in our operating assets and liabilities primarily reflects cash outflows from changes in accounts receivable, an increase in inventory, an increase in current and non-current other assets and a decrease in operating lease liability, partially offset by inflows from a decrease in right-of-use asset.

During the nine months ended September 30, 2025, cash used in operating activities was $9.8 million, consisting of net loss of $12.8 million, partially offset by a favorable net change in operating assets and liabilities of $0.3 million and a non-cash benefit of $2.6 million. Our non-cash benefit consisted primarily of non-cash charges for stock-based compensation. The net change in our operating assets and liabilities primarily reflects cash inflows from changes in accounts receivable and a decrease in contract fulfillment assets, partially offset by outflows from changes in current and non-current contract liabilities and advances from customers.

Investing Activities

During the nine months ended September 30, 2026, cash used in investing activities was $0.4 million, attributable mainly to an investment in short-term deposits.

During the nine months ended September 30, 2025, net cash provided by investing activities was $0.3 million, consisting mainly of a withdrawal of short-term deposits.

Financing Activities

During the nine months ended September 30, 2026, cash provided by financing activities was $10.1 million, consisting of cash proceeds from issuance of shares, net of issuance costs, and proceeds from options exercise.

During the nine months ended September 30, 2025, cash provided by financing activities was $21.1 million, consisting of cash proceeds from issuance of shares, net of issuance costs, and proceeds from options exercise.

Comparison of the three months ended September 30, 2026 and 2025

The following table summarizes our results of operations for the three-month periods ended September 30, 2026 and 2025, together with the changes in those items in dollars in thousands and as a percentage:

	Three months ended September 30,		
	2026	2025	% Change
Revenues	424	149	185%
Cost of Revenues	233	126	85%
Gross Profit	191	23	730%
Research and development expenses	2,182	2,479	(12)%
Sales and marketing expense	869	580	50%
General and administrative expenses	1,486	1,671	(11)%
Operating Loss	(4,346)	(4,707)	(8)%

Revenues

As a result of the nature of our target market and the current stage of our development, a substantial portion of our revenue comes from a limited number of customers.

For the three months ended September 30, 2026, we generated revenues of $424 thousand, compared to $149 thousand for the three months ended September 30, 2025.

The increase in revenue was primarily driven by the completion of ongoing projects, coupled with the commencement of new projects and continued progress on existing projects.

Cost of Revenues

Cost of revenues for the three months ended September 30, 2026 was $233 thousand, compared to cost of revenues of $126 thousand for the three months ended September 30, 2025.

The increase in cost of revenues is consistent with the increase in revenues and primarily attributable to the same factors.

Gross Profit

Gross profit for the three months ended September 30, 2026 was $191 thousand, compared to gross profit of $23 thousand for the three months ended September 30, 2025.

The increase in gross profit was due to the increase in revenues, partially offset by the increase in cost of revenues, as described above.

Research and Development Expenses

Research and development efforts are focused on new product development and on developing additional functionality for our new and existing products. These expenses primarily consist of employee-related expenses, including salaries, benefits and stock-based compensation expense for personnel engaged in research and development functions, consulting and professional fees related to research and development activities, prototype materials, facility costs and other allocated expenses, which include expenses for rent and maintenance of our facility, utilities, depreciation and other supplies. We expense research and development costs as incurred.

Research and development expenses for the three months ended September 30, 2026 were $2,182 thousand, compared to $2,479 thousand for the three months ended September 30, 2025.

The decrease in research and development expenses for the three months ended September 30, 2026 was primarily attributable to the rebuilding of our research and development teams, as well as efficiency steps taken with subcontractors, the adoption of AI tools and a decrease in stock-based compensation.

Sales and Marketing Expenses

Sales and marketing expenses primarily consist of payroll and related expenses, consulting services, promotional materials, exhibitions, demonstration equipment, travel and certain allocated facility infrastructure costs.

Sales and marketing expenses for the three months ended September 30, 2026 were $869 thousand, compared to $580 thousand for the three months ended September 30, 2025.

The increase in sales and marketing expenses was primarily driven by our enhanced global selling and marketing activities, including efforts to penetrate new territories and market verticals and enhance product visibility. This led to higher expenses associated with the recruitment of new personnel and marketing consultants.

General and Administrative Expenses

General and administrative expenses primarily consist of salaries and other related costs, including stock-based compensation, for personnel in executive, finance and administrative functions. General and administrative expenses also include direct and allocated facility-related costs as well as professional fees for legal, patent, consulting, investor, public relations, accounting, auditing, tax services and insurance costs.

General and administrative expenses for the three months ended September 30, 2026 were $1,486 thousand, compared to $1,671 thousand for the three months ended September 30, 2025.

The decrease in general and administrative expenses was primarily due to a decrease in stock-based compensation, partially offset by an increase in expenses due to foreign exchange rate fluctuations resulting from the appreciation of the Israeli Shekel.

Operating Loss

We incurred an operating loss of $4,346 thousand for the three months ended September 30, 2026, compared to an operating loss of $4,707 thousand for the three months ended September 30, 2025.

The decrease in operating loss was due to an increase in gross profit, a decrease in research and development expenses and a decrease in general and administrative expenses, partially offset by an increase in sales and marketing expenses, each as described above.

Cash Flows

Our primary uses of cash from operating activities have been for payroll expenses, research and development costs, manufacturing costs, marketing and promotional expenses, professional services costs and costs related to our facilities.

