

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Microwave Filter Company Inc.,

6743 Kinne Street, East Syracuse, New York 13057

315-438-4700

www.microwavefilter.com

dick-j@microwavefilter.com

3663

Annual Report

For the Period Ending: 9/30/2022
(the "Reporting Period")

As of 9/30/2022 the number of shares outstanding of our Common Stock was: 2,577,512.

As of 06/30/2022, the number of shares outstanding of our Common Stock was: 2,577,512.

As of 09/30/2021, the number of shares outstanding of our Common Stock was: 2,577,531.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Microwave Filter Company, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

New York

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

6743 Kinne Street, East Syracuse, New York 13057

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol:	mfco
Exact title and class of securities outstanding:	Common
CUSIP:	595176108
Par or stated value:	\$.10

Total shares authorized:	5,000,000 as of date: 9/30/2022
Total shares outstanding:	2,577,512 as of date 9/30/2022

Number of shares in the Public Float²: 2484858 as of date: 9/30/2022

Total number of shareholders of record: 435 as of date: 9/30/2022

All additional class(es) of publicly traded securities (if any):

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Microwave Filter Company, Inc.
Phone: 315-438-4758
Email: dick-j@microwavefilter.com
Address: 6743 Kinne Street, East Syracuse, New York 13057

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date 09/30/2020 Common: 2578630 Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market	Individual/ Entity Shares were issued to (entities must have individual	Reason for share issuance (e.g. for cash or debt conversion) -OR-	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	returned to treasury)			share) at Issuance	price at the time of issuance? (Yes/No)	with voting / investment control disclosed).	Nature of Services Provided		
12/17/2020	returned to treasury	874	common	N/A	N/A	N/A	N/A	Unrestricted	N/A
03/30/2021	returned to treasury	53	common	N/A	N/A	N/A	N/A	Unrestricted	N/A
07/30/2021	returned to treasury	170	common	N/A	N/A	N/A	N/A	Unrestricted	N/A
08/17/2021	returned to treasury	2	common	N/A	N/A	N/A	N/A	Unrestricted	N/A
10/15/2021	returned to treasury	19	common	N/A	N/A	N/A	N/A	Unrestricted	N/A
Shares Outstanding on Date of This Report:									
	Ending	Balance							
Ending Balance:									
Date 09/30/2022	Common:	2577512							
	Preferred:								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
 IFRS

B.—The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: **Richard Jones**
Title: **Chief Financial Officer**
Relationship to Issuer: **Chief Financial Officer**

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
D. Statement of Income;
E. Statement of Cash Flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

MICROWAVE FILTER COMPANY, INC.

FINANCIAL STATEMENTS

FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2022

To the Shareholders:

In FY2022 MFC saw an increase in sales of \$34,255, or .7%, compared to 2021. Operating profit increased \$70,983 in 2022 compared to 2021. It is unclear if sales was materially affected by the ongoing COVID-19 pandemic in 2022 but MFC believes that material issues still remain in the supply chain, although it is much improved. MFC did obtain a PPP loan for \$309,682, which was forgiven in full on December 2, 2021. The cash from operations increased by \$358,914 in 2022 compared to 2021.

Satellite sales decreased \$304,361 to \$2,759,879 compared to \$3,064,240 last year. The decrease can be attributed to a decrease in sales of our 5G filters.

RF/Microwave product sales increased \$218,446 to \$1,677,560 compared to \$1,459,114 last year. MFC's RF/Microwave products are sold primarily to Original Equipment Manufacturers (OEM) that serve the mobile radio, commercial communications, and defense electronics markets.

MFC's Broadcast TV product sales increased \$11,555 to \$418,676 compared to \$407,121 last year.

MFC's Cable TV product sales increased \$108,715 to \$358,993 when compared to \$250,278 last year.

While the COVID-19 pandemic impact is expected to decline into the future, MFC continues to be optimistic. The company continues to invest in production engineering, product development and developing OEM partners in key market segments for worldwide customers, including 5G, 5G related and other satcom and other RF specialized solutions. We continue to believe that the 5G and satcom segments will lead to our greatest growth opportunities, followed by key broadcast and RF segments.

MFC is in a strong financial position. This cash position is sufficient to provide the resources needed to execute our strategies. The management of MFC is particularly appreciative of our partners and employees during this difficult time.

Sincerely,



Carl F. Fahrenkrug, Jr
Chief Executive Officer



John Kennedy
Chairman of the Board

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

Microwave Filter Company, Inc. (MFC) operates primarily in the United States and principally in one industry. The Company extends credit to business customers, including original equipment manufacturers (OEMs), distributors and other end users, based upon ongoing credit evaluations. MFC designs, develops, manufactures and sells electronic filters, both for radio and microwave frequencies, to help process signal distribution and to prevent unwanted signals from disrupting transmit or receive operations. Markets served include 5G, cable television, television and radio broadcast, satellite broadcast, mobile radio and commercial and defense electronics.

