

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

United Energy Corporation

A Nevada Corporation

101 E. Park Blvd. Suite 600

Plano, Texas 75074

<http://www.unrgcorp.com>

469-209-5829

SIC - 1389

ANNUAL Report

For the period ending December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

373,014,147 as of December 31, 2023

359,962,005 as of September 30, 2023

333,920,339 as of December 31, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

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

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.

Yes: ☐ No: ☒

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.

United Energy Corporation: 03/1996 – Present
Aztec Silver Mining Corporation: 07/1971 – 03/1996

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):

Active Nevada Corporation

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:

101 E. Park Blvd. Suite 600 Plano, Texas 75074

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

Check 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?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: +1-469-633-0101
Email: info@stctransfer.com
Address: 2901 Dallas Parkway, Suite 380 Plano, Texas 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>UNRG</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>910900208</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>425,000,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding:	<u>373,014,146</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>653</u>	<u>as of date: December 31, 2023</u>

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

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred Stock ("Series A Preferred")</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>5,000,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding:	<u>5,000,000</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: December 31, 2023</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series B Preferred Stock ("Series B Preferred")</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>70,000,000</u>	<u>as of date: December 31, 2023</u>
Total shares outstanding:	<u>0</u>	<u>as of date: December 31, 2023</u>
Total number of shareholders of record:	<u>0</u>	<u>as of date: December 31, 2023</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Each holder of Common Stock shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Preferred A Shares have 500 to 1 voting rights and cannot be converted into common stock or receive a dividend.

Preferred B Shares may receive a dividend of \$0.005 per share and can be converted into 1.5 shares of common stock per share.

3. Describe any other material rights of common or preferred stockholders.

None.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None.

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u> Date <u>12/31/2020</u> Common: 170,105,534: Preferred A: 5,000,000 Preferred B: 0									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
1/31/2021	New Issuance	1,400,000	Common A	\$0.0250	Yes	A. Kleifgen	Conversion	Restricted	4(a)(2)
4/16/2021	New Issuance	2,500,000	Common A	\$0.0200	Yes	R. Davidson	Cash	Restricted	4(a)(2)
5/21/2021	New Issuance	5,000,000	Common A	\$0.0200	Yes	*Jenkins Trust	Cash	Restricted	4(a)(2)
6/9/2021	New Issuance	2,500,100	Common A	\$0.0200	Yes	J. Robinson	Cash	Restricted	4(a)(2)
6/9/2021	New Issuance	5,000,000	Common A	\$0.0200	Yes	D&T Robinson	Cash	Restricted	4(a)(2)
6/10/2021	New Issuance	1,000,000	Common A	\$0.0200	Yes	G. Duvall	Cash	Restricted	4(a)(2)
6/11/2021	New Issuance	25,000	Common A	\$0.0200	Yes	T. Deaton	Cash	Restricted	4(a)(2)
6/11/2021	New Issuance	100,000	Common A	\$0.0200	Yes	C. Sparks	Cash	Restricted	4(a)(2)

6/14/2021	New Issuance	2,500,000	Common A	\$0.0200	Yes	S. Reshetnikov	Cash	Restricted	4(a)(2)
6/16/2021	New Issuance	150,000	Common A	\$0.0200	Yes	D&M Hinz JTWROS	Cash	Restricted	4(a)(2)
6/17/2021	New Issuance	500,000	Common A	\$0.0200	Yes	B. Carroll	Cash	Restricted	4(a)(2)
6/22/2021	New Issuance	10,000	Common A	\$0.0200	Yes	B. Robinson	Cash	Restricted	4(a)(2)
6/24/2021	New Issuance	500,000	Common A	\$0.0200	Yes	J. Roman	Cash	Restricted	4(a)(2)
6/28/2021	New Issuance	1,250,000	Common A	\$0.0001	Yes	B. Colson	Cash	Restricted	4(a)(2)
6/29/2021	New Issuance	500,000	Common A	\$0.0200	Yes	J. Cortes	Cash	Restricted	4(a)(2)
6/29/2021	New Issuance	1,250,000	Common A	\$0.0001	Yes	B. Schroeder	Cash	Restricted	4(a)(2)
6/30/2021	New Issuance	250,000	Common A	\$0.0001	Yes	G. Griffin	Cash	Restricted	4(a)(2)
6/30/2021	New Issuance	1,000,000	Common A	\$0.0001	Yes	G. Griffin	Cash	Restricted	4(a)(2)
7/2/2021	New Issuance	1,250,000	Common A	\$0.0200	Yes	T. Cleveland	Cash	Restricted	4(a)(2)
7/6/2021	New Issuance	1,175,000	Common A	\$0.0200	Yes	R. Guevara	Cash	Restricted	4(a)(2)
7/23/2021	New Issuance	200,000	Common A	\$0.0200	Yes	N. Flores	Cash	Restricted	4(a)(2)
7/23/2021	New Issuance	250,000	Common A	\$0.0200	Yes	I. Carvajal	Cash	Restricted	4(a)(2)
7/23/2021	New Issuance	250,000	Common A	\$0.0200	Yes	J. Hardwick	Cash	Restricted	4(a)(2)
7/23/2021	New Issuance	500,000	Common A	\$0.0200	Yes	S. Taiyab	Cash	Restricted	4(a)(2)
7/23/2021	New Issuance	1,250,000	Common A	\$0.0200	Yes	M. Curtis	Cash	Restricted	4(a)(2)
7/25/2021	New Issuance	15,000	Common A	\$0.0200	Yes	J. Carvajal	Cash	Restricted	4(a)(2)
7/26/2021	New Issuance	25,000	Common A	\$0.0200	Yes	D. Bray	Cash	Restricted	4(a)(2)
7/30/2021	New Issuance	352,000	Common A	\$0.0200	Yes	R. Guevara	Cash	Restricted	4(a)(2)
8/1/2021	New Issuance	250,000	Common A	\$0.0001	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
8/1/2021	New Issuance	50,000	Common A	\$0.0200	Yes	K. Chapman	Cash	Restricted	4(a)(2)

8/4/2021	New Issuance	50,000	Common A	\$0.0200	Yes	O. Petznick	Cash	Restricted	4(a)(2)
8/11/2021	New Issuance	100,000	Common A	\$0.0200	Yes	C. Sparks	Cash	Restricted	4(a)(2)
8/12/2021	New Issuance	150,000	Common A	\$0.0200	Yes	J. Keen	Cash	Restricted	4(a)(2)
8/12/2021	New Issuance	200,000	Common A	\$0.0200	Yes	J. Bryant	Cash	Restricted	4(a)(2)
8/13/2021	New Issuance	150,000	Common A	\$0.0200	Yes	T. Titterington	Cash	Restricted	4(a)(2)
8/18/2021	New Issuance	150,000	Common A	\$0.0200	Yes	D&M Hinz JTWROS	Cash	Restricted	4(a)(2)
8/19/2021	New Issuance	500,000	Common A	\$0.0200	Yes	S. McBrayer	Cash	Restricted	4(a)(2)
8/20/2021	New Issuance	150,000	Common A	\$0.0200	Yes	C. Mayes	Cash	Restricted	4(a)(2)
8/26/2021	New Issuance	1,000,000	Common A	\$0.0200	Yes	R. Solc	Cash	Restricted	4(a)(2)
9/9/2021	New Issuance	200,000	Common A	\$0.0200	Yes	I. Carvajal	Cash	Restricted	4(a)(2)
9/9/2021	New Issuance	1,250,000	Common A	\$0.0200	Yes	J. Robinson	Cash	Restricted	4(a)(2)
9/10/2021	New Issuance	125,000	Common A	\$0.0200	Yes	J. Keen	Cash	Restricted	4(a)(2)
9/10/2021	New Issuance	500,000	Common A	\$0.0200	Yes	P. Henry	Cash	Restricted	4(a)(2)
9/15/2021	New Issuance	250,000	Common A	\$0.0200	Yes	J. Petznick	Cash	Restricted	4(a)(2)
9/15/2021	New Issuance	500,000	Common A	\$0.0200	Yes	J. Rahm	Cash	Restricted	4(a)(2)
9/15/2021	New Issuance	2,500,000	Common A	\$0.0200	Yes	*JOAB, LLC	Cash	Restricted	4(a)(2)
9/16/2021	New Issuance	500,000	Common A	\$0.0200	Yes	S. Reshetnikov	Cash	Restricted	4(a)(2)
9/17/2021	New Issuance	100,000	Common A	\$0.0200	Yes	B. Jalomo	Cash	Restricted	4(a)(2)
9/21/2021	New Issuance	500,000	Common A	\$0.0200	Yes	S. Taiyab	Cash	Restricted	4(a)(2)
9/22/2021	New Issuance	80,000	Common A	\$0.0200	Yes	J. Carvajal	Cash	Restricted	4(a)(2)
9/22/2021	New Issuance	95,000	Common A	\$0.0200	Yes	J. Carvajal	Cash	Restricted	4(a)(2)
9/22/2021	New Issuance	1,000,000	Common A	\$0.0200	Yes	P. Buljan	Cash	Restricted	4(a)(2)