The following table sets forth the significant sources and uses of cash for the periods set forth below (in dollars in thousands):

	Three months ended September 30,	
	2026	2025
Cash used in Operating Activities	(4,301)	(3,418)
Cash used in Investing Activities	(9)	(11)
Cash provided by Financing Activities	9,943	1

Operating Activities

During the three months ended September 30, 2026, cash used in operating activities was $4.3 million, consisting of net loss of $4.2 million and an unfavorable net change in operating assets and liabilities of $0.6 million, partially offset by a non-cash benefit of $0.5 million. Our non-cash benefit consisted primarily of non-cash charges of $0.5 million for stock-based compensation. The net change in our operating assets and liabilities primarily reflects cash outflows from decrease in operating lease liability, increase in current and non-current assets, increase in inventory, and decrease in current and non-current contract liabilities and advances from customers, partially offset by cash inflows from decrease in accounts receivable and decrease in right-of-use assets.

During the three months ended September 30, 2025, cash used in operating activities was $3.4 million, consisting of net loss of $4.4 million and a non-cash benefit of $1.0 million. Our non-cash benefit consisted primarily of non-cash charges of $0.9 million for stock-based compensation.

Investing Activities

For the three months ended September 30, 2026, net cash used in investing activities was $9 thousand, attributable to purchases of property and equipment, partially offset by proceeds from the sale of property and equipment.

For the three months ended September 30, 2025, net cash used in investing activities was $11 thousand, attributable to a purchase of property and equipment.

Financing Activities

For the three months ended September 30, 2026, net cash provided by financing activities was $9.9 million, attributable to proceeds from issuance of shares, net of issuance costs.

For the three months ended September 30, 2025, net cash provided by financing activities was $1 thousand, consisting of proceeds from options exercise, partially offset by issuance expenses.

Backlog

Backlog represents booked orders based on purchase orders or hard commitments but not yet recognized as revenue. Orders included in backlog may be cancelled or rescheduled by customers. A variety of conditions, both specific to the individual customer and generally affecting the customer's industry, may cause customers to cancel, reduce or delay orders that were previously made or anticipated. We cannot assure the timely replacement of cancelled, delayed or reduced orders. Backlog is presented for supplemental informational purposes only and is not intended to be a substitute for any GAAP financial measures, including revenue or net income (loss), and, as calculated, may not be comparable to companies in other industries or within the same industry with similarly titled measures of performance. In addition, backlog should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Therefore, backlog should be considered in addition to, not as a substitute for, or in isolation from, measures prepared in accordance with GAAP.

Our backlog as of September 30, 2026 was approximately $16.0 million compared to approximately $13.8 million as of December 31, 2025.

Liquidity and Capital Resources

Overview

As of September 30, 2026, we had cash and cash equivalents and restricted deposit of approximately $23.2 million compared to cash and cash equivalents and restricted cash of approximately $26.0 million as of December 31, 2025. In addition, as of September 30, 2026, we had an accumulated deficit of $76.7 million compared to $63.0 million as of December 31, 2025.

Our primary sources of liquidity to date have been from fundraising, revenues from customers, and warrant and option exercises. On August 21, 2026, we completed an underwritten public offering of 3,437,500 shares of our common stock at a price of $3.20 per share. We also granted the underwriters a 30-day over-allotment option to purchase up to an additional 515,625 shares at a purchase price of $3.20 per share. The option expired without being exercised. The gross proceeds of the offering were approximately $11.0 million, prior to the deduction of underwriting discounts, commissions and offering expenses. After deducting issuance costs, we received net proceeds of approximately $9.8 million. Our Sales Agreement, dated June 5, 2026, with Roth Capital Partners, LLC, as sales agent, was terminated effective August 21, 2026.

Additional Cash Requirements

We plan to continue to invest in long-term growth, and therefore our expenses may continue to grow. We currently believe that our existing cash and cash equivalents will allow us to fund our operating plan through at least the next 12 months from the date of this Quarterly Report on Form 10-Q. Our expenses may increase in connection with our ongoing activities, particularly as we continue our commercialization efforts, research and development and the scale-up of our solutions. We expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution. Furthermore, we will continue to incur additional costs associated with operating as a public company. Accordingly, we expect that we will need to raise additional capital before we become profitable from sales of our solutions and may do so to expand our business, pursue strategic investments, take advantage of financing opportunities or for other reasons. We may raise these funds through equity financing, debt financing or other sources, which may result in further dilution in the equity ownership of our common stock. There is no assurance that we will be able to maintain operations at a level sufficient for investors to obtain a return on their investment in our common stock, or that we will be able to raise sufficient capital required to implement our business plan on acceptable terms, if at all. Even if we are successful in raising sufficient capital to implement our business plan, we will, most likely, continue to be unprofitable for the foreseeable future. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs or future commercialization efforts.

Contractual Obligations and Commitments

Operating lease payments represent our commitment for future payments under leases for our offices in Israel and for vehicle leasing. The total future payments for our operating lease obligations as of September 30, 2026 were approximately $711 thousand. For additional details regarding our leases, see Note 3 to our interim condensed consolidated financial statements for the nine months ended September 30, 2026.

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined under SEC rules.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company, we are not required to provide the information requested by this Item.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

No change in our internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f), occurred during the fiscal quarter ended September 30, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in legal proceedings relating to claims arising from the ordinary course of business. Our management believes that there are currently no claims or actions pending against us, the ultimate disposition of which could have a material adverse effect on our results of operations, financial condition or cash flows.

ITEM 1A. RISK FACTORS

Except as set forth below, there have been no material changes from the information set forth in "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC on March 19, 2026.

Political and economic conditions in Israel could materially and adversely affect our business, financial condition and results of operations.

The following supplements the risk factor captioned "Our headquarters and other significant operations are located in Israel and therefore our business, financial condition and results of operation may be adversely affected by political, economic and military instability in Israel" in our Annual Report on Form 10-K. Israel is currently experiencing significant political uncertainty. The general election held in October 2026 did not produce a clear parliamentary majority for any political bloc, and the formation of a new government remains uncertain. If a government cannot be formed, Israel may hold further elections, and the outgoing government would continue to serve in a caretaker capacity in the meantime, with limited ability to adopt new policies or approve a state budget. Israel has experienced similar periods of political deadlock in recent years, including repeated elections between 2019 and 2022 and extended periods without a permanent government or an approved budget. A prolonged period of political deadlock, caretaker government or repeated elections could delay or disrupt government decisions, procurement decisions, defense budget approvals and regulatory or contracting processes on which our Israeli defense business depends. It could also adversely affect the Israeli economy, Israel's sovereign credit ratings and Israeli capital markets.