THE IMPACT OF COVID-19

The public health crisis caused by the COVID-19 pandemic has impacted MFC's operations and financial results. MFC serves as an essential manufacturing business and has continued to be operational. There continues to be significant uncertainties associated with the COVID-19 pandemic which could have a material impact on MFC's business, financial position, results of operations and cash flows. While MFC cannot reasonably estimate the full impact of COVID-19, MFC has seen an increase in sales and net income for the twelve months ended September 30, 2022.

RESULTS OF OPERATION

The following table sets forth the Company's net sales by major product group for each of the fiscal years in the period ended September 30, 2022.

<u>Product Group</u>	<u>Fiscal 2022</u>	<u>Fiscal 2021</u>
Satellite	\$ 2,759,879	\$ 3,064,240
RF/Microwave	1,677,560	1,459,114
Broadcast TV	418,676	407,121
Cable TV	<u>358,993</u>	<u>250,278</u>
Total	\$ 5,215,008	\$ 5,180,753
Sales backlog at 9/30	\$ 1,109,989	\$ 2,169,253

Fiscal 2022 compared to fiscal 2021

Net sales increased \$34,255, or 0.7%, to \$5,215,008 during the year ended September 30, 2022 when compared to sales of \$5,180,753 during the year ended September 30, 2021.

Satellite sales decreased \$304,361 to \$2,759,879 compared to \$3,064,240 last year. The decrease can be attributed to a decrease in sales of our 5G filters.

RF/Microwave product sales increased \$218,446 to \$1,677,560 compared to \$1,459,114 last year. MFC's RF/Microwave products are sold primarily to Original Equipment Manufacturers (OEM) that serve the mobile radio, commercial communications and defense electronics markets.

MFC's Broadcast TV product sales increased \$11,555 to \$418,676 compared to \$407,121 last year.

MFC's Cable TV product sales increased \$108,715 to \$358,993 when compared to \$250,278 last year.

At September 30, 2022, the Company's total backlog of orders, which represents firm orders from customers, equaled \$1,109,989 compared to \$2,169,253 at September 30, 2021. The total Company backlog at September 30, 2022 is scheduled to ship during fiscal 2023. However, backlog is not necessarily indicative of future sales. Accordingly, the Company does not believe that its backlog at any particular date is representative of actual sales for any succeeding period.

Gross profit increased \$222,526 to \$1,768,786 during the fiscal year ended September 30, 2022 compared to \$1,546,260 during the fiscal year ended September 30, 2021. As a percentage of sales, gross profit equaled 33.7% during fiscal 2022 compared to 29.8% during fiscal 2021 primarily due to efficiencies gained during FY 2022.

Selling, general and administrative (SG&A) expenses increased \$154,945 to \$1,434,724 during fiscal 2022 compared to SG&A expenses of \$1,279,779 during fiscal 2021 primarily due to higher payroll and higher payroll related expenses.

Other income was \$323,760 during fiscal 2022 compared to other income of \$301,103 during fiscal 2021 primarily due to the Paycheck Protection Program loan forgiveness in the amount of \$309,682.

The Company recorded income taxes of \$100 and \$100 for the fiscal year ended September 30, 2022 and September 30, 2021. Any other provision for income tax expense was fully offset by a reversal of a portion of the Company's valuation allowance. Any benefit for losses has been subject to a valuation allowance since the realization of the deferred tax benefit is not considered more likely than not. As required by FASB ASC 740 the Company has evaluated the positive and negative evidence bearing upon the realization of its deferred tax assets. The Company has determined that, at this time, it is more likely than not that the Company will not realize all of the benefits of federal and state deferred tax assets, and, as a result, a valuation allowance was established. See Note 6 to the consolidated financial statements.

LIQUIDITY AND CAPITAL RESOURCES

MFC defines liquidity as the ability to generate adequate funds to meet its operating and capital needs. The Company's primary source has been funds provided by operations and its existing cash balances.

	September 30	
	<u>2022</u>	<u>2021</u>
Cash & cash equivalents	\$ 838,878	\$ 981,580
Working capital	\$ 1,432,132	\$1,549,997
Current ratio	4.3 to 1	4.23 to 1
Long-term debt	\$ 0	\$ 333,882

Cash & cash equivalents decreased \$142,702 to \$838,878 at September 30, 2022 when compared to \$981,580 at September 30, 2021. The decrease was a result of \$475,186 in net cash provided by operating activities, \$508,235 in net cash used for capital expenditures and \$109,653 in cash used in financing activities.