9/25/2021	New Issuance	2,500,000	Common A	\$0.0200	Yes	R. Davidson	Cash	Restricted	4(a)(2)
9/28/2021	New Issuance	100,000	Common A	\$0.0200	Yes	D. Bray	Cash	Restricted	4(a)(2)
9/28/2021	New Issuance	500,000	Common A	\$0.0200	Yes	R. Guevara	Cash	Restricted	4(a)(2)
9/29/2021	New Issuance	250,000	Common A	\$0.0200	Yes	N. Flores	Cash	Restricted	4(a)(2)
9/30/2021	New Issuance	250,000	Common A	\$0.0200	Yes	J. Arceneaux	Cash	Restricted	4(a)(2)
10/1/2021	New Issuance	105,000	Common A	\$0.0200	Yes	D. Campbell	Cash	Restricted	4(a)(2)
10/1/2021	New Issuance	1,000,000	Common A	\$0.0001	Yes	K. Chapman	Services	Restricted	4(a)(2)
10/1/2021	New Issuance	1,000,000	Common A	\$0.0001	Yes	N. Flores	Services	Restricted	4(a)(2)
10/7/2021	New Issuance	100,000	Common A	\$0.0200	Yes	T. Cardinal	Cash	Restricted	4(a)(2)
10/7/2021	New Issuance	150,000	Common A	\$0.0200	Yes	J. Robinson	Cash	Restricted	4(a)(2)
10/13/2021	New Issuance	1,000,000	Common A	\$0.0200	Yes	C&D Reading JTWROS	Cash	Restricted	4(a)(2)
10/14/2021	New Issuance	40,000	Common A	\$0.0500	Yes	R. Renfro	Cash	Restricted	4(a)(2)
10/14/2021	New Issuance	200,000	Common A	\$0.0500	Yes	N. Renfro	Cash	Restricted	4(a)(2)
10/15/2021	New Issuance	500,000	Common A	\$0.1000	No	*Haney Energy LLC	Asset Purchase	Restricted	4(a)(2)
10/15/2021	New Issuance	100,000	Common A	\$0.0200	Yes	C. Sparks	Cash	Restricted	4(a)(2)
10/18/2021	New Issuance	100,000	Common A	\$0.0200	Yes	J. Bryant	Cash	Restricted	4(a)(2)
10/18/2021	New Issuance	500,000	Common A	\$0.0200	Yes	S. McBrayer	Cash	Restricted	4(a)(2)
10/19/2021	New Issuance	50,000	Common A	\$0.0200	Yes	D&K Godfrey JTWROS	Cash	Restricted	4(a)(2)
10/19/2021	New Issuance	50,000	Common A	\$0.0200	Yes	J. Harter	Cash	Restricted	4(a)(2)
10/19/2021	New Issuance	200,000	Common A	\$0.0500	Yes	J. Hofferth	Cash	Restricted	4(a)(2)
10/19/2021	New Issuance	200,000	Common A	\$0.0500	Yes	M. Sohlden	Cash	Restricted	4(a)(2)
10/21/2021	New Issuance	250,000	Common A	\$0.0200	Yes	C. Grasser	Cash	Restricted	4(a)(2)

10/22/2021	New Issuance	250,000	Common A	\$0.0200	Yes	E. Montiel	Cash	Restricted	4(a)(2)
10/25/2021	New Issuance	30,000	Common A	\$0.0500	Yes	B. Jalomo	Cash	Restricted	4(a)(2)
10/28/2021	New Issuance	50,000	Common A	\$0.0500	Yes	M. Martinez	Cash	Restricted	4(a)(2)
10/28/2021	New Issuance	250,000	Common A	\$0.0200	Yes	M. Luna	Cash	Restricted	4(a)(2)
10/28/2021	New Issuance	5,000,000	Common A	\$0.0500	Yes	*Jenkins Trust	Cash	Restricted	4(a)(2)
10/28/2021	New Issuance	5,000,000	Common A	\$0.0500	Yes	*Jenkins Trust	Cash	Restricted	4(a)(2)
10/29/2021	New Issuance	40,000	Common A	\$0.0500	Yes	L. Hoyt	Cash	Restricted	4(a)(2)
10/29/2021	New Issuance	60,000	Common A	\$0.0500	Yes	R. Trujillo	Cash	Restricted	4(a)(2)
10/29/2021	New Issuance	60,000	Common A	\$0.0500	Yes	R. Wright	Cash	Restricted	4(a)(2)
10/29/2021	New Issuance	80,000	Common A	\$0.0500	Yes	R. Smith Jr.	Cash	Restricted	4(a)(2)
10/29/2021	New Issuance	100,000	Common A	\$0.0500	Yes	E. Robson	Cash	Restricted	4(a)(2)
11/1/2021	New Issuance	40,000	Common A	\$0.0500	Yes	R. Caballero	Cash	Restricted	4(a)(2)
11/1/2021	New Issuance	125,000	Common A	\$0.0200	Yes	K. Savercool	Cash	Restricted	4(a)(2)
11/1/2021	New Issuance	1,600,000	Common A	\$0.0200	Yes	I. Carvajal	Cash	Restricted	4(a)(2)
11/1/2021	New Issuance	1,850,000	Common A	\$0.0200	Yes	R. Guevara	Cash	Restricted	4(a)(2)
11/1/2021	New Issuance	250,000	Common A	\$0.0001	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
11/2/2021	New Issuance	80,000	Common A	\$0.0500	Yes	B. Moore	Cash	Restricted	4(a)(2)
11/2/2021	New Issuance	250,000	Common A	\$0.0200	Yes	G&C Cannon JTWROS	Cash	Restricted	4(a)(2)
11/3/2021	New Issuance	80,000	Common A	\$0.0500	Yes	R. Smith	Cash	Restricted	4(a)(2)
11/3/2021	New Issuance	300,000	Common A	\$0.0500	Yes	R. Orta	Cash	Restricted	4(a)(2)
11/4/2021	New Issuance	75,000	Common A	\$0.0200	Yes	A. Flores	Cash	Restricted	4(a)(2)
11/4/2021	New Issuance	500,000	Common A	\$0.0200	Yes	W. Rowbatham	Cash	Restricted	4(a)(2)

11/4/2021	New Issuance	1,000,000	Common A	\$0.0200	Yes	H&O Reading JTWROS	Cash	Restricted	4(a)(2)
11/5/2021	New Issuance	250,000	Common A	\$0.0200	Yes	S&D Atuaia JTWROS	Cash	Restricted	4(a)(2)
11/8/2021	New Issuance	300,000	Common A	\$0.0200	Yes	J&A Reading JTWROS	Cash	Restricted	4(a)(2)
11/10/2021	New Issuance	25,000	Common A	\$0.0200	Yes	P. Reading	Cash	Restricted	4(a)(2)
11/16/2021	New Issuance	500,000	Common A	\$0.0200	Yes	T. Bethel	Cash	Restricted	4(a)(2)
11/16/2021	New Issuance	600,000	Common A	\$0.0200	Yes	G&K Willard JTWROS	Cash	Restricted	4(a)(2)
11/17/2021	New Issuance	200,000	Common A	\$0.0200	Yes	J&A Reading JTWROS	Cash	Restricted	4(a)(2)
11/17/2021	New Issuance	2,500,000	Common A	\$0.0200	Yes	J. Hardwick	Cash	Restricted	4(a)(2)
11/19/2021	New Issuance	30,000	Common A	\$0.0500	Yes	B. Jalomo	Cash	Restricted	4(a)(2)
11/19/2021	New Issuance	440,000	Common A	\$0.0200	Yes	I. Carvajal	Cash	Restricted	4(a)(2)
11/23/2021	New Issuance	250,000	Common A	\$0.0500	Yes	B. Babcock	Cash	Restricted	4(a)(2)
11/23/2021	New Issuance	4,000,000	Common A	\$0.0200	Yes	D&T Robinson JTWROS	Cash	Restricted	4(a)(2)
1/12/2022	New Issuance	1,000,000	Common A	\$0.0200	Yes	M. Dickenson	Cash	Restricted	4(a)(2)
1/14/2022	New Issuance	570,245	Common A	\$0.0001	Yes	S. Sample	Conversion	Restricted	4(a)(2)
1/14/2022	New Issuance	545,453	Common A	\$0.0001	Yes	E. Sample	Conversion	Restricted	4(a)(2)
1/14/2022	New Issuance	123,967	Common A	\$0.0001	Yes	S. Spivey	Conversion	Restricted	4(a)(2)
1/1/2022	New Issuance	40,000	Common A	\$0.0500	Yes	L. Hoyt	Cash	Restricted	4(a)(2)
1/1/2022	New Issuance	125,000	Common A	\$0.0001	Yes	C. Grace	Services	Restricted	4(a)(2)
2/1/2022	New Issuance	1,000,000	Common A	\$0.0001	Yes	K. Chapman	Services	Restricted	4(a)(2)
2/1/2022	New Issuance	1,000,000	Common A	\$0.0001	Yes	N. Flores	Services	Restricted	4(a)(2)
2/4/2022	New Issuance	1,250,000	Common A	\$0.0200	Yes	G. Dose	Cash	Restricted	4(a)(2)
2/22/2022	New Issuance	150,000	Common A	\$0.0200	Yes	J. Keen	Cash	Restricted	4(a)(2)