The security situation in Israel and the Middle East, and potential changes in U.S. military aid to Israel, could materially and adversely affect our business, financial condition and results of operations.

Since the filing of our Annual Report on Form 10-K, ceasefire arrangements involving Israel, the United States and Iran have been repeatedly violated, and the June 2026 U.S.-Iran memorandum of understanding collapsed in July 2026 amid renewed hostilities in the Strait of Hormuz, which remains largely closed to commercial shipping. Continued or escalated hostilities could disrupt our operations, including through office closures, the call-up of our employees and executives for military reserve duty and delays in customer orders and deliveries, and could disrupt the shipment of components and products or increase our costs. In addition, in November 2026, U.S. President Donald Trump reportedly announced that U.S. military aid to Israel would end after 2026. A portion of our business is dependent on the Israeli Ministry of Defense and the Israeli Air Force, and any reduction or termination of U.S. military aid could potentially reduce or delay Israeli defense procurement, which could adversely affect future potential deals.

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

During the three months ended September 30, 2026, we did not have any sales of unregistered securities.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Director Rule 10b5-1 Trading Arrangement

Other than as described below, during the quarter ended September 30, 2026, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (in each case, as defined in Item 408 of Regulation S-K).

On August 31, 2026 Inbal Kreiss, a member of the Company's Board of Directors, adopted a trading arrangement for the sale of shares of the Company's common stock that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act. The arrangement provides for the sale of common stock issuable upon the exercise of certain stock options held by Ms. Kreiss. The trading arrangement expires on the earlier of November 30, 2027 and the completion of all sales under the arrangement. Pursuant to the arrangement, the aggregate number of shares for which such options are to be exercised, and the aggregate number of shares of common stock to be sold upon exercise of those options, is not to exceed 61,025.

Amended and Restated Bylaws

On November 12, 2026, the Company's Board of Directors approved and adopted Amended and Restated Bylaws of the Company (as so amended and restated, the "Bylaws"), which became effective immediately upon such approval. The Bylaws were amended principally to conform the Company's bylaws to applicable provisions of Nevada law and to make certain related updates. The Bylaws were amended to, among other things:

- eliminate the ability of stockholders to act by written consent, such that any action required or permitted to be taken by the stockholders must be effected at a duly called annual or special meeting of stockholders (previously, unless otherwise prohibited under exchange rules, stockholders holding a majority of the shares entitled to vote could act by written consent without a meeting);
- provide that any director, or the entire Board of Directors, may be removed from office by the affirmative vote of stockholders representing not less than two-thirds of the voting power of the issued and outstanding stock entitled to vote (or such greater percentage as may be set forth in the Articles of Incorporation), in accordance with Section 78.335 of the Nevada Revised Statutes (the "NRS") (previously the bylaws provided that directors could be removed only for cause and only by the affirmative vote of the holders of at least 70% of the voting power of the outstanding shares entitled to vote in the election of directors);
- require the Board of Directors to fix a new record date if a stockholder meeting is adjourned to a date more than 60 days after the date set for the original meeting, as required by NRS 78.350, with notice of the adjourned meeting to be given to stockholders of record as of the new record date (previously, the bylaws contemplated new notice if a meeting was adjourned for more than 30 days or a new record date was fixed);
- delete the requirement that the Company prepare and make available for examination, at least 10 days before each stockholder meeting, a list of the stockholders entitled to vote at the meeting; and
- provide that stockholders have such rights to inspect and copy the Company's books and records as are provided by, and subject to the conditions and limitations of, the NRS, including NRS 78.105 and NRS 78.257, as applicable (previously, any stockholder of record could inspect the stock ledger, stockholder list and other books and records for any proper purpose upon written demand under oath).

The Bylaws also include certain technical, conforming and clarifying changes.

The foregoing description of the Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is filed as Exhibit 3.2.1 to this Quarterly Report on Form 10-Q and is incorporated herein by reference.

ITEM 6. EXHIBITS

(a) The following documents are filed as exhibits to this Quarterly Report on Form 10-Q or incorporated by reference herein.

Exhibit Number	Description
3.1.1	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1.1 to our Form S-1 filed with the SEC on July 17, 2023)
3.2.1*	Amended and Restated Bylaws adopted November 12, 2026
31.1*	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act
31.2*	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act
32.1**	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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 Data File (formatted in Inline XBRL and contained in Exhibit 101)
*	Filed herewith.
**	Furnished herewith.

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 hereunto duly authorized.

Date: November 16, 2026

ODYSIGHT.AI INC

By: */s/ Yehu Ofer*
Name: Yehu Ofer
Title: Chief Executive Officer
Odysight.ai Inc

By: */s/ Einav Brenner*
Name: Einav Brenner
Title: Chief Financial Officer
Odysight.ai Inc

Exhibit 3.2.1

AMENDED AND RESTATED
BYLAWS
OF
ODYSIGHT.AI INC.

(effective as of November 12, 2026)

ARTICLE I

Meetings of Stockholders and Stockholder Matters

SECTION 1. Annual Meeting. An annual meeting of the stockholders of Odysight.ai Inc., a Nevada corporation (hereinafter, the "Corporation") for the election of directors to succeed only those whose terms expire in such year (the "Applicable Class") and for the transaction of such other proper business as may properly come before the meeting shall be held at such time, date and place, either within or without the State of Nevada, as shall be designated by resolution of the Board of Directors. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but instead shall be held solely by means of remote communication as provided under the Nevada Revised Statutes (as amended from time to time, the "NRS").