Net cash provided by operating activities fluctuates between periods primarily as a result of differences in sales and net income and the timing of the collection of accounts receivable, purchase of inventory and payment of accounts payable.

The \$508,235 in fixed asset purchases consisted of \$260,813 in building improvements, \$71,290 in electronic equipment, \$166,382 in machinery and \$9,750 in computer equipment software. During fiscal 2022, the Company disposed of or retired various fully depreciated machinery and equipment and office equipment and fixtures.

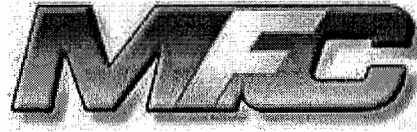
During 2021, the Company received a loan totaling \$309,282 from the Small Business Administration (SBA) under the Paycheck Program of the Coronavirus Aid, Relief and Economic Security (CARES) Act. The loan was forgiven on December 2, 2021.

On July 2, 2013, Microwave Filter Company, Inc. (the "Company") entered into a Ten Year Term Loan with KeyBank National Association in the amount of Five Hundred Thousand and No/100 Dollars (\$500,000.00). The loan was paid in full on December 28, 2021.

Management believes that its working capital requirements for the foreseeable future will be met by its existing cash balances, future cash flows from operations and its current credit arrangements

Off-Balance Sheet Arrangements

At September 30, 2022 and 2021, the Company did not have any unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special entities, which might have been established for the purpose of facilitates off-balance sheet arrangements.



MICROWAVE FILTER COMPANY, INC.

AND

SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

* * *

SEPTEMBER 30, 2022 AND 2021

Independent Accountant's Review Report

December 1, 2022

To the Board of Directors and Stockholders
of Microwave Filter Company, Inc. and Subsidiaries

We have reviewed the accompanying consolidated financial statements of Microwave Filter Company, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of September 30, 2022 and 2021, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the consolidated financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the consolidated financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of Microwave Filter Company, Inc. and Subsidiaries and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our reviews.

Accountant's Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Dannible & McKee, LLP

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	September 30,	
<u>Assets</u>	2022	2021
Current assets:		
Cash and cash equivalents (Note 1)	\$ 838,878	\$ 981,580
Trade accounts receivable, net of allowance (Note 1)	633,900	606,503
Inventories (Notes 1 and 2)	335,680	367,443
Prepaid expenses and other current assets	57,074	70,667
Current portion of right-of-use lease asset (Notes 1 and 4)	-	3,358
Total current assets	1,865,532	2,029,551
Property, plant and equipment, net (Notes 1 and 3)	859,718	421,426
	<u>\$ 2,725,250</u>	<u>\$ 2,450,977</u>
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Accounts payable	\$ 244,868	\$ 142,413
Customer deposits (Note 1)	14,371	50,241
Current portion of lease liability (Notes 1 and 4)	-	3,358
Current portion of Paycheck Protection Program loan (Note 1)	-	26,696
Current portion of long-term debt (Note 5)	-	58,746
Accrued expenses	174,161	198,100
Total current liabilities	433,400	479,554
Long-term debt (Note 5)	-	50,896
Paycheck Protection Program loan, long-term (Note 1)	-	282,986
Total liabilities	433,400	813,436
Stockholders' equity:		
Common stock, \$.10 par value - 5,000,000 shares authorized, Issued 4,324,140 in 2022 and 2021, Outstanding 2,577,512 in 2022 and 2,577,531 in 2021	432,414	432,414
Additional paid-in capital	3,248,706	3,248,706
Retained earnings (accumulated deficit)	306,783	(347,537)
Treasury stock, at cost (Note 1) 1,746,628 shares in 2022 and 1,746,609 in 2021	(1,696,053)	(1,696,042)
	2,291,850	1,637,541
	<u>\$ 2,725,250</u>	<u>\$ 2,450,977</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