3/3/2022	New Issuance	2,500,000	Common A	\$0.0200	Yes	R. Solc	Cash	Restricted	4(a)(2)
3/4/2022	New Issuance	1,000,000	Common A	\$0.0200	Yes	M. Dickenson	Cash	Restricted	4(a)(2)
3/18/2022	New Issuance	666,667	Common A	\$0.0450	Yes	K. Bleazard	Cash	Restricted	4(a)(2)
3/28/2022	New Issuance	5,000,000	Common A	\$0.0200	Yes	*Jenkins Trust	Cash	Restricted	4(a)(2)
3/31/2022	New Issuance	125,000	Common A	\$0.0001	Yes	C. Grace	Services	Restricted	4(a)(2)
3/31/2022	New Issuance	250,000	Common A	\$0.0001	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
3/31/2022	New Issuance	625,000	Common A	\$0.0200	Yes	B. Babcock	Cash	Restricted	4(a)(2)
4/1/2022	New Issuance	1,725,000	Common A	\$0.0500	Yes	B. Warren	Asset Purchase	Restricted	4(a)(2)
4/1/2022	New Issuance	575,000	Common A	\$0.0500	Yes	C. Nash	Asset Purchase	Restricted	4(a)(2)
4/1/2022	New Issuance	200,000	Common A	\$0.0500	Yes	C. York	Asset Purchase	Restricted	4(a)(2)
5/12/2022	New Issuance	500,000	Common A	\$0.0200	Yes	R. Guevara	Cash	Restricted	4(a)(2)
5/18/2022	New Issuance	500,000	Common A	\$0.0200	Yes	S. Brooks	Cash	Restricted	4(a)(2)
6/1/2022	New Issuance	1,000,000	Common A	\$0.0001	Yes	N. Flores	Services	Restricted	4(a)(2)
6/1/2022	New Issuance	1,000,000	Common A	\$0.0001	Yes	K. Chapman	Services	Restricted	4(a)(2)
6/2/2022	New Issuance	5,000,000	Common A	\$0.0001	Yes	J. Cohen	Services	Restricted	4(a)(2)
6/10/2022	New Issuance	200,000	Common A	\$0.0200	Yes	G. Morgan	Cash	Restricted	4(a)(2)
6/15/2022	New Issuance	750,000	Common A	\$0.0200	Yes	C. Wilson	Cash	Restricted	4(a)(2)
6/28/2022	New Issuance	500,000	Common A	\$0.0200	Yes	J. Rahm	Cash	Restricted	4(a)(2)
6/29/2022	New Issuance	125,000	Common A	\$0.0001	Yes	C. Grace	Services	Restricted	4(a)(2)
6/29/2022	New Issuance	2,500,000	Common A	\$0.0200	Yes	D&T Robinson JTWROS	Cash	Restricted	4(a)(2)
6/30/2022	New Issuance	250,000	Common A	\$0.0001	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
6/30/2022	New Issuance	5,000,000	Common A	\$0.0200	Yes	N. Panayotou	Cash	Restricted	4(a)(2)

6/30/2022	New Issuance	5,000,000	Common A	\$0.0200	Yes	N. Bechwati	Cash	Restricted	4(a)(2)
6/30/2022	New Issuance	250,000	Common A	\$0.0200	Yes	J. Hofferth	Cash	Restricted	4(a)(2)
6/30/2022	New Issuance	50,000	Common A	\$0.0200	Yes	R. Smith	Cash	Restricted	4(a)(2)
7/1/2022	New Issuance	1,250,000	Common A	\$0.0200	Yes	N. Hanna	Cash	Restricted	4(a)(2)
7/1/2022	New Issuance	350,000	Common A	\$0.0200	Yes	F. Brown	Cash	Restricted	4(a)(2)
7/1/2022	New Issuance	1,000,000	Common A	\$0.0001	Yes	N. Flores	Services	Restricted	4(a)(2)
7/1/2022	New Issuance	1,000,000	Common A	\$0.0001	Yes	K. Chapman	Services	Restricted	4(a)(2)
7/1/2022	New Issuance	125,000	Common A	\$0.0001	Yes	C. Grace	Services	Restricted	4(a)(2)
7/6/2022	New Issuance	1,000,000	Common A	\$0.0200	Yes	C&D Reading JTWROS	Cash	Restricted	4(a)(2)
7/7/2022	New Issuance	250,000	Common A	\$0.0200	Yes	C. Weddle	Cash	Restricted	4(a)(2)
7/13/2022	New Issuance	125,000	Common A	\$0.0200	Yes	M. Martinez	Cash	Restricted	4(a)(2)
7/11/2022	New Issuance	500,000	Common A	\$0.0200	Yes	R. Orta	Cash	Restricted	4(a)(2)
7/11/2022	New Issuance	100,000	Common A	\$0.0200	Yes	T. Scott	Cash	Restricted	4(a)(2)
7/12/2022	New Issuance	2,500,000	Common A	\$0.0200	Yes	H. Bethel	Cash	Restricted	4(a)(2)
7/15/2022	New Issuance	1,250,000	Common A	\$0.0200	Yes	J. Walls Jr.	Cash	Restricted	4(a)(2)
7/15/2022	New Issuance	250,000	Common A	\$0.0200	Yes	T. Bethel	Cash	Restricted	4(a)(2)
7/15/2022	New Issuance	100,000	Common A	\$0.0200	Yes	J. Bethel	Cash	Restricted	4(a)(2)
7/18/2022	New Issuance	500,000	Common A	\$0.0200	Yes	J. Roman	Cash	Restricted	4(a)(2)
7/18/2022	New Issuance	250,000	Common A	\$0.0200	Yes	G&C Cannon JTWROS	Cash	Restricted	4(a)(2)
7/18/2022	New Issuance	200,000	Common A	\$0.0200	Yes	R. Trujillo Sr.	Cash	Restricted	4(a)(2)
7/20/2022	New Issuance	500,000	Common A	\$0.0200	Yes	J. Rahm	Cash	Restricted	4(a)(2)
7/20/2022	New Issuance	500,000	Common A	\$0.0200	Yes	S. Moncivalles	Cash	Restricted	4(a)(2)
7/20/2022	New Issuance	100,000	Common A	\$0.0200	Yes	R. Trujillo Jr.	Cash	Restricted	4(a)(2)

7/28/2022	New Issuance	200,000	Common A	\$0.0200	Yes	A. Cortez	Cash	Restricted	4(a)(2)
7/21/2022	New Issuance	5,000,000	Common A	\$0.0200	Yes	C. Henderson	Cash	Restricted	4(a)(2)
7/21/2022	New Issuance	100,000	Common A	\$0.0200	Yes	N. Renfro	Cash	Restricted	4(a)(2)
7/21/2022	New Issuance	40,000	Common A	\$0.0200	Yes	R. Renfro	Cash	Restricted	4(a)(2)
7/21/2022	New Issuance	625,000	Common A	\$0.0200	Yes	B. Babcock	Cash	Restricted	4(a)(2)
7/26/2022	New Issuance	8,600,000	Common A	\$0.1000	Yes	A. Hanks	Asset Purchase	Restricted	4(a)(2)
7/27/2022	New Issuance	1,500,000	Common A	\$0.0200	Yes	H&O Reading JTWROS	Cash	Restricted	4(a)(2)
7/25/2022	New Issuance	2,500,000	Common A	\$0.0200	Yes	H. Bethel	Cash	Restricted	4(a)(2)
7/27/2022	New Issuance	125,000	Common A	\$0.0020	Yes	K. Savercool	Cash	Restricted	4(a)(2)
7/27/2022	New Issuance	2,000,000	Common A	\$0.0200	Yes	R. Turner	Cash	Restricted	4(a)(2)
7/26/2022	New Issuance	250,000	Common A	\$0.0200	Yes	A. Cannon	Cash	Restricted	4(a)(2)
7/26/2022	New Issuance	500,000	Common A	\$0.0200	Yes	J&A Reading JTWROS	Cash	Restricted	4(a)(2)
8/8/2022	New Issuance	1,000,000	Common A	\$0.0200	Yes	R. Guevara	Cash	Restricted	4(a)(2)
9/12/2022	New Issuance	2,500,000	Common A	\$0.0200	Yes	S. Gilcrease	Cash	Restricted	4(a)(2)
9/12/2022	New Issuance	250,000	Common A	\$0.0200	Yes	P. Gilcrease	Cash	Restricted	4(a)(2)
9/12/2022	New Issuance	250,000	Common A	\$0.0200	Yes	G. Gilcrease	Cash	Restricted	4(a)(2)
9/12/2022	New Issuance	250,000	Common A	\$0.0200	Yes	J. Gilcrease	Cash	Restricted	4(a)(2)
9/12/2022	New Issuance	250,000	Common A	\$0.0200	Yes	R. Gilcrease	Cash	Restricted	4(a)(2)
9/12/2022	New Issuance	250,000	Common A	\$0.0200	Yes	A. Gilcrease	Cash	Restricted	4(a)(2)
9/12/2022	New Issuance	250,000	Common A	\$0.0200	Yes	L. Nolan	Cash	Restricted	4(a)(2)
10/24/2022	New Issuance	250,000	Common A	\$0.1000	Yes	Leonite Fund I, L.P.	Transaction	Restricted	4(a)(2)
11/9/2022	New Issuance	1,000,000	Common A	\$0.0200	Yes	N. Flores	Services	Restricted	4(a)(2)
11/9/2022	New Issuance	1,000,000	Common A	\$0.0200	Yes	K. Chapman	Services	Restricted	4(a)(2)