SECTION 2. Special Meetings. Special meetings of stockholders for any purpose or purposes may be called by the Board of Directors acting pursuant to a resolution approved by the affirmative vote of a majority of the Directors then in office. Only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders of the Corporation. No other person(s) may call a meeting of the stockholders. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but instead shall be held solely by means of remote communication as provided under the NRS.

SECTION 3. Notice of Meetings. Written notice of each meeting of the stockholders, which shall state the time, date and place of the meeting and in the case of a special meeting, the purpose or purposes for which it is called, shall, unless otherwise provided by applicable law, the Articles of Incorporation or these bylaws, be given not less than ten (10) nor more than sixty (60) days before the date of such meeting to each stockholder entitled to vote at such meeting, and, if mailed, it shall be deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation. Whenever notice is required to be given, a written waiver thereof signed by the person entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4. Adjournments. Any meeting of the stockholders may adjourn from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the date, time and place, if any, thereof are announced at the meeting at which the adjournment is taken, unless a new record date is fixed for the adjourned meeting. At any such adjourned meeting at which a quorum may be present, the Corporation may transact any business which might have been transacted at the original meeting. The Board of Directors shall fix a new record date if the meeting is adjourned to a date more than sixty (60) days later than the date set for the original meeting, as required by NRS 78.350. If a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the adjourned meeting as of such new record date.

SECTION 5. Quorum. Except as otherwise provided by Nevada law, the Articles of Incorporation or these bylaws, the holders of at least 33 1/3 percent of the voting power of all classes and series of stock entitled to vote at the meeting, present in person or by proxy, regardless of whether the proxy has authority to vote on all matters, will constitute a quorum at all meetings of the stockholders for the transaction of business. In the absence of a quorum, the holders of a majority of the shares present in person or represented by proxy and entitled to vote may adjourn the meeting from time to time in the manner described in Section 4 of this Article I.

SECTION 6. Organization. At each meeting of the stockholders, the Chairman of the Board, or in his or her absence or inability to act, the Chief Executive Officer or, in his or her absence, the President or, in his absence or inability to act, a Vice President or, in the absence or inability to act of such persons, any person designated by the Board of Directors, shall act as chairman of the meeting. The Secretary or, in his or her absence or inability to act, any person appointed by the chairman of the meeting shall act as secretary of the meeting and keep the minutes thereof. The chairman of any meeting of the stockholders shall determine the order of business and the procedures at the meeting, including such regulation of the manner of voting and the conduct of discussion as he or she deems to be appropriate. The chairman of any meeting of the stockholders shall have the power to adjourn the meeting to another place, if any, date and time. The date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at the meeting shall be announced at the meeting.

SECTION 7. Notice of Stockholder Business and Nominations.

A. Annual Meetings of Stockholders.

Nominations of persons for election to the Applicable Class of Board of Directors and the proposal of business to be considered by the stockholders may be made at an annual meeting of the stockholders (a) pursuant to the Corporation's notice of meeting or proxy materials with respect to such meeting, (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice thereof who is entitled to vote at the meeting, who has held continuously at least five percent (5%) or more of the outstanding shares of the Corporation's common stock for at least one year prior to the date the Corporation receives the written notice and who complies with the notice procedures set forth in paragraph C of this Section 7.

B. Special Meetings of Stockholders.

Only such business, as was presented before the meeting in accordance with Section 2 above, shall be conducted at a special meeting of stockholders. The notice of such special meeting shall include the purpose for which the meeting is called. Nominations of candidates for election to the Applicable Class of Board of Directors may be made at a special meeting of the stockholders only by or at the direction of the Board of Directors.

C. Certain Matters Pertaining to Stockholder Business and Nominations.

(1) For nominations or other business to be properly brought by a stockholder before an annual meeting pursuant to clause (c) of paragraph A of this Section 7 or a special meeting pursuant to paragraph B of this Section 7, (1.) the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation, (2.) such other business must otherwise be a proper matter for stockholder action under the NRS, (3.) if the stockholder, or the beneficial owner on whose behalf any such proposal or nomination is made, has provided the Corporation with a Solicitation Notice, as that term is defined in this paragraph C, such stockholder or beneficial owner must, in the case of a proposal, have delivered a proxy statement and form of proxy to holders of a sufficient percentage of the Corporation's voting shares required by law to carry any such proposal, or, in the case of a nomination or nominations, have delivered a proxy statement and form of proxy to holders of a percentage of the Corporation's voting shares reasonably believed by such stockholder or beneficial holder to be sufficient to elect the nominee or nominees proposed to be nominated by such stockholder, and must, in either case, have included in such materials the Solicitation Notice, and (4.) if no Solicitation Notice relating thereto has been timely provided pursuant to paragraph C of this Section 7, the stockholder or beneficial owner proposing such business or nomination must not have solicited a number of proxies sufficient to have required the delivery of such a Solicitation Notice under this Section.

To be timely, a stockholder's notice pertaining to an annual meeting shall be delivered to the Secretary at the principal executive office of the Corporation not less than ninety (90) nor more than one-hundred and twenty (120) days prior to the first anniversary (the "Anniversary") of the date of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than thirty (30) days after the Anniversary, to be timely, notice by the stockholder must be so delivered not earlier than the close of business (at the principal executive office of the Corporation) on the one-hundred and twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of (i) the ninetieth (90th) day prior to such annual meeting or (ii) the close of business on the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation. Such stockholder's notice for an annual meeting or a special meeting shall set forth:

(a) as to each person whom the stockholder proposes to nominate for election or reelection as a director of the Corporation in accordance with the terms of these Bylaws:

(i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case, pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director, if elected);

(ii) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three (3) years, and any other material relationships, between or among such stockholder, the beneficial owner, if any, on whose behalf any such proposal or nomination is being made, and their respective affiliates and associates, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended, if such stockholder, such beneficial owner, or any affiliate or associate thereof, were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant;