	<u>Year ended September 30,</u>	
	<u>2022</u>	<u>2021</u>
Net sales	\$ 5,215,008	\$ 5,180,753
Cost of goods sold	<u>3,446,222</u>	<u>3,634,493</u>
Gross profit	1,768,786	1,546,260
Selling, general and administrative expenses (Note 1)	1,434,724	1,279,779
Operating lease expense (Note 4)	<u>3,402</u>	<u>6,804</u>
Income before other income (expense)	<u>330,660</u>	<u>259,677</u>
Other income (expense):		
Interest expense, net	(677)	(5,866)
Other income	14,755	8,687
Paycheck Protection Program loan forgiveness (Note 1)	<u>309,682</u>	<u>298,282</u>
	<u>323,760</u>	<u>301,103</u>
Income before provision for income taxes	654,420	560,780
Provision for income taxes (Note 6)	<u>(100)</u>	<u>(100)</u>
Net income	<u>\$ 654,320</u>	<u>\$ 560,680</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Retained Earnings (Accumulated Deficit)</u>	<u>Treasury Stock</u>		<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>			<u>Shares</u>	<u>Amount</u>	
Balance at September 30, 2020	4,324,140	\$ 432,414	\$ 3,248,706	\$ (908,217)	1,745,510	\$ (1,695,401)	\$ 1,077,502
Net income	-	-	-	560,680	-	-	560,680
Purchase and donation of treasury stock	-	-	-	-	1,099	(641)	(641)
Balance at September 30, 2021	4,324,140	432,414	3,248,706	(347,537)	1,746,609	(1,696,042)	1,637,541
Net income	-	-	-	654,320	-	-	654,320
Purchase of treasury stock	-	-	-	-	19	(11)	(11)
Balance at September 30, 2022	<u>\$ 4,324,140</u>	<u>\$ 432,414</u>	<u>\$ 3,248,706</u>	<u>\$ 306,783</u>	<u>\$ 1,746,628</u>	<u>\$ (1,696,053)</u>	<u>\$ 2,291,850</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	<u>Year ended September 30,</u>	
	<u>2022</u>	<u>2021</u>
<u>Increase (decrease) in cash and cash equivalents</u>		
Cash flows from operating activities:-		
Net income	\$ 654,320	\$ 560,680
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	69,943	48,264
Income from donation of Treasury stock (Note 1)	-	(137)
Increase in trade accounts receivable	(27,397)	(194,936)
Decrease in inventories	126,815	30,946
Decrease in inventory obsolescence provision	(95,052)	(26,746)
(Increase) decrease in prepaid expenses and other current assets	13,593	(4,106)
Paycheck Protection Program loan forgiveness (Note 1)	(309,682)	(298,282)
Increase (decrease) in accounts payable	102,455	(23,905)
Decrease in customer deposits	(35,870)	(3,941)
Increase (decrease) in accrued expenses	(23,939)	28,435
Net cash provided by operating activities	<u>475,186</u>	<u>116,272</u>
Cash flows from investing activities:		
Capital expenditures	<u>(508,235)</u>	<u>(152,066)</u>

- CONTINUED -

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(- CONTINUED -)

	<u>Year ended September 30,</u>	
	<u>2022</u>	<u>2021</u>
Cash flows from financing activities:		
Proceeds from Paycheck Protection Program loans (Note 1)	-	309,682
Principal payments on long-term borrowings	(109,642)	(55,973)
Purchase of Treasury stock (Note 1)	(11)	(504)
Net cash provided by (used for) financing activities	<u>(109,653)</u>	<u>253,205</u>
Net increase (decrease) in cash and cash equivalents	(142,702)	217,411
Cash and cash equivalents, beginning of year	<u>981,580</u>	<u>764,169</u>
Cash and cash equivalents, end of year	<u>\$ 838,878</u>	<u>\$ 981,580</u>
 <u>Supplemental disclosure of cash flow information</u>		
Cash paid during the year for interest	<u>\$ 1,940</u>	<u>\$ 6,196</u>
Cash paid during the year for taxes	<u>\$ 50</u>	<u>\$ 50</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Summary of significant accounting policies

Nature of business - Microwave Filter Company, Inc. ("MFC") and its wholly-owned Subsidiaries (Niagara Scientific, Inc. ["NSI"] and Microwave Filter International, LTD. ["MFI"], collectively, the "Company"), are engaged in the business of designing, developing, manufacturing and selling electronic filters, both for radio and microwave frequencies, to help process signal distribution and to prevent unwanted signals from disrupting transmit or receive operations.

Principles of consolidation - The accompanying consolidated financial statements include the accounts of MFC and its wholly-owned subsidiaries, NSI and MFI, a dormant entity. The Company is located in Syracuse, New York. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and cash equivalents - For purposes of the consolidated statements of cash flows, the Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Accounts receivable and credit policies - The Company extends credit to business customers based upon ongoing credit evaluations. Accounts receivable are unsecured customer obligations due under normal trade terms, generally requiring payment within thirty (30) days from the invoice date. Accounts receivable are stated at the amount billed to the customer, and interest is not charged on the accounts. Customer account balances with invoices over ninety (90) days old are considered delinquent. Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by a valuation allowance that reflects management's best estimate of the amounts that will not be collected. Management individually reviews customer accounts receivable that exceed ninety (90) days and estimates the portion that will not be collected. Management also calculates a reserve for returns and other customer allowances. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts receivable is shown net of an allowance for doubtful accounts, credits and discounts of approximately \$4,000 at September 30, 2022 and 2021.