11/9/2022	New Issuance	125,000	Common A	\$0.0200	Yes	C. Grace	Services	Restricted	4(a)(2)
11/9/2022	New Issuance	250,000	Common A	\$0.0200	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
11/10/2022	New Issuance	2,500,000	Common A	\$0.0200	Yes	S. Martin IRA	Cash	Restricted	4(a)(2)
11/29/2022	New Issuance	250,000	Common A	\$0.1000	Yes	Leonite Fund I, L.P.	Transaction	Restricted	4(a)(2)
12/13/2022	New Issuance	111,600	Common A	\$0.0200	Yes	J. McAuliffe	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	111,600	Common A	\$0.0200	Yes	M. Graichen	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	19,840	Common A	\$0.0200	Yes	C. Clark	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	19,840	Common A	\$0.0200	Yes	T. Parigian	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	19,840	Common A	\$0.0200	Yes	R. Setteducati	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	7,440	Common A	\$0.0200	Yes	T. Davis	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	7,440	Common A	\$0.0200	Yes	M. Winks	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	7,440	Common A	\$0.0200	Yes	M. Wypych	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	2,232	Common A	\$0.0200	Yes	H. Striplin	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	64,728	Common A	\$0.0200	Yes	Paulson Investment Company, LLC	Services	Restricted	4(a)(2)
12/13/2022	New Issuance	125,000	Common A	\$0.1000	Yes	A. Cordia	Services	Restricted	4(a)(2)
12/21/2022	New Issuance	1,000,000	Common A	\$0.0200	Yes	D. Crenshaw	Cash	Restricted	4(a)(2)
12/21/2022	New Issuance	779,411	Common A	\$0.0200	Yes	S. Sample	Conversion	Restricted	4(a)(2)
12/21/2022	New Issuance	745,524	Common A	\$0.0200	Yes	E. Sample	Conversion	Restricted	4(a)(2)
12/21/2022	New Issuance	169,437	Common A	\$0.0200	Yes	S. Spivey	Conversion	Restricted	4(a)(2)
12/21/2022	New Issuance	250,000	Common A	\$0.0400	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
12/21/2022	New Issuance	125,000	Common A	\$0.1000	Yes	A. Cordia	Services	Restricted	4(a)(2)
2/6/2023	New Issuance	2,000,000	Common A	\$0.0250	Yes	G. Grafer	Cash	Restricted	4(a)(2)
3/9/2023	New Issuance	2,666,666	Common A	\$0.1000	Yes	S. Gilcrease	Interest	Restricted	4(a)(2)

3/9/2023	New Issuance	4,000,000	Common A	\$0.0200	Yes	S. Gilcrease	Cash	Restricted	4(a)(2)
4/3/2023	New Issuance	2,500,000	Common A	\$0.0200	Yes	Jfeguson RD, LLC	Cash	Restricted	4(a)(2)
5/1/2023	New Issuance	250,000	Common A	\$0.0400	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
5/11/2023	New Issuance	125,000	Common A	\$0.1000	Yes	A. Cordia	Services	Restricted	4(a)(2)
6/1/2023	New Issuance	5,000,000	Common A	\$0.0200	Yes	H. Bethel	Cash	Restricted	4(a)(2)
8/1/2023	New Issuance	250,000	Common A	\$0.0400	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
8/11/2023	New Issuance	125,000	Common A	\$0.1000	Yes	A. Cordia	Services	Restricted	4(a)(2)
8/21/2023	New Issuance	6,000,000	Common A	\$0.0200	Yes	Jenkins Trust	Cash	Restricted	4(a)(2)
9/28/2023	New Issuance	1,250,000	Common A	\$0.0200	Yes	N. Panayotou	Cash	Restricted	4(a)(2)
9/29/2023	New Issuance	1,250,000	Common A	\$0.0200	Yes	W&T Robinson JTWROS	Cash	Restricted	4(a)(2)
9/26/2023	Retired	-250,000	Common A	NA	NA	NA	NA	NA	NA
10/13/2023	New Issuance	5,000,000	Common A	\$0.0200	Yes	A. Doty Trust	Cash	Restricted	4(a)(2)
11/1/2023	New Issuance	250,000	Common A	\$0.0200	Yes	K. Stillwagon	Services	Restricted	4(a)(2)
11/11/2023	New Issuance	125,000	Common A	\$0.0200	Yes	A. Cordia	Services	Restricted	4(a)(2)
12/1/2023	New Issuance	2,500,000	Common A	\$0.0200	Yes	A. Doty Trust	Services	Restricted	4(a)(2)
12/4/2023	New Issuance	5,000,000	Common A	\$0.0200	Yes	Jenkins Trust	Cash	Restricted	4(a)(2)
12/28/2023	New Issuance	177,142	Common A	\$0.0200	Yes	Jenkins Trust	Contract	Restricted	4(a)(2)
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u> Date <u>12/31/2023</u> Common: <u>373,014,146</u> Preferred A: <u>5,000,000</u> Preferred B: 0									

- *1. JOAB, LLC control person is Olen Petznick
2. Jenkins Trust control person is James Jenkins
2. Haney Energy, LLC control person is Sharon Kitchel
3. Paulson Investment Company, LLC control person is Alex Winks
4. Leonite Fund I, L.P. control person is Avi Geller
5. JFerguson RD, LLC control person is John Ferguson

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2/1/2021</u>	<u>\$1,203,047</u>	<u>\$2,000,000</u>	<u>\$0</u>	<u>12/31/2030</u>	<u>NA</u>	<u>Micronizing Technologies, LLC</u>	<u>License Acquisition</u>
<u>10/24/2022</u>	<u>\$555,556</u>	<u>\$555,556</u>	<u>\$0</u>	<u>10/24/2023</u>	<u>Convertible at \$0.10/share</u>	<u>Leonite Fund I, LP</u>	<u>Loan</u>

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

*Micronizing Technologies LLC control person is Steve Sample

*Leonite Fund I, LP control person is Avi Geller

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

United Energy Corporation is a diversified oil and gas producer based in Plano, TX with a 50-year history in the energy, manufacturing, and mining industries. The Company's corporate directive includes exploration, development, production, technology, and storage. Our premier holdings include assets and operations in Oklahoma, Kansas, and Louisiana. United Energy owns or has operations in over 200,000+ acres of leasehold, 2,000+ wells, and 1,100 miles of natural gas pipelines. Our objective is to maximize our resources for the highest possible gain to our shareholders and company while building a solid foundation of profitable, sustainable assets.

B. List any subsidiaries, parent company, or affiliated companies.

Attis Oil & Gas, LLC, A Texas Limited Liability Company
Entranco Energy, LLC, A Nevada Limited Liability Company
Cotton Valley Oil & Gas, LLC, A Nevada Limited Liability Company
Integrity Terminals, LLC, A Louisiana Limited Liability Company

C. Describe the issuers' principal products or services.

United Energy Corporation is focused on the development of natural gas and oil reservoirs in the Cherokee Basin located in Northeastern Oklahoma and Southeastern Kansas. The basin is prolific and has been producing oil and gas since 1873. The oil and gas properties United Energy owns or has under contract contain potentially 165.587 BCF of undiscovered natural gas reserves per the USGS (www.usgs.gov).

5) 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.

United Energy Corporation currently operates at 101 E Park Blvd, Suite 600, Plano, Texas 75074

Entransco Energy, LLC and Cotton Valley Oil & Gas, LLC currently operate at 112 N. Delaware St. Dewey, OK 74029

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
Brian Guinn	Chairman & CEO	Allen, Texas	5,000,000	Preferred A	100%	<u>NA</u>
Brian Guinn	Chairman & CEO	Allen, Texas	9,150,000	Common	2.70%	<u>NA</u>
Rick Coody	Chief Operating Officer	Skiatook, OK	0	0	0%	<u>NA</u>
Jenkins Trust	Shareholder	Germantown, TN	21,177,142	Common	5.68%	<u>James Jenkins</u>

7) Legal/Disciplinary History

A. 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.

In 2020, Rigworx, Inc., now known as United Energy Corporation, was named as a 3rd party defendant in litigation between a prior operator and a landowner on an oil and gas lease located in Sparks, Oklahoma. The litigation predated the purchase of the property. The nature of the suit is based on the use of oil and gas production equipment, roads and right-of-ways. United Energy Corporation no longer has an interest in the leases and wells located in Sparks, Oklahoma but it continues to be a 3rd party defendant in the litigation.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Eric Newlan
Firm: Newlan Law Firm, PLLC
Address 1: 2201 Long Prairie Rd. Suite 107-762
Address 2: Flower Mound, Texas 75022
Phone: +1-940-367-6154
Email: eric@newlanpllc.com

Auditors

Name: Jay Robbins
Firm: M&K CPAs, PLLC
Address 1: 363 N. Sam Houston Pkwy E., Suite 650
Address 2: Houston, Texas 77060
Phone: 832-242-9950
Email: jrobbins@mkacpas.com

Accountant

Name: Todd Peterson
Firm: KSNE2 Enterprises
Address 1: 3608 Mallardwood Drive
Address 2: Las Vegas, NV 89129
Phone:
Email: todd@ksne2enterprises.com

All other means of Investor Communication:

Twitter: @UNRGCorp
Discord: N/A
LinkedIn: United Energy Corporation
Facebook: United Energy Corporation

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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

None

9) Financial Statements

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

U.S. GAPP ☒
IFRS ☐

B. The following financial statements were prepared by (name of individual)²:

Name: Todd Peterson
Title: CPA
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: CPA

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

f. Financial Notes

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, Mr. Brian Guinn, certify that:

1. I have reviewed this Annual Disclosure Statement for **United Energy Corporation**.
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.

Date: April 15, 2024
Signature: /s/ Brian Guinn
Name: Brian Guinn
Title: Chairman and CEO

Principal Financial Officer:

I, Mr. Brian Guinn, certify that:

1. I have reviewed this Annual Disclosure Statement for **United Energy Corporation**.
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.

Date: April 15, 2024
Signature: /s/ Brian Guinn
Name: Brian Guinn
Title: Chairman and CEO

United Energy Corporation

**Consolidated Financial Statements
For the Years Ended
December 31, 2023 and 2022
(Unaudited)**

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United Energy Corporation
101 East Park Blvd., Suite 600
Plano, TX 75074

April 16, 2024

I hereby certify that the accompanying unaudited consolidated financial statements are based on the best information currently available to the Company. To the best of my knowledge, this information presents fairly, in all material respects, the financial position and stockholders' equity of United Energy Corporation as of December 31, 2023 and 2022, and the results of its operations and cash flows for the years ended December 31, 2023 and 2022 in conformity with accounting principles generally accepted in the United States of America.