(iii) to the extent known by the stockholder, the name and address of any other securityholder of the Corporation who owns, beneficially or of record, any securities of the Corporation and who supports any nominee proposed by such stockholder; and

(iv) the questionnaire and the representation and agreement, completed and signed by such person, as required by paragraph D of this Section 7;

(b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, including the text of any resolutions proposed for consideration, the reasons for conducting such business at the meeting, any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made, and to the extent known by the stockholder, the name and address of any other securityholder of the Corporation who owns, beneficially or of record, any securities of the Corporation and who supports any matter such stockholder intends to propose; and

(c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made:

(i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner;

(ii) (A) the class or series and number of shares of the Corporation's capital stock which are, directly or indirectly, owned beneficially and of record by such stockholder and such beneficial owner, (B) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of the shares of the Corporation's capital stock or with a value derived in whole or in part from the value of any class or series of the shares of the Corporation's capital stock, whether or not such instrument or right shall be subject to settlement in the underlying class or series of the shares of capital stock of the Corporation (a "Derivative Instrument") directly or indirectly owned beneficially by such stockholder and such beneficial owner as well as any other direct or indirect opportunity for such stockholder and such beneficial owner to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation, (C) any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder has a right to vote any shares of any security of the Corporation, (D) any short interest in any security of the Corporation (for purposes of these Bylaws, a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security), (E) any rights to dividends on the shares of the Corporation owned beneficially by such stockholder that are separated or separable from the underlying shares of the Corporation, (F) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder or beneficial owner (i) is a general partner or, (ii) directly or indirectly, beneficially owns an interest in such general partner, and (G) any performance-related fees (other than an asset-based fee) that such stockholder or beneficial owner is entitled to on any increase or decrease in the value of shares of the Corporation or Derivative Instruments as of the date of such notice, including, without limitation, any such interests held by members of such stockholder or beneficial owner's immediate family sharing the same household (which information shall be supplemented by such stockholder and beneficial owner not later than ten (10) days after the record date for the meeting to disclose such ownership as of the record date; provided, however, that if such date is after the date of the meeting, not later than the day prior to the meeting);

(iii) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Regulation 14A under the Exchange Act and the rules and regulations promulgated thereunder;

(iv) a description of all agreements, arrangements and understandings between such stockholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; and

(v) a statement of whether or not either such stockholder or beneficial owner intends to deliver a proxy statement and form of proxy, in the case of a proposal, to holders of a sufficient percentage of the Corporation's voting shares required by law to carry the proposal or, in the case of a nomination or nominations, to holders of a sufficient percentage of the Corporation's voting shares to elect such nominee or nominees (an affirmative statement of such intent, a "Solicitation Notice").

(2) In the event the Corporation calls a special meeting of the stockholders for the purpose of electing one or more directors of an Applicable Class to the Board of Directors, any such stockholder who has held continuously at least five percent (5%) or more of the outstanding shares of the Corporation's common stock for at least one year prior to the date the Corporation receives the written notice, may nominate a person or persons (as the case may be), for election to such directorship(s) as specified in the Corporation's notice of meeting, provided, however, that the stockholder's notice required by paragraph C(1) of this Section 7 is delivered to the Secretary at the principal executive office of the Corporation not earlier than the ninetieth (90th) day prior to such special meeting nor later than the close of business on the later of (i) the sixtieth (60th) day prior to such special meeting, or (ii) the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting.

D. General.

(1) Only such persons who are nominated in accordance with the procedures set forth in this Section 7 shall be eligible to serve as directors of the Corporation and only such business brought before a meeting of the stockholders in accordance with the procedures set forth in this Section 7 shall be conducted at such meeting. Except as otherwise provided by law, the Restated Articles of Incorporation or these Bylaws, the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance herewith, to declare that such defective proposal or nomination shall be disregarded.

(2) For purposes of this Section 7, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) Notwithstanding the foregoing provisions of this Section 7, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth herein. Nothing in this Section 7 shall be deemed to affect any rights (i) of the stockholders of the Corporation to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock then outstanding to elect directors under specified circumstances.

(4) In addition to the requirements set forth elsewhere in these Bylaws, to be eligible to be a nominee for election or reelection as a director of the Corporation, a person must deliver, in accordance with the time periods prescribed for delivery of notice under Section 7(C) of this Article I, to the Secretary at the principal executive office of the Corporation a completed and signed questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (i) is not and will not become a party to (A) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any other person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (B) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law, (ii) is not and will not become a party to any agreement, arrangement or understanding with any other person or entity, other than the Corporation, with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director of the Corporation, and (iii) in such person's individual capacity and on behalf of any other person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with, applicable law and all applicable publicly disclosed corporate governance, code of conduct and ethics, conflict of interest, corporate opportunities, trading and any other policies and guidelines of the Corporation applicable to directors.

(5) Notwithstanding the foregoing provisions of this Section 7, unless otherwise required by law, if a stockholder of the Corporation (or a qualified representative of the stockholder) does not appear in person at the annual or special meeting of the stockholders of the Corporation to make its nomination or propose any other matter, such nomination shall be disregarded and such other proposed matter shall not be transacted, even if proxies in respect of such vote have been received by the Corporation. For purposes of this Article I, to be considered a "qualified representative" of the stockholder, a person must be (i) a duly authorized officer, manager or partner of such stockholder or (ii) must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of the stockholders, and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the commencement of the meeting of the stockholders.