Economic dependency and concentration of credit risk - The Company had sales to three customers representing 58% of total sales for the year ended September 30, 2022, compared to two customers that represented 50% of total sales for the year ended September 30, 2021. Accounts receivable at September 30, 2022 and 2021, included \$267,607 and \$453,505, respectively, that was due from these customers.

The Company maintains cash in bank accounts at various financial institutions. Amounts held in these accounts may, at times, exceed the amounts insured by the Federal Deposit Insurance Corporation (FDIC). Amounts in excess of FDIC insurance limits are subject to normal credit risk.

Revenue recognition - The Company recognizes revenue at a point-in-time once control over the finished product has transferred to the customer. Accordingly, revenue is recognized when the customer takes title and assumes the risks and rewards of ownership, generally at the time of shipment. When revenue is recognized in accordance with the above terms, the trade accounts receivable is recorded.

Inventories - Inventories are valued at the lower of cost (first-in, first-out [FIFO] method) or net realizable value. Net realizable value is determined as the estimated selling price in the normal course of business, minus the cost of completion, disposal and transportation. Work in process and finished goods include materials, direct labor and allocated factory overhead. See Note 2.

Property, plant and equipment - Property, plant and equipment are recorded at cost. Depreciation is computed for financial statement purposes using the straight-line method over the estimated useful lives of the assets, while for income tax purposes, depreciation is computed using methods and lives prescribed by the appropriate income tax regulations.

Depreciation for financial statement purposes was computed using asset lives as follows:

Buildings	10 to 30 years
Machinery & equipment	3 to 10 years
Office equipment & fixtures	3 to 10 years

Expenditures for maintenance and repairs are charged to expense as incurred; major renewals and betterments are capitalized. When items of property, plant or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income; see Note 3.

Customer deposits - Customer deposits consist of down payments from customers on future orders. The deposits remain as liabilities to the Company until the customer orders are completed.

Leases - The Company has recognized right-of-use assets and lease liabilities resulting from operating leases where the Company is the lessee, as described in Note 4. The Company has made an accounting policy election to not recognize lease assets and lease liabilities for leases with a term of 12 months or less.

Product warranty - The Company has established a warranty reserve which provides for the estimated cost of product returns based upon historical experience and any known conditions or circumstances. No revenues are recognized in connection with the performance of the warranty repair or fulfillment function. The warranty obligation is affected by product that does not meet specifications and performance requirements and any related costs of addressing such matters. Products must be returned within one year of the date of purchase. The warranty liability was insignificant at September 30, 2022 and 2021.

Research and development - Research and development expenditures were approximately \$362,300 and \$343,300 for the years ended September 30, 2022 and 2021, respectively, and are included in selling, general and administrative expenses in the consolidated statements of income.

Advertising - The Company expenses advertising costs as incurred. Advertising expenses were approximately \$18,700 and \$20,600 for the years ended September 30, 2022 and 2021, respectively, and is included in selling, general and administrative expenses in the consolidated statements of income.

Income taxes - The Company has elected to be taxed as a C Corporation for Federal and state income tax purposes, as explained in Note 6. Accordingly, the Company provides for income taxes using the liability method. Under the liability method, income taxes are provided for the tax effects of transactions reported in the consolidated financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the financial reporting basis and income tax basis of property and equipment. Deferred income taxes are also recognized for operating losses that are available to offset future taxable income. The deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be deductible or taxable when the assets and liabilities are recovered or settled. Valuation allowances are established to reserve for deferred tax assets, which may not be realized. The Company has provided a full valuation allowance against its deferred tax assets. Deferred income taxes are recorded using currently enacted income tax rates applicable to the period in which the deferred tax asset or liability is expected to be realized or settled. As changes in tax laws are enacted, deferred income taxes are adjusted through the provision for income taxes in the year of the change.

The Company has reviewed its operations for uncertain tax positions and believes there are no significant exposures. The Company will include interest on income tax liabilities in interest expense and penalties in selling, general and administrative expenses, if such amounts arise. There were no interest or penalties for the years ended September 30, 2022 and 2021. The Company is no longer subject to Federal or New York State examinations by tax authorities for the closed tax years before 2019.

Retirement plans - The Company maintains both a non-contributory profit-sharing plan and a contributory 401(k) plan for all employees over the age of 21 with one year of service. Annual contributions to the profit-sharing plan are determined by the Board of Directors and are made from current or accumulated earnings, while contributions to the 401(k) plan were matched at a rate of 100% of an employee's first 6% of contributions. The maximum corporate match was 6% of an employee's compensation during fiscal 2022.