/s/ Brian Guinn
CEO

UNITED ENERGY CORPORATION
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2023	December 31, 2022
		(Restated)
ASSETS		
Current assets:		
Cash	\$ 39,846	\$ 28,285
Accounts receivable	53,854	12,185
Prepaid expense	18,480	11,242
Other current assets	1,201,790	1,102,190
Total current assets	<u>1,313,970</u>	<u>1,153,902</u>
Property and equipment:		
Oil and natural gas properties, full cost method of accounting:		
Proved properties	1,579,102	1,579,102
Total property and equipment	1,579,102	1,579,102
Less, accumulated depreciation, amortization, depletion and allowance for impairment	(933,528)	(630,259)
Total property and equipment, net	<u>645,574</u>	<u>948,843</u>
Other assets:		
Convertible note receivable	1,029,102	1,043,607
Total other assets	<u>1,029,102</u>	<u>1,043,607</u>
Total assets	<u>\$ 2,988,646</u>	<u>\$ 3,146,352</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable, related parties	\$ 127,060	\$ 52,891
Accounts payable	134,553	106,845
Accrued expenses	54,589	37,746
Current portion of asset retirement obligations	1,215,902	1,213,344
Convertible notes payable	1,926,494	-
Notes payable, net of discounts of \$2,521 and \$-0- at December 31, 2023 and 2022, respectively	17,479	-
Total current liabilities	<u>3,476,077</u>	<u>1,410,826</u>
Long term liabilities:		
Asset retirement obligations	47,570	46,767
Convertible notes payable, net of discounts of \$223,164 at December 31, 2022	-	1,556,712
Total liabilities	<u>3,523,647</u>	<u>3,014,305</u>
Commitments and contingencies	-	-
Stockholders' equity (deficit):		
Preferred stock, \$0.0001 par value, 75,000,000 shares authorized, 5,000,000 shares issued and outstanding	500	500
Common stock, \$0.0001 par value, 425,000,000 shares authorized, 373,014,147 and 333,920,339 shares issued and outstanding at December 31, 2023 and 2022, respectively	37,301	33,392
Additional paid in capital	13,280,092	12,360,844
Subscriptions payable, consisting of 125,000 and 500,000 shares at December 31, 2023 and 2022, respectively	6,125	43,225
Accumulated deficit	(13,859,019)	(12,305,914)
Total stockholders' equity (deficit)	<u>(535,001)</u>	<u>132,047</u>
Total liabilities and stockholders' equity (deficit)	<u>\$ 2,988,646</u>	<u>\$ 3,146,352</u>

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

UNITED ENERGY CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended December 31,	
	2023	2022 (Restated)
Oil and gas sales	\$ 189,034	\$ 53,877
Operating expenses:		
Lease operating expenses	149,642	390,626
Depletion of oil and natural gas properties	100,470	15,712
Impairment of oil and natural gas properties	202,799	210,880
Accretion of discount on asset retirement obligations	3,361	3,064
General and administrative	212,086	423,884
Professional fees	519,827	1,863,419
Total operating expenses	1,188,185	2,907,585
Operating loss	(999,151)	(2,853,708)
Other income (expense):		
Loss on disposal of property and equipment	-	(2,500)
Loss on early extinguishment or extension of debts	(45,000)	(11,570)
Interest expense	(508,954)	(158,690)
Total other income (expense)	(553,954)	(172,760)
Net loss	\$ (1,553,105)	\$ (3,026,468)
Weighted average number of common shares outstanding - basic and diluted	352,222,251	288,791,832
Net loss per share - basic and diluted	\$ (0.00)	\$ (0.01)

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

UNITED ENERGY CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Preferred Stock		Common Stock		Additional			Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Subscriptions Payable	Accumulated Deficit	Stockholders' Equity (Deficit)
Balance, December 31, 2021	5,000,000	\$ 500	246,467,634	\$ 24,647	\$ 8,324,666	\$ 12,125	\$ (9,279,446)	\$ (917,508)
Common stock issued as commitment and finders' fee on convertible notes	-	-	372,000	37	93,791	-	-	93,828
Common stock subscriptions payable on convertible note commitment fee, 500,000 shares	-	-	-	-	-	43,225	-	43,225
Common stock issued for cash	-	-	57,546,667	5,755	1,163,045	(2,000)	-	1,166,800
Common stock issued pursuant to collateral loan agreement	-	-	8,600,000	860	1,048,340	-	-	1,049,200
Common stock issued for acquisition of oil and gas properties	-	-	3,500,000	350	286,400	-	-	286,750
Common stock issued as debt payment in lieu of cash	-	-	2,934,037	293	236,277	-	-	236,570
Common stock issued for services	-	-	14,500,001	1,450	1,208,325	(10,125)	-	1,199,650
Net loss	-	-	-	-	-	-	(3,026,468)	(3,026,468)
Balance, December 31, 2022 (Restated)	5,000,000	\$ 500	333,920,339	\$ 33,392	\$ 12,360,844	\$ 43,225	\$ (12,305,914)	\$ 132,047
Common stock issued as commitment and extension fee on convertible notes	-	-	500,000	50	43,175	(37,100)	-	6,125
Common stock issued as a debt discount on promissory note	-	-	2,666,666	267	19,733	-	-	20,000
Common stock issued for cash	-	-	32,000,000	3,200	646,800	-	-	650,000
Common stock issued for services	-	-	4,177,142	417	163,722	-	-	164,139
Common stock voluntarily cancelled	-	-	(250,000)	(25)	25	-	-	-
Warrants issued in consideration of extension on convertible notes	-	-	-	-	45,793	-	-	45,793
Net loss	-	-	-	-	-	-	(1,553,105)	(1,553,105)
Balance, December 31, 2023	5,000,000	\$ 500	373,014,147	\$ 37,301	\$ 13,280,092	\$ 6,125	\$ (13,859,019)	\$ (535,001)

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

UNITED ENERGY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended December 31,	
	2023	2022
		(Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (1,553,105)	\$ (3,026,468)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depletion, depreciation and amortization	100,470	15,712
Impairment of proved oil and gas properties	202,799	210,880
Accretion of asset retirement obligations	3,361	3,064
Accretion of present value of convertible debt	101,618	103,410
Amortization of premium on convertible note receivable	14,505	5,593
Loss on disposal of fixed assets	-	2,500
Loss on early extinguishment or extension of debts	45,000	11,570
Amortization of debt discounts	240,643	37,445
Common stock issued for services	164,139	1,486,400
Common stock issued for debt financing	6,125	-
Warrants issued for debt modification	45,793	-
Decrease (increase) in assets:		
Accounts receivable	(41,669)	(12,185)
Prepaid expense	(7,238)	(10,717)
Other current assets	(99,600)	(645,392)
Increase (decrease) in liabilities:		
Accounts payable, related parties	74,169	52,891
Accounts payable	27,708	100,371
Accrued expenses	16,843	37,746
Net cash used in operating activities	(658,439)	(1,627,180)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds received on convertible notes payable	-	432,000
Proceeds received on notes payable	20,000	-
Proceeds received from sale of common stock	650,000	1,166,800
Net cash provided by financing activities	670,000	1,598,800
NET CHANGE IN CASH	11,561	(28,380)
CASH AT BEGINNING OF PERIOD	28,285	56,665
CASH AT END OF PERIOD	<u>\$ 39,846</u>	<u>\$ 28,285</u>
SUPPLEMENTAL INFORMATION:		
Interest paid	<u>\$ 47,665</u>	<u>\$ 10,282</u>
Income taxes paid	<u>\$ -</u>	<u>\$ -</u>
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Oil and gas properties acquired with the issuance of common stock	<u>\$ -</u>	<u>\$ 1,049,200</u>
Debts converted to common stock	<u>\$ -</u>	<u>\$ 236,570</u>
Loss on modification of convertible notes	<u>\$ 45,000</u>	<u>\$ -</u>
Value of debt discounts attributable to warrants	<u>\$ 45,793</u>	<u>\$ 61,691</u>
Value of debt discounts attributable to common stock	<u>\$ 20,000</u>	<u>\$ 75,363</u>

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

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies

Nature of Business

United Energy Corporation was incorporated in Nevada on July 7, 1971. Effective October 31, 2019, United Energy Corporation merged with Rigworx, Inc., a Wyoming Corporation, whereby Rigworx, Inc. was deemed to be the acquiror for accounting purposes and became a is expected to be dissolved. United Energy Corporation and its subsidiaries (“UNRG,” “United Energy,” the “Company,” “we,” “our” or “us”) are engaged in the exploration and production of oil and natural gas properties. Our premier holdings include assets and operations in Texas, Oklahoma, Kansas, and Louisiana. United Energy owns or has operations in over 200,000 acres of leasehold properties, 2,000 wells, and 1,100 miles of natural gas pipelines. Our objective is, and always has been, to maximize our resources for the highest possible gain to our shareholder and company while building a solid foundation of profitable, sustainable assets.

