

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **February 17, 2026**

VolitionRx Limited

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of Incorporation)	<u>001-36833</u> (Commission File Number)	<u>91-1949078</u> (IRS Employer Identification Number)
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1489 West Warm Springs Road, Suite 110
Henderson, Nevada 89014
(Address of principal executive offices and zip code)

+1 (512) 774-8930
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed from last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, par value \$0.001 per share	VNRX	NYSE American, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 3.02 Unregistered Sales of Equity Securities

As previously reported, pursuant to that certain securities purchase agreement dated May 15, 2025 (as amended and restated on January 7, 2026, the SPA), VolitionRx Limited (the “Company”) issued to Lind Global Asset Management XII LLC, a Delaware limited liability company (“Lind”), a senior secured convertible promissory note in the principal amount of \$7,500,000. In connection with its repayment obligations under such note, (a) on February 17, 2026, the Company issued to Lind an aggregate of 1,956,178 shares of common stock to satisfy a \$416,666 payment obligation, (b) on January 29, 2026, the Company issued to Lind an aggregate of 2,569,753 shares of common stock to satisfy a \$583,334 payment obligation, and (c) on January 16, 2026, the Company issued to Lind an aggregate of 1,893,936 shares of common stock to satisfy a \$416,666 payment obligation. The offering and sale of the shares of common stock underlying the note was made in reliance on the exemption afforded by Section 3(a)(9) or alternatively Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), and/or Rule 506 of Regulation D under the Securities Act, and corresponding provisions of state securities or “blue sky” laws. The issuance of the shares of common stock was to an existing securityholder, did not involve any paid commissions, did not involve a public offering and was made without general solicitation or general advertising.

As previously reported, on September 18, 2025 the Company issued 483,870 shares of its common stock, plus warrants to purchase up to an additional 483,870 shares of common stock at an exercise price of \$0.682 per share, to an existing stockholder in a private placement, at a combined offering price of \$0.62 per share and accompanying warrant, or an aggregate offering price of \$300,000 (excluding any proceeds from the exercise of the warrants). The warrants were exercisable immediately upon issuance and expire on September 18, 2030. The offering and sale of the shares of common stock and warrants was made in reliance upon the exemption afforded by Section 4(a)(2) of the Securities Act, and/or Rule 506 of Regulation D under the Securities Act, and corresponding provisions of state securities or “blue sky” laws. The issuance of the shares of common stock and warrants was to an existing securityholder, did not involve any underwriting discounts or commissions, did not involve a public offering and was made without general solicitation or general advertising.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

VOLITIONRX LIMITED

Date: February 20, 2026

By: /s/ Cameron Reynolds
Cameron Reynolds
Chief Executive Officer & President