The Company's matching contributions to the 401(k) plan for the years ended September 30, 2022 and 2021, were approximately \$72,000 and \$66,000, respectively. Additionally, the Company may make discretionary contributions to the non-contributory profit-sharing plan. There were no discretionary contributions in fiscal 2022 and 2021.

Treasury stock - The Company purchased 19 shares and 927 shares from various shareholders during the years ended September 30, 2022 and 2021, respectively. The purchased shares increased Treasury stock on the consolidated balance sheets in the amount of \$11 and \$504 at September 30, 2022 and 2021, respectively. Additionally, the Company was gifted 172 shares by a shareholder during the year ended September 30, 2021. These shares were valued at a fair market value of \$137 at the date of transfer and was recognized as income included in other income on the consolidated statements of income for the year ended September 30, 2021, and an increase in Treasury stock on the consolidated balance sheet as of September 30, 2021.

Paycheck Protection Program loans - On March 27, 2020, the Coronavirus Aid, Relief, and Economic Securities (“CARES”) Act was enacted to provide emergency assistance for individuals, families and organizations affected by the Coronavirus pandemic. The Paycheck Protection Program (“PPP”) established by the U.S. Small Business Administration (“SBA”) created through the CARES Act, provided qualified organizations with loans to assist them to pay certain qualified expenses. Under the terms of the CARES Act and PPP, the Company can apply for and be granted forgiveness for all or a portion of the loan to the extent the proceeds are used for qualifying expenses, including payment of eligible payroll costs, mortgage payments, lease payments, utility payments or interest payments on other business debts that were in place before February 15, 2020.

On May 5, 2020, the Company was granted a PPP loan from a financial institution in the amount of \$298,282. The Company expended the entire loan proceeds for qualifying expenses over the 24-week covered period, applied for forgiveness for the entire loan amount, and was granted full forgiveness by the SBA in July 2021. Therefore, the Company has included the entire PPP loan proceeds of \$298,282 in other income on the consolidated statements of income for the year ended September 30, 2021. The loan forgiveness is subject to review by the SBA for six years from the date the loan is forgiven.

On December 27, 2020, The Economic Aid to Hard-Hit Small Businesses, Nonprofits, and Venue Act (the “Economic Aid Act”) was enacted, extending the authority to make PPP loans through March 31, 2021, revising certain PPP requirements, and permitting second draw PPP loans. Under the terms of the CARES Act, Economic Aid Act and PPP, the Company can apply for and be granted forgiveness for all or a portion of the second PPP loan to the extent the proceeds are used for qualifying expenses, including payment of eligible payroll costs, mortgage payments, lease payments, utility payments or interest payments on other business debts that were in place before February 15, 2020.

On March 10, 2021, the Company was granted a second PPP loan of \$309,682 from a financial institution. The Company expended the entire loan proceeds for qualifying expenses over the 24-week covered period, applied for forgiveness for the entire loan amount, and was granted full forgiveness by the SBA in November 2021. Therefore, the Company has included the entire PPP loan proceeds of \$309,682 in other income on the consolidated statements of income for the year ended September 30, 2022. The Company previously included the second PPP loan as a liability on the consolidated balance sheet as of September 30, 2021, breaking out what would have been the current portion and long-term portion, prior to forgiveness. The loan forgiveness is subject to review by the SBA for six years from the date the loan is forgiven.

Use of estimates - The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risks and uncertainties - During 2020 and continuing into 2022, local, U.S. and world governments encouraged self-isolation to curtail the spread of the global pandemic, Coronavirus Disease (COVID-19), by imposing mandatory quarantine for exposed and infected individuals and imposing limitations on travel and size and duration of group meetings among other restrictions. There is unprecedented uncertainty surrounding the duration of the pandemic, its potential

economic ramifications, and any government actions to mitigate them. The Company continues to closely monitor the impact of the COVID-19 pandemic on all aspects of the business, including how it impacts customers, suppliers, vendors and employees. The ultimate impact of the COVID-19 pandemic on the Company's operating results, cash flows and financial condition is likely to be determined by factors which are uncertain, unpredictable and outside of the Company's control. The situation surrounding COVID-19 remains fluid, and if disruptions do arise, they could materially and adversely impact the business.

Subsequent events - Management has evaluated subsequent events through December 1, 2022, the date that the consolidated financial statements were available for issue.