On October 4, 2021, United Energy acquired 49% non-operated ownership in 200,000 acres of oil and natural gas leasehold in Northeastern Oklahoma and Southeastern Kansas, including approximately 2,200 wells and 1,000 miles of natural gas pipelines and gathering systems. The newly acquired assets once reached peaked production of 20,000 MCFD in 2005 and peak oil production of 325 BOPD in 2014. The dynamic rising natural gas demand and historic low inventories makes United Energy's entry into this region a significant strategic decision. As a result of the acquisition, United Energy adds immediate production of approximately 1,000 Million Cubic Feet per Day (“MCFD”) and approximately 30 Barrels of Oil per Day (“BOD”). This asset base includes hundreds of opportunities to restore production through re-work of existing wellbores, recompletions of behind pipe formations, water-floods of existing oil fields, and new drilling opportunities of proven undeveloped locations to offset existing production.

Basis of Accounting

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (SEC). Intercompany accounts and transactions have been eliminated. All references to Generally Accepted Accounting Principles (“GAAP”) are in accordance with The FASB Accounting Standards Codification (“ASC”) and the Hierarchy of Generally Accepted Accounting Principles.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the following entities, all of which were under common control and ownership at December 31, 2023:

Name of Entity ⁽¹⁾	Jurisdiction of Incorporation	Relationship
United Energy Corporation ⁽²⁾	Nevada	Parent
Rigworx, Inc. ⁽³⁾	Wyoming	Subsidiary
Attis Oil and Gas (Panhandle), LLC ⁽⁴⁾	Texas	Subsidiary
Cotton Valley Oil and Gas, LLC ⁽⁵⁾	Nevada	Subsidiary
Entrasco Energy, LLC ⁽⁶⁾	Nevada	Subsidiary
Integrity Terminals, LLC ⁽⁷⁾	Louisiana	Subsidiary

⁽¹⁾ All entities are in the form of a corporation.

⁽²⁾ Parent company, which owns each of the wholly-owned subsidiaries. All subsidiaries shown above are wholly-owned by United Energy Corporation

⁽³⁾ Incorporated on January 31, 2018

⁽⁴⁾ Acquired on February 7, 2020

⁽⁵⁾ Acquired on August 1, 2021

⁽⁶⁾ Acquired on August 1, 2021

⁽⁷⁾ Acquired on June 3, 2022

The consolidated financial statements herein contain the operations of the wholly-owned subsidiaries listed above. All significant inter-company transactions have been eliminated in the preparation of these financial statements. The parent company and subsidiaries will be collectively referred to herein as the “Company”, “United Energy” or “UNRG”. The Company's headquarters are located in Plano, Texas and substantially all of its revenues are within the United States.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for fair presentation of the information contained therein.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies (Continued)

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 may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Segment Reporting

ASC Topic 280, “Segment Reporting,” requires use of the “management approach” model for segment reporting. The management approach model is based on the way a company’s management organizes segments within the company for making operating decisions and assessing performance. The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

Fair Value of Financial Instruments

The Company adopted ASC 820, Fair Value Measurements and Disclosures (ASC 820). ASC 820 defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to valuation methodology are unobservable and significant to the fair measurement.

The carrying value of cash, accounts receivable, accounts payables and accrued expenses are estimated by management to approximate fair value primarily due to the short-term nature of the instruments.

Cash and Cash Equivalents

Cash equivalents include money market accounts which have maturities of three months or less. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. Cash equivalents are stated at cost plus accrued interest, which approximates market value. There were no cash equivalents on hand at December 31, 2023 and 2022.

Accounts Receivable

Accounts receivable is carried at estimated collectible amounts. Trade accounts receivable is periodically evaluated for collectability based on past credit history with customers and their current financial condition. The Company did not have an allowance for doubtful accounts as of December 31, 2023 or 2022, as collectability of substantially all of its accounts receivable was reasonably assured.

Property and Equipment

Property and equipment are stated at the lower of cost or estimated net recoverable amount. The cost of property, plant and equipment is depreciated using the straight-line method based on the lesser of the estimated useful lives of the assets or the lease term based on the following life expectancy:

Office equipment	5 years
Furniture and fixtures	7 years
Machinery and equipment	7 years

Repairs and maintenance expenditures are charged to operations as incurred. Major improvements and replacements, which extend the useful life of an asset, are capitalized and depreciated over the remaining estimated useful life of the asset. When assets are retired or sold, the cost and related accumulated depreciation and amortization are eliminated and any resulting gain or loss is reflected in operations.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies (Continued)

Oil & Gas Properties

We use the full cost method of accounting for exploration and development activities as defined by the SEC. Under this method of accounting, the costs of unsuccessful, as well as successful, exploration and development activities are capitalized as properties and equipment. This includes any internal costs that are directly related to property acquisition, exploration and development activities but does not include any costs related to production, general corporate overhead or similar activities. Gain or loss on the sale or other disposition of oil and natural gas properties is not recognized, unless accounting for the sale as a reduction of capitalized costs would significantly alter the relationship between capitalized costs and proved reserves.

Oil and natural gas properties include costs that are excluded from costs being depleted or amortized. Costs excluded from depletion or amortization represent investments in unevaluated properties and include non-producing leasehold, geological and geophysical costs associated with leasehold or drilling interests and exploration drilling costs. We exclude these costs until the property has been evaluated. Costs associated with unevaluated properties will be transferred to evaluated properties either (i) ratably over a period of the related field's life, or (ii) upon determination as to whether there are any proved reserves related to the unevaluated properties or the costs are impaired or capital costs associated with the development of these properties will not be available. Unevaluated properties with significant acquisition costs are assessed annually on a property-by-property basis and any impairment in value is charged to expense.

Impairment of Long-Lived Assets

Long-lived assets held and used by the Company are reviewed for possible impairment whenever events or circumstances indicate the carrying amount of an asset may not be recoverable or is impaired. Recoverability is assessed using undiscounted cash flows based upon historical results and current projections of earnings before interest and taxes. Impairment is measured using discounted cash flows of future operating results based upon a rate that corresponds to the cost of capital. Impairments are recognized in operating results to the extent that carrying value exceeds discounted cash flows of future operations.

Our intellectual property is comprised of indefinite-lived brand names and trademarks acquired and have been assigned an indefinite life as we currently anticipate that these brand names will contribute cash flows to the Company perpetually. We evaluate the recoverability of intangible assets periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

Asset Retirement Obligations

The Company accounts for its abandonment and restoration liabilities under Financial Accounting Standards Board ("FASB") ASC Topic 410, "Asset Retirement and Environmental Obligations" ("FASB ASC 410"), which requires the Company to record a liability equal to the fair value of the estimated cost to retire an asset upon initial recognition. The asset retirement liability is recorded in the period in which the obligation meets the definition of a liability, which is generally when the asset is placed into service. When the liability is initially recorded, the Company increases the carrying amount of oil and natural gas properties by an amount equal to the original liability. The liability is accreted to its present value each period, and the capitalized cost is depreciated consistent with depletion of reserves. Upon settlement of the liability or the sale of the well, the liability is relieved. These liability amounts may change because of changes in asset lives, estimated costs of abandonment or legal or statutory remediation requirements.

Business Combinations

The Company accounts for its acquisitions that qualify as a business using the acquisition method under FASB ASC Topic 805, "Business Combinations." Under the acquisition method, assets acquired and liabilities assumed are recognized and measured at their fair values. The use of fair value accounting requires the use of significant judgment since some transaction components do not have fair values that are readily determinable. The excess, if any, of the purchase price over the net fair value amounts assigned to assets acquired and liabilities assumed is recognized as goodwill. Conversely, if the fair value of assets acquired exceeds the purchase price, including liabilities assumed, the excess is immediately recognized in earnings as a bargain purchase gain.

Intangible Assets

Intangible assets consist of trademarks and are capitalized when acquired. The determination of fair value involves considerable estimates and judgment. In particular, the fair value of a reporting unit involves, among other things, developing forecasts of future cash flows and determining an appropriate discount rate. Although UNRG believes it has based its impairment testing of its intangible assets on reasonable estimates and assumptions, the use of different estimates and assumptions could result in materially different results. If the current legal and regulatory environment, business or competitive climate worsens, or UNRG's operating companies' strategic initiatives adversely affect their financial performance, the fair value of trademarks and other intangible assets could be impaired in future periods. Trademarks and other intangible assets with indefinite lives are not amortized, but are tested for impairment annually, in the fourth quarter, and more frequently if events and circumstances indicate that the asset might be impaired.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies (Continued)

Concentrations of Market, Credit Risk and Other Risks

The future results of the Company's crude oil and natural gas operations will be affected by the market prices of crude oil and natural gas. The availability of a ready market for crude oil and natural gas products in the future will depend on numerous factors beyond the control of the Company, including weather, imports, marketing of competitive fuels, proximity and capacity of crude oil and natural gas pipelines and other transportation facilities, any oversupply or undersupply of crude oil, natural gas and liquid products, economic disruptions resulting from the COVID-19 pandemic, the regulatory environment, the economic environment, and other regional and political events, none of which can be predicted with certainty.

The Company operates in the exploration, development and production sector of the crude oil and natural gas industry. The Company's receivables include amounts due, indirectly via the third-party operators of the wells, from purchasers of its crude oil and natural gas production. While certain of these customers, as well as third-party operators of the wells, are affected by periodic downturns in the economy in general or in their specific segment of the crude oil or natural gas industry, the Company believes that its level of credit-related losses due to such economic fluctuations have been immaterial.

The Company manages and controls market and counterparty credit risk. In the normal course of business, collateral is not required for financial instruments with credit risk. Financial instruments which potentially subject the Company to credit risk consist principally of temporary cash balances and derivative financial instruments. The Company maintains cash and cash equivalents in bank deposit accounts which, at times, may exceed the federally insured limits. The Company has not experienced any significant losses from such investments. The Company attempts to limit the amount of credit exposure to any one financial institution or company. The Company believes the credit quality of its counterparties is generally high. In the normal course of business, letters of credit or parent guarantees may be required for counterparties which management perceives to have a higher credit risk.