SECTION 8. Voting; Proxies. Unless otherwise provided by NRS or in the Articles of Incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of capital stock which has voting power upon the matter in question held by such stockholder either (i) on the date fixed pursuant to the provisions of Section 9 of Article I of these bylaws as the record date for the determination of the stockholders to be entitled to notice of or to vote at such meeting; or (ii) if no record date is fixed, then at the close of business on the day next preceding the day on which notice is given. Each stockholder entitled to vote at any meeting of the stockholders may authorize another person or persons to act for him by proxy. Any such proxy shall be delivered to the secretary of such meeting at or prior to the time designated in the order of business for so delivering such proxies. At all meetings of the stockholders for the election of directors, a plurality of the votes cast shall be sufficient to elect. On all other matters, except as otherwise required by Nevada law or the Articles of Incorporation, a majority of the votes cast at a meeting of the stockholders shall be necessary to authorize any corporate action to be taken by vote of the stockholders. Unless required by NRS, or determined by the chairman of the meeting to be advisable, the vote on any question other than the election of directors need not be by written ballot. On a vote by written ballot, each written ballot shall be signed by the stockholder voting, or by his proxy if there be such proxy, and shall state the number of shares voted.

SECTION 9. Fixing of Record Date for Stockholder Meetings. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 10. Fixing a Record Date for Other Purposes. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purposes of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall not be more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

SECTION 11. [Reserved].

SECTION 12. Inspectors. The Board of Directors may, in advance of any meeting of stockholders, appoint one or more inspectors to act at such meeting or any adjournment thereof. If the inspectors shall not be so appointed or if any of them shall fail to appear or act, the chairman of the meeting shall appoint inspectors. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability. The inspectors shall determine the number of shares outstanding and the voting power of each, the number of shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the chairman of the meeting or any stockholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and shall execute a certificate of any fact found by them. No director or candidate for the office of director shall act as an inspector of an election of directors. Inspectors need not be stockholders.

SECTION 13. Action Without Meeting. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of the stockholders and may not be effected by any consent in writing by such stockholders.

SECTION 14. Stock Ledger. The stock ledger of the Corporation shall be the only evidence as to who are the stockholders entitled to examine the stock ledger or the books of the Corporation, or to vote in person or by proxy at any meeting of the stockholders.

ARTICLE II

Board of Directors

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The Board of Directors may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not, by NRS or the Articles of Incorporation, directed or required to be exercised or done by the stockholders.

SECTION 2. Number, Qualification. The Board of Directors shall consist of such number of Directors (not less than three (3) nor more than ten (10)) as may be fixed from time to time by affirmative vote of a majority of the directors then in office.

The Board of Directors of the Corporation shall be divided into three classes, with the term of office of the first class to expire at the first annual meeting of the stockholders following the initial classification of directors and until their successors are duly elected and qualified, the term of office of the second class to expire at the second annual meeting of the stockholders following the initial classification of directors and until their successors are duly elected and qualified, and the term of office of the third class to expire at the third annual meeting of the stockholders following the initial classification of directors and until their successors are duly elected and qualified. At each annual meeting of the stockholders, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of the stockholders after their election and until their successors are duly elected and qualified, and if authorized by a resolution of the Board of Directors, directors may be elected to fill any vacancy on the Board of Directors, regardless of how such vacancy was created.

The Chairman of the Board of Directors and any Vice Chairman appointed to act in the absence of the Chairman, if any, shall be elected by and from the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors at which he or she is present and shall have such authority and perform such duties as may be prescribed by these Bylaws or from time to time be determined by the Board of Directors.

SECTION 3. Newly Created Directorships and Vacancies. Except as otherwise fixed by or pursuant to provisions of the Articles of Incorporation relating to the rights of the holders of any class or series of stock having a preference over common stock as to dividends or upon liquidation to elect additional directors under specified circumstances, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term and until such director’s successor shall have been duly elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any director then in office.

SECTION 4. Removal and Resignation. Any director may resign at any time upon written notice to the Corporation. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director, or the entire Board of Directors, may be removed from office by the affirmative vote of stockholders representing not less than two-thirds of the voting power of the issued and outstanding stock entitled to vote, or such greater percentage as may be set forth in the Articles of Incorporation, in accordance with NRS 78.335.

SECTION 5. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Nevada and at such times as the Board of Directors may from time to time determine. Notice of regular meetings of the Board of Directors need not be given except as otherwise required by the NRS or these bylaws.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Nevada whenever called by the Chairman of the Board of Directors, the President or by a majority of the entire Board of Directors.

SECTION 7. Notice of Meetings. Notice of each special meeting of the Board of Directors (and of each regular meeting for which notice shall be required) shall be given by the Secretary as hereinafter provided in this Section 7, in which notice shall be stated the time and place of the meeting. Except as otherwise required by Nevada law or these bylaws, such notice need not state the purpose(s) of such meeting. Notice of each such meeting shall be mailed, postage prepaid, to each director, addressed to such director at such director's residence or usual place of business, by registered mail, return receipt requested delivered at least two (2) days before the day on which such meeting is to be held, or shall be sent addressed to such director at such place by electronic mail, or wireless, or be delivered to such director personally, by facsimile or by telephone, at least 24 hours before the time at which such meeting is to be held. A written waiver of notice, signed by the director entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Notice of any such meeting need not be given to any director who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him.

SECTION 8. Quorum and Manner of Acting. Except as hereinafter provided, a majority of the Board of Directors shall be present in person or by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at such meeting; and, except as otherwise required by NRS, the Articles of Incorporation or these bylaws, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present thereat may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless such time and place were announced at the meeting at which the adjournment was taken, to the other directors. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The directors shall act only as a Board and the individual directors shall have no power as such.

SECTION 9. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors.

SECTION 10. Telephonic Participation. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in such a meeting shall constitute presence in person at such meeting.

SECTION 11. Conduct of Meetings. At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board of Directors may from time to time determine and publicize among all directors, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein, under the Restated Articles of Incorporation or required by law.

SECTION 12. Compensation. The Board of Directors or any designated committee shall have authority to fix the compensation, including fees and reimbursement of expenses, of directors for services to the Corporation in any capacity, provided that directors who are serving the Corporation as employees and who receive compensation for their services as such, shall not receive any salary or other compensation for their services as directors of the Corporation.