Note 2 - Inventories

Inventories consisted of the following:

	<u>September 30,</u>	
	<u>2022</u>	<u>2021</u>
Raw materials and stock parts	\$ 495,713	\$ 641,059
Work-in-process	126,600	109,247
Finished goods	<u>125,141</u>	<u>123,963</u>
	747,454	874,269
Reserve for obsolescence	<u>(411,774)</u>	<u>(506,826)</u>
	<u>\$ 335,680</u>	<u>\$ 367,443</u>

Note 3 - Property, plant and equipment

Property, plant and equipment consisted of the following:

	<u>September 30,</u>	
	<u>2022</u>	<u>2021</u>
Land	\$ 143,000	\$ 143,000
Buildings	2,254,258	2,057,549
Machinery and equipment	495,596	3,659,045
Office equipment and fixtures	<u>131,082</u>	<u>1,928,794</u>
	3,023,936	7,788,388
Less - Accumulated depreciation	<u>(2,164,218)</u>	<u>(7,366,962)</u>
	<u>\$ 859,718</u>	<u>\$ 421,426</u>

Depreciation expense was \$69,943 and \$48,264 for the years ended September 30, 2022 and 2021, respectively. During fiscal 2022, the Company disposed of various fully depreciated machinery, equipment, office equipment and fixtures.

Note 4 - Operating lease commitments

The Company entered into an operating lease arrangement for office equipment in Syracuse, New York beginning January 1, 2019. Rent expense associated with the operating lease of \$3,402 and \$6,804 was recognized as fixed rent expense for the years ended September 30, 2022 and 2021, respectively.

Amounts recognized as a right-of-use asset related to the operating lease are included as a current asset, while related lease liabilities are shown as current liabilities and long-term liabilities. As of September 30, 2022 and 2021, right-of-use lease assets and lease liabilities relating to the operating lease were as follows:

	<u>September 30,</u>	
	<u>2022</u>	<u>2021</u>
Operating lease asset:		
Current portion of right-of-use lease asset	\$ -	\$ 3,358
Operating lease liabilities:		
Current portion of lease liability	-	3,358

During the years ended September 30, 2022 and 2021, the Company had the following cash activity associated with the operating lease:

	<u>September 30,</u>	
	<u>2022</u>	<u>2021</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating lease	\$ 3,402	\$ 6,804

The operating lease expired in March 2022. As of September 30, 2021, the weighted-average remaining lease term for the operating lease was 0.5 years.

Because the Company does not have access to the rate implicit in the lease, the incremental borrowing rate was utilized as the discount rate. The weighted average discount rate associated with the operating lease as of September 30, 2021, was 4.50%.

Note 5 - Long-term debt

	<u>September 30,</u>	
	<u>2022</u>	<u>2021</u>
Note payable to KeyBank, payable in monthly installments of \$5,197, including interest at 4.50% through July 2023; secured by real property owned and guaranteed by Microwave Filter Company, Inc. and Subsidiaries, repaid in December 2021	\$ -	\$ 109,642
Less - Current portion	-	58,746
	<u>\$ -</u>	<u>\$ 50,896</u>

Note 6 - Income taxes

The components of the provision for income taxes in the accompanying consolidated statements of income are as follows:

	<u>Year ended September 30,</u>	
	<u>2022</u>	<u>2021</u>
Currently payable:		
State	\$ 100	\$ 100

As explained in Note 1, the Company elected to be taxed as a C Corporation. The Company generated taxable income of approximately \$17,000 and \$54,600 for the years ended September 30, 2022 and 2021, respectively, before net operating loss (NOL) carryforwards reduced taxable income to zero.

The accompanying consolidated balance sheets include the following components of net deferred taxes:

	<u>September 30,</u>	
	<u>2022</u>	<u>2021</u>
Deferred tax assets	\$ 649,800	\$ 668,200
Deferred tax liabilities	(61,700)	(3,100)
Valuation allowance	(588,100)	(665,100)
Net deferred taxes	<u>\$ -</u>	<u>\$ -</u>

Deferred tax (expense) benefit consisted of the following:

	<u>Year ended September 30,</u>	
	<u>2022</u>	<u>2021</u>
Expense from change in temporary differences	\$ (83,600)	\$ (64,600)
(Expense) benefit from change in tax credit carryforwards and net operating losses	6,600	(4,400)
Decrease in valuation allowance	<u>77,000</u>	<u>69,000</u>
Deferred tax expense	<u>\$ -</u>	<u>\$ -</u>

The Company's Federal NOL carryforward of approximately \$17,000 and \$54,600 was utilized to offset regular tax liabilities for the years ended September 30, 2022 and 2021, respectively.