Revenue Recognition

The Company's revenues are primarily derived from its interests in the sale of oil and natural gas production. The Company recognizes revenue from its interests in the sales of crude oil and natural gas in the period that its performance obligations are satisfied. Performance obligations are satisfied when the customer obtains control of product, when the Company has no further obligations to perform related to the sale, when the transaction price has been determined and when collectability is probable. The sales of oil and natural gas are made under contracts which the third-party operators of the wells have negotiated with customers, which typically include variable consideration that is based on pricing tied to local indices and volumes delivered in the current month. The Company receives payment from the sale of oil and natural gas production from one to three months after delivery. At the end of each month when the performance obligation is satisfied, the variable consideration can be reasonably estimated and amounts due from customers are accrued in trade receivables, net in the balance sheets. Variances between the Company's estimated revenue and actual payments are recorded in the month the payment is received; however, differences have been and are insignificant. Accordingly, the variable consideration is not constrained.

The Company does not disclose the value of unsatisfied performance obligations under its contracts with customers as it applies the practical exemption in accordance with FASB ASC Topic 606. The exemption, as described in ASC 606-10-50-14(a), applies to variable consideration that is recognized as control of the product is transferred to the customer. Since each unit of product represents a separate performance obligation, future volumes are wholly unsatisfied, and disclosure of the transaction price allocated to remaining performance obligations is not required.

The Company's oil is typically sold at delivery points under contracts terms that are common in our industry. The Company's natural gas produced is delivered by the well operators to various purchasers at agreed upon delivery points under a limited number of contract types that are also common in our industry. Regardless of the contract type, the terms of these contracts compensate the well operators for the value of the oil and natural gas at specified prices, and then the well operators will remit payment to the Company for its share in the value of the oil and natural gas sold.

A wellhead imbalance liability equal to the Company's share is recorded to the extent that the Company's well operators have sold volumes in excess of its share of remaining reserves in an underlying property. However, for the years ended December 31, 2022 and 2021, the Company's natural gas production was in balance, meaning its cumulative portion of natural gas production taken and sold from wells in which it has an interest equaled its entitled interest in natural gas production from those wells.

The Company's disaggregated revenue has two primary sources: oil sales and natural gas and NGL sales. Substantially all of the Company's oil and natural gas sales come from four geographic areas in the United States: Texas, Oklahoma, Kansas and Louisiana.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies (Continued)

Advertising Costs

The Company expenses the cost of advertising and promotions as incurred. Advertising and promotions expense was \$2,212 and \$18,638 for the years ended December 31, 2023 and 2022, respectively.

Stock-Based Compensation

The Company accounts for equity instruments issued to employees in accordance with the provisions of ASC 718 Stock Compensation (ASC 718). All transactions in which the consideration provided in exchange for the purchase of goods or services consists of the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date of the fair value of the equity instrument issued is the earlier of the date on which the counterparty's performance is complete or the date at which a commitment for performance by the counterparty to earn the equity instruments is reached because of sufficiently large disincentives for nonperformance.

Basic and Diluted Loss Per Share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the years ended December 31, 2023 and 2022, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

Income Taxes

The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax basis of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Uncertain Tax Positions

In accordance with ASC 740, "Income Taxes" ("ASC 740"), the Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be capable of withstanding examination by the taxing authorities based on the technical merits of the position. These standards prescribe a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. These standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Various taxing authorities periodically audit the Company's income tax returns. These audits include questions regarding the Company's tax filing positions, including the timing and amount of deductions and the allocation of income to various tax jurisdictions. In evaluating the exposures connected with these various tax filing positions, including state and local taxes, the Company records allowances for probable exposures. A number of years may elapse before a particular matter, for which an allowance has been established, is audited and fully resolved. The Company has not yet undergone an examination by any taxing authorities.

The assessment of the Company's tax position relies on the judgment of management to estimate the exposures associated with the Company's various filing positions.

Adoption of New Accounting Standards and Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements upon adoption.

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosure, which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expense categories that are regularly provided to the chief operating decision maker and included in each reported measure of a segment's profit or loss. The update also requires all annual disclosures about a reportable segment's profit or loss and assets to be provided in interim periods and for entities with a single reportable segment to provide all the disclosures required by ASC 280, Segment Reporting, including the significant segment expense disclosures. For us, ASU 2023-07 will be effective on January 1, 2024 and interim periods beginning in fiscal year 2025, with early adoption permitted. The updates required by ASU 2023-07 should be applied retrospectively to all periods presented in the financial statements. We do not expect this standard to have a material impact on our results of operations, financial position or cash flows.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies (Continued)

Adoption of New Accounting Standards and Recently Issued Accounting Pronouncements (Continued)

In August 2020, FASB issued ASU 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity; Own Equity* (“ASU 2020-06”), as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Among other changes, the new guidance removes from GAAP separation models for convertible debt that require the convertible debt to be separated into a debt and equity component, unless the conversion feature is required to be bifurcated and accounted for as a derivative or the debt is issued at a substantial premium. As a result, after adopting the guidance, entities will no longer separately present such embedded conversion features in equity and will instead account for the convertible debt wholly as debt. The new guidance also requires use of the “if-converted” method when calculating the dilutive impact of convertible debt on earnings per share, which is consistent with the Company’s current accounting treatment under the current guidance. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years, with early adoption permitted, but only at the beginning of the fiscal year. The Company is still evaluating the impact of this standard on its financial statements

We have reviewed all accounting pronouncements recently issued by the FASB and the SEC. The authoritative pronouncements that we have already adopted did not have a material effect on our financial condition, results of operations, cash flows or reporting thereof, and except as otherwise noted above, we do not believe that any of the authoritative pronouncements that we have not yet adopted will have a material effect upon our financial condition, results of operations, cash flows or reporting thereof.

Note 2 – Going Concern

As shown in the accompanying consolidated financial statements, the Company has incurred recurring losses from operations resulting in an accumulated deficit of \$13,859,019, negative working capital of \$2,162,107 and as of December 31, 2023, the Company’s cash on hand may not be sufficient to sustain operations. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management is actively pursuing new customers to increase revenues. In addition, the Company is currently seeking additional sources of capital to fund short term operations. Management believes these factors will contribute toward achieving profitability. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The consolidated financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company’s ability to continue as a going concern. These financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Related Parties

The Company paid a total of \$129,920 and \$158,000 of compensation to the Company’s CEO, Brian Guinn, during the years ended December 31, 2023 and 2022, respectively.

During the year ended December 31, 2022, Seven P Capital, LLC, an entity owned by the Company’s CEO, was paid a total of \$13,557 for rents owed pursuant to month-to-month sublease agreement.

Note 4 – Restatements

The Company's financial statements were reported in error at December 31, 2022. Although these financial statements are currently unaudited, the Company had audits conducted on the prior two years, which resulted in a variety of restatements. The effect of the error corrections on the prior period has been labeled in the column headings for the prior periods as "restated." For the year ended December 31, 2022, the financial statements of the line items affected by the revision are as follows:

Consolidated Balance Sheet

Line items for December 31, 2022 Annual Report affected by restatement:	As Originally Filed	Restatement Adjustment	December 31, 2022 (Restated)
ASSETS			
Current assets:			
Cash	\$ 26,849	\$ 1,436	\$ 28,285
Accounts receivable	7,439	4,746	12,185
Prepaid expense	11,242	-	11,242
Other current assets	844,965	257,225	1,102,190
Total current assets	890,495	263,407	1,153,902
Property and equipment:			
Oil and natural gas properties, full cost method of accounting:			
Proved properties	1,715,457	(136,355)	1,579,102
Total property and equipment	1,715,457	(136,355)	1,579,102
Less, accumulated depreciation, amortization, depletion and allowance for impairment	(420,680)	(209,579)	(630,259)
Total property and equipment, net	1,294,777	(345,934)	948,843
Other assets:			
Convertible note receivable	1,314,390	(270,783)	1,043,607
	81,667	(81,667)	-
	1,946,166	(1,946,166)	-
	74,266	(74,266)	-
Total other assets	3,416,489	(2,372,882)	1,043,607
Total assets	\$ 5,601,761	\$ (2,455,409)	\$ 3,146,352
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)			
Current liabilities:			
Accounts payable, related parties	\$ -	\$ 52,891	\$ 52,891
Accounts payable	91,100	15,745	106,845
Accrued expenses	69,300	(31,554)	37,746
Current portion of asset retirement obligations	1,139,024	74,320	1,213,344
Total current liabilities	1,299,424	111,402	1,410,826
Long term liabilities:			
Asset retirement obligations	50,337	(3,570)	46,767
Convertible notes payable, net of discounts of \$223,164 at December 31, 2022	1,535,439	21,273	1,556,712
Total liabilities	2,885,200	129,105	3,014,305
Commitments and contingencies	-	-	-
Stockholders' equity (deficit):			
Preferred stock, \$0.0001 par value, 75,000,000 shares authorized, 5,000,000 shares issued and outstanding	500	-	500
Common stock, \$0.0001 par value, 425,000,000 shares authorized, 333,920,339 shares issued and outstanding at December 31, 2022	33,392	-	33,392
Additional paid in capital	12,266,370	94,474	12,360,844
Subscriptions payable, consisting of 500,000 shares at December 31, 2022	43,225	-	43,225
Accumulated deficit	(9,626,926)	(2,678,988)	(12,305,914)
Total stockholders' equity (deficit)	2,716,561	(2,584,514)	132,047
Total liabilities and stockholders' equity (deficit)	\$ 5,601,761	\$ (2,455,409)	\$ 3,146,352