SECTION 13. Committees. The Board of Directors, by vote of a majority of the directors then in office, may elect from its number one or more committees, including, without limitation, an Audit Committee, Compensation Committee and a Corporate Governance and Nominating Committee, and may delegate thereto some or all of its powers except those which by law, by the Articles of Incorporation or by these bylaws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these bylaws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the Board of Directors.

ARTICLE III

Officers

SECTION 1. Number. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a Chairman of the Board, a Chief Executive Officer, a President, Chief Financial Officer, Chief Technology Officer, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary or desirable by the Board of Directors. Any number of offices may be held by the same person. In its discretion, the Board of Directors may choose not to fill any office for any period that it may deem advisable unless otherwise required by Nevada law.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its first meeting held after each annual meeting of stockholders or as soon thereafter as conveniently may be. The Chief Executive Officer shall appoint persons to other officers as he or she deems desirable and such appointments, if any, shall serve at the pleasure of the Board of Directors. Each officer shall hold office until a successor is duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

SECTION 3. Resignations. Any officer may resign at any time upon written notice to the Corporation. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Removal. Any officer or agent of the Corporation may be removed, either with or without cause, at any time, by the Board of Directors at any meeting of the Board of Directors or, except in the case of an officer or agent elected or appointed by the Board of Directors, by the Chief Executive Officer, but any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 5. Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, may be filled for the unexpired portion of the term of the office which shall be vacant by the Board of Directors at any special or regular meeting.

SECTION 6. Powers and Duties of Executive Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed in a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

SECTION 7. The Chairman of the Board. The Chairman of the Board shall, if present, preside at each meeting of the stockholders and of the Board of Directors. Such person shall perform all duties incident to the office of Chairman of the Board and such other duties as may from time to time be assigned to such person by the Board of Directors.

SECTION 8. The Chief Executive Officer. The Chief Executive Officer shall have the general and active supervision and direction over the business operations and affairs of the Corporation and over the other officers, agents and employees and shall see that their duties are properly performed. At the request of the Chairman of the Board, or in the case of his absence or inability to act, the Chief Executive Officer shall perform the duties of the Chairman of the Board and when so acting shall have all the powers of, and be subject to all the restrictions upon the Chairman of the Board. Such person shall perform all duties incident to the office of Chief Executive Officer and such other duties as may from time to time be assigned to such person by the Board of Directors.

SECTION 9. The President. The President shall have general and active supervision and direction over the business operations and affairs of the Corporation and over its several officers, agents and employees, subject, however, to the direction of the Chief Executive Officer and the control of the Board of Directors. In general, the President shall have such other powers and shall perform such other duties as usually pertain to the office of President or as from time to time may be assigned to him by the Board of Directors or the Chief Executive Officer.

SECTION 10. Vice Presidents. Each Vice President shall have such powers and perform such duties as from time to time may be assigned to him by the Board of Directors or the Chief Executive Officer.

SECTION 11. The Treasurer. The Treasurer shall (a) have charge and custody of, and be responsible for, all the funds and securities of the Corporation; (b) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; (c) cause all monies and other valuables to be deposited to the credit of the Corporation in such depositories as may be designated by the Board; (d) receive, and give receipts for, monies due and payable to the Corporation from any source whatsoever; (e) disburse the funds of the Corporation and supervise the investment of its funds as ordered or authorized by the Board, taking proper vouchers therefor; and (f) in general, have all the powers and perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or the Chief Executive Officer.

SECTION 12. The Secretary. The Secretary shall (a) record the proceedings of the meetings of the stockholders and directors in a minute book to be kept for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; (c) be custodian of the records and the seal of the Corporation and affix and attest the seal to all stock certificates of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile, as hereinafter provided) and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal; (d) see that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and (e) in general, have all the powers and perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors or the Chief Executive Officer.

SECTION 13. Officers' Bonds or Other Security. The Board of Directors may secure the fidelity of any or all of its officers or agents by bond or otherwise, in such amount and with such surety or sureties as the Board of Directors may require.

SECTION 14. Compensation. The compensation of the officers of the Corporation for their services as such officers shall be fixed from time to time by the Board of Directors; provided, however, that the Board of Directors may delegate to the Chief Executive Officer or the President the power to fix the compensation of officers and agents appointed by the Chairman of the Board or the President, as the case may be. An officer of the Corporation shall not be prevented from receiving compensation by reason of the fact that such person is also a director of the Corporation.

ARTICLE IV

Shares of Stock

SECTION 1. Stock Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman of the Board or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, certifying the number of shares owned by such holder in the Corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may nevertheless be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

SECTION 2. Books of Account and Record of Stockholders. The books and records of the Corporation may be kept at such places, within or without the State of Nevada, as the Board of Directors may from time to time determine. The stock record books and the blank stock certificate books shall be kept by the Secretary or by any other officer or agent designated by the Board of Directors.

SECTION 3. Transfer of Shares. Transfers of shares of stock of the Corporation shall be made on the stock records of the Corporation only upon authorization by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or with a transfer agent or transfer clerk, and on surrender of the certificate or certificates for such shares properly endorsed or accompanied by a duly executed stock transfer power and the payment of all taxes thereon. Except as otherwise provided by Nevada law, the Corporation shall be entitled to recognize the exclusive right of a person in whose name any share or shares stand on the record of stockholders as the owner of such share or shares for all purposes, including, without limitation, the rights to receive dividends or other distributions, and to vote as such owner, and the Corporation may hold any such stockholder of record liable for calls and assessments and the Corporation shall not be bound to recognize any equitable or legal claim to or interest in any such share or shares on the part of any other person whether or not it shall have express or other notice thereof. Whenever any transfers of shares shall be made for collateral security and not absolutely, and both the transferor and transferee request the Corporation to do so, such fact shall be stated in the entry of the transfer.