The research and development tax credit carryforwards and NOL carryforwards generated through September 30, 2022, of approximately \$370,000 and \$744,000, respectively, expire at various times through 2039. As required by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, the Company has evaluated the positive and negative evidence bearing upon the realization of its net deferred tax assets. The Company has determined that, at this time, it is more likely than not that the Company will not realize all of the benefits of Federal and state net deferred tax assets, and, as a result, a valuation allowance was established. Pursuant to the CARES Act, there is no limit to the usage of the Company's NOLs originating through the fiscal tax years ending on or before September 30, 2020. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service (IRS) for the fiscal years ended September 30, 2019 through September 30, 2022.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Established in 1967 in East Syracuse, New York, MFC occupies a modern 40,000 square foot facility with an impressive complement of analytical and design software, test instrumentation, prototype and manufacturing equipment to create passive filters, components and sub systems in the frequency range of 10 MHz to 50 GHz.

MFC manufactures radio frequency (RF) filters and related components for eliminating interference and facilitating signal processes for such markets as Cable Television, Broadcast, Commercial and Military Communications, Avionics, Radar, Navigation and Defense. The Company designs waveguide, stripline/microstrip, transmission line, miniature/subminiature and lumped constant filters. Configurations include bandpass, highpass, lowpass, bandstop, multiplexers, tunable notch, tunable bandpass, high power filters, amplitude equalized, delay equalized and filter networks. The Company actively produces over 1,700 standard products and has designed more than 5,000 custom products for specialized applications.

The manufacturing facility includes a modern CAD system, a test department with automated network analyzers to 50 GHz, a high capacity conveyor soldering oven and a fully compliant finishing operation. The Company's Quality Management System has been ISO 9001:2015 recognizing the Company as a quality vendor.

Efficient Computer simulation, design and analysis software enhanced by proprietary MFC developed software, allow rapid and accurate filter development at reasonable cost. Automated network analyzers provide rigorous product testing and performance data storage on a serial number basis in most cases.

A network based CAD system allows the transfer of data and programs to the CNC turning and milling centers for fabrication of machined parts. Prototype PC boards are similarly produced by computer controlled PC board mills.

A Grieve high capacity conveyor soldering oven is used for production of large quantity assemblies while smaller production quantities are assembled at hand soldering or brazing stations.

B. Please list any subsidiaries, parents, or affiliated companies.

Niagara Scientific, Inc. - Wholly owned subsidiary

C. Describe the issuers' principal products or services.

MFC manufactures radio frequency (RF) filters and related components for eliminating interference and facilitating signal processing for such markets as Cable Television, Broadcast, Commercial and Military Communications, Avionics, Radar, Navigation and Defense. The Company designs waveguide, stripline/ microstrip, transmission line, miniature/subminiature and lumped constant filters. Configurations include bandpass, highpass, lowpass, bandstop, multiplexers, tunable notch, tunable bandpass, high power filters, amplitude equalized, delay equalized and filter networks. The Company actively produces over 1,700 standard products and has designed more than 5,000 custom products for specialized applications

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Carl F Fahrenkrug , Jr.	Chief Executive Officer	Manlius, NY	19,246	Common	Less than 1%	
Richard Jones	Chief Financial Officer	Fayetteville, Ny	0			
Samuel Fanizzi	Vice President Marketing	North Syracuse, NY	0			
Robert Paul	Vice President Engineering	Syracuse, NY	0			
Daniel Herrmann	Director	Marcy, NY				
Carl F. Fahrenkrug, Sr.	Director	Manlius, NY	72,298	Common	2.8%	

Sidney Chong	Director	Syracuse, NY	0			
James Gascon	Director	Syracuse, NY	0			
John Kennedy	Director	Syracuse, NY	1,000	Common	Less than 1%	
Thomas Quartier	Director	Syracuse, NY	0			
Irene Scruton	Director	Syracuse, NY	0			
Anne Tindall	Director	Syracuse, NY	0			

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: James Gascon
Firm: Costello & Fearon, PLLC
Address 1: 211 West Jefferson Street
Address 2: Syracuse, New York 13202
Phone: 315-422-1152
Email: jjg@ccf-law.com

Accountant or Auditor

Name: Victor Vaccaro
Firm: Dannible & McKee, LLP
Address 1: 221 South Warren Street
Address 2: Syracuse, New York 13202
Phone: 315-472-9127
Email: vvaccaro@dmpas.com

Investor Relations

Name: Richard Jones
Firm: Microwave Filter Company, Inc.
Address 1: 6743 Kinne Street
Address 2: East Syracuse, New York 13057
Phone: 315-438-4758
Email: dick-j@microwavefilter.com

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Carl Fahrenkrug Jr certify that:

1. I have reviewed this September 30, 2022 annual report of Microwave Filter Company, Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/23/2022

/s/ Carl Fahrenkrug Jr

Principal Financial Officer:

I, Richard Jones, certify that:

1. I have reviewed this September 30, 2022 annual report of Microwave Filter Company, Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/23/2022

/s/ Richard Jones