SECTION 4. Regulations. The Board of Directors may make such additional rules and regulations, not inconsistent with these bylaws, as it may deem expedient concerning the issue, transfer and registration of certificates for shares of stock of the Corporation. It may appoint, or authorize any officer or officers to appoint, one or more transfer agents or one or more transfer clerks and one or more registrars and may require all certificates for shares of stock to bear the signature or signatures of any of them.

SECTION 5. Lost, Stolen or Destroyed Stock Certificates. The holder of any certificate representing shares of stock of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of such certificate, and the Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Board of Directors may, in its discretion, require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond sufficient, as the Board in its absolute discretion shall determine, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate. Anything herein to the contrary notwithstanding, the Board of Directors, in its absolute discretion, may refuse to issue any such new certificate, except pursuant to judicial proceedings under the laws of the State of Nevada.

ARTICLE V
INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, or trustee of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "Indemnitee"), whether the basis of such action, suit or proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this Article V with respect to proceedings to enforce rights to indemnification or an advancement of expenses or as otherwise required by law, the Corporation shall not be required to indemnify or advance expenses to any such Indemnitee in connection with an action, suit or proceeding (or part thereof) initiated by such Indemnitee unless such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

SECTION 2. Right to Advancement of Expenses.

In addition to the right to indemnification conferred in Section 1 of this Article V, an Indemnitee shall also have the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the NRS then requires, an advancement of expenses incurred by an Indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnitee is not entitled to be indemnified for such expenses under this Section 2.

SECTION 3. Right of Indemnitees to Bring Suit.

If a claim under Section 1 or 2 of this Article V is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall also be entitled to be paid the expenses of prosecuting or defending such suit. In any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the Indemnitee has not met any applicable standard for indemnification set forth in the NRS. In any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the NRS. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the NRS, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article V or otherwise shall be on the Corporation.

SECTION 4. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article V shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Restated Articles of Incorporation as amended from time to time, these Bylaws, any agreement, any vote of stockholders or directors as permitted by the NRS or otherwise.

SECTION 5. Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of (i) the Corporation or (ii) another corporation, partnership, joint venture, trust or other enterprise, against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the NRS.

SECTION 6. Indemnity Agreements.

The Corporation may enter into indemnity agreements from time to time (i) with the persons who are members of its Board of Directors, (ii) with such officers, employees and agents of the Corporation and (iii) with such officers, directors, employees and agents of subsidiaries or affiliates of the Corporation. Such indemnity agreements may provide in substance that the Corporation will indemnify such persons to the full extent as contemplated by this Article V or permitted by law and the Restated Articles of Incorporation, and may include any other substantive or procedural provisions regarding indemnification as are not inconsistent with the laws of the State of Nevada. The provisions of such indemnity agreements shall prevail to the extent that they limit or condition or differ from the provisions of this Article V.

SECTION 7. Indemnification of Employees and Agents of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article V with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

SECTION 8. Nature of Rights.

The rights conferred upon Indemnitees in this Article V shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, employee, agent or trustee and shall inure to the benefit of the Indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Article V that adversely affects any right of an Indemnitee or its successors shall be prospective only and shall not limit, eliminate, or impair any such right with respect to any action, suit or proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration or repeal.

SECTION 9. Severability.

If any word, clause, provision or provisions of this Article V shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions of this Article V (including, without limitation, each portion of any section of this Article containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (ii) to the fullest extent possible, the provisions of this Article V (including, without limitation, each such portion of any section of this Article V containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE VI

General Provisions

SECTION 1. Registered Office. The registered office and registered agent of the Corporation will be as specified in the Articles of Incorporation of the Corporation.

SECTION 2. Other Offices. The Corporation may also have such offices, both within or without the State of Nevada, as the Board of Directors may from time to time determine or the business of the Corporation may require.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall be so determined by the Board of Directors.

SECTION 4. Voting Securities Owned by Corporation. Voting securities in any other corporation held by the Corporation shall be voted by the Chief Executive Officer, unless the Board of Directors specifically confers authority to vote with respect thereto, which authority may be general or confined to specific instances, upon some other person or officer. Any person authorized to vote securities shall have the power to appoint proxies, with general power of substitution.

SECTION 5. Inspection of Books and Records. Stockholders of the Corporation shall have such rights to inspect and copy the books and records of the Corporation as are provided by, and subject to the conditions and limitations of, the NRS, including NRS 78.105 and NRS 78.257, as applicable.

SECTION 6. Section Headings. Section headings in these bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

SECTION 7. Inconsistent Provisions. In the event that any provision of these bylaws is or becomes inconsistent with any provision of the Articles of Incorporation, the general corporation law of the State of Nevada or any other applicable law, the provision of these bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

ARTICLE VII

Amendments

These bylaws, may be adopted, amended or repealed, and new bylaws made, by the Board of Directors of the Corporation, but the stockholders of the Corporation may make additional bylaws and may alter and repeal any bylaws, whether adopted by them or otherwise, by affirmative vote of the holders of at least sixty-six percent (66%) of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to be voted at the meeting, present in person or represented by proxy.

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Yehu Ofer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2026, of Odysight.ai Inc.;

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

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

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

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

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

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

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

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

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

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

Date: November 16, 2026

/s/ Yehu Ofer
Yehu Ofer
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Einav Brenner, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2026, of Odysight.ai Inc.;

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

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

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

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

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

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

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

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

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

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

Date: November 16, 2026

/s/ Einav Brenner
Einav Brenner
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of Odysight.ai Inc. (the "Company") for the period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Yehu Ofer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 16, 2026

/s/ Yehu Ofer
Yehu Ofer
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Odysight.ai Inc. (the "Company") for the period ended September 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Einav Brenner, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 16, 2026

/s/ Einav Brenner
Einav Brenner
Chief Financial Officer
(Principal Financial Officer)