Consolidated Statements of Operations

Line items for December 31, 2022 Annual Report affected by restatement:	As Originally Filed	Restatement Adjustment	December 31, 2022 (Restated)
Oil and gas sales	\$ 49,131	\$ 4,746	\$ 53,877
Operating expenses:			
Lease operating expenses	251,977	138,649	390,626
Depletion of oil and natural gas properties	10,068	5,644	15,712
Impairment of oil and natural gas properties	-	210,880	210,880
Accretion of discount on asset retirement obligations	3,590	(526)	3,064
General and administrative	287,935	135,949	423,884
Professional fees	1,567,919	295,500	1,863,419
Amortization of licensed technologies	172,440	(172,440)	-
Total operating expenses	2,293,929	613,656	2,907,585
Operating loss	(2,244,798)	(608,910)	(2,853,708)
Other income (expense):			
Other income	163,333	(163,333)	-
Loss on disposal of property and equipment	(2,500)	-	(2,500)
Loss on early extinguishment or extension of debts	(11,570)	-	(11,570)
Loss on investment in securities	(81,666)	81,666	-
Interest expense	(163,378)	4,688	(158,690)
Total other income (expense)	(95,781)	(76,979)	(172,760)
Net loss	\$ (2,340,579)	\$ (685,889)	\$ (3,026,468)
Weighted average number of common shares outstanding - basic and diluted	288,655,879	288,791,832	288,791,832
Net loss per share - basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)

Consolidated Statements of Stockholders Equity (Deficit)

Line items for December 31, 2022 Annual Report affected by restatement:	As Originally Filed	Restatement Adjustment	December 31, 2022
Additional paid-In Capital	\$ 12,266,370	\$ (94,474)	\$ 12,360,844
Net loss for the year ended December 31, 2022	(2,340,579)	685,889	(3,026,468)
Accumulated deficit	(9,626,926)	2,678,988	(12,305,914)
Stockholders' equity, December 31, 2022	\$ 2,716,561	\$ 2,584,514	\$ 132,047

Consolidated Statements of Cash Flows

Line items for December 31, 2022 Annual Report affected by restatement:	As Originally Filed	Restatement Adjustment	December 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES			(Restated)
Net loss	\$ (2,340,579)	\$ (685,889)	\$ (3,026,468)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depletion, depreciation and amortization	182,508	(166,796)	15,712
Impairment of proved oil and gas properties	-	210,880	210,880
Accretion of asset retirement obligations	3,590	(526)	3,064
Gain on common stock received on sublicensing agreement	(163,333)	163,333	-
Loss on fair value of shares received on sublicensing agreement	81,666	(81,666)	-
Accretion of present value of convertible debt	-	103,410	103,410
Amortization of premium on convertible note receivable	-	5,593	5,593
Loss on disposal of fixed assets	2,500	-	2,500
Loss on early extinguishment or extension of debts	11,570	-	11,570
Amortization of debt discounts	37,445	-	37,445
Common stock issued for services	1,199,650	286,750	1,486,400
Decrease (increase) in assets:			
Accounts receivable	(7,439)	(4,746)	(12,185)
Prepaid expense	(10,717)	-	(10,717)
Other current assets	(764,041)	118,649	(645,392)
Increase (decrease) in liabilities:			
Accounts payable, related parties	-	52,891	52,891
Accounts payable	77,343	23,028	100,371
Accrued expenses	151,437	(113,691)	37,746
Net cash used in operating activities	(1,538,400)	(88,780)	(1,627,180)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of oil and gas properties	(90,216)	90,216	-
Net used in investing activities	(90,216)	90,216	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds received on convertible notes payable	432,000	-	432,000
Proceeds received from sale of common stock	1,166,800	-	1,166,800
Net cash provided by financing activities	1,598,800	-	1,598,800
NET CHANGE IN CASH	(29,816)	1,436	(28,380)
CASH AT BEGINNING OF PERIOD	56,665	-	56,665
CASH AT END OF PERIOD	\$ 26,849	\$ 1,436	\$ 28,285
SUPPLEMENTAL INFORMATION:			
Interest paid	\$ 10,281	\$ 1	\$ 10,282
Income taxes paid	\$ -	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Oil and gas properties acquired with the issuance of common stock	\$ 1,335,950	\$ (286,750)	\$ 1,049,200
Debts converted to common stock	\$ 236,570	\$ -	\$ 236,570
Value of debt discounts attributable to warrants	\$ 61,691	\$ -	\$ 61,691
Value of debt discounts attributable to common stock	\$ 75,363	\$ -	\$ 75,363

UNITED ENERGY CORPORATION
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Note 5 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has cash and cash equivalents, oil and gas properties, a convertible note receivable and convertible notes payable that must be measured under the fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 – Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 – Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following schedule summarizes the valuation of financial instruments at fair value on a recurring basis in the balances sheet as of December 31, 2023 and 2022:

	Fair Value Measurements at December 31, 2023		
	Level 1	Level 2	Level 3
Assets			
Cash	\$ 39,846	\$ -	\$ -
Oil and natural gas properties, proved properties, net of depletion	645,574	-	-
Convertible note receivable	-	-	1,029,102
Total assets	685,420	-	1,029,102
Liabilities			
Asset retirement obligations	-	1,263,472	-
Convertible notes payable	-	-	1,926,494
Notes payable, net of discounts of \$2,521	-	-	17,479
Total liabilities	-	1,263,472	1,926,494
	\$ 685,420	\$ (1,263,472)	\$ (897,392)

	Fair Value Measurements at December 31, 2022		
	Level 1	Level 2	Level 3
Assets			
Cash	\$ 28,285	\$ -	\$ -
Oil and natural gas properties, proved properties, net of depletion	948,843	-	-
Convertible note receivable	-	-	1,043,607
Total assets	977,128	-	1,043,607
Liabilities			
Asset retirement obligations	-	1,260,111	-
Convertible notes payable, net of discounts of \$223,164	-	-	1,556,712
Total liabilities	-	1,260,111	1,556,712
	\$ 977,128	\$ (1,260,111)	\$ (513,105)

There were no transfers of financial assets or liabilities between Level 1 and Level 2 inputs for the years ended December 31, 2023 or 2022.

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Note 6 – Acquisitions

On February 23, 2022, the Company paid a \$20,000 non-refundable deposit pursuant to a Stock Purchase Agreement (“SPA”) that the Company entered into with Mrs. Steven L. Sample, Edward W. Sample, and Stephen D. Spivey (collectively the “Sellers”), whereby the Company could purchase up to eighty percent (80%) of the issued and outstanding capital stock of Mining Partners, Inc., a Florida Corporation, (“Mining Partners”). This option expired on April 4, 2022. Mining Partners owns the intellectual property associated with the PulseWave License that the Company licensed on August 4, 2020. The SPA would have enabled the Company to purchase up to 80% of Mining Partners from the Sellers for a total purchase price of \$5,000,000. Had the Company acquired an aggregate 51% ownership interest in Mining Partners, the Company would have assumed management control, and the investment would have been consolidated in the Company’s financial statements, but the Company has elected not to move forward with this acquisition at this time. The Company had currently accounted for the \$20,000 non-refundable deposit on the cost method.

On various dates between July 23, 2021 and January 7, 2022, the Company purchased a total of 12.5% interest in Integrity Terminals, LLC (“Integrity”) from Diamond Rose Development, LLC (“Diamond Rose”) for a total purchase price of \$75,000, of which \$5,000 was paid during the year ended December 31, 2022. On June 3, 2022, the Company entered into a settlement agreement with Diamond Rose, whereby the Company received the remaining 87.5% interest in Integrity, including the assumption of \$12,542.42 of outstanding legal fees owed by Integrity.

Note 7 – Other Current Assets

Other current assets at December 31, 2023 and 2022 consisted of the following:

	December 31, 2023	December 31, 2022
Security deposits	\$ 190	\$ 190
Operating bonds	-	30,000
Advances to Gateway Resources USA ⁽¹⁾	1,201,600	1,072,000
Total other current assets	\$ 1,201,790	\$ 1,102,190

⁽¹⁾ On July 25, 2022, the Company entered into a collateral loan agreement with Gateway Resources USA (“Gateway”), Inc. Pursuant to the agreement, the Company agreed to make current and future loans to Gateway as needed for operating and administrative purposes. In exchange for this arrangement, Gateway pledged to the Company all of its assets, leases, wells, pipelines, equipment and machinery as collateral. The Company has the option but not obligation to acquire the assets of Gateway in lieu of foreclosure at a date of its choosing. As of December 31, 2023, the Company had advanced \$1,201,600 to Gateway for operational and administrative purposes including repayment of loans to Blaine Exploration, Ltd.

Note 8 – Property and Equipment

Property and equipment at December 31, 2023 and 2022, consisted of the following:

	December 31, 2023	December 31, 2022
Oil and gas properties, full cost method:		
Evaluated costs	\$ 1,579,102	\$ 1,579,102
Unevaluated costs, not subject to amortization or ceiling test	-	-
	1,579,102	1,579,102
Other property and equipment	-	-
	1,579,102	1,579,102
Less: Accumulated depreciation, amortization, depletion and impairments	(933,528)	(630,259)
Total property and equipment, net	\$ 645,574	\$ 948,843

There was \$100,470 and \$15,712 of depreciation, depletion, or amortization expense, and \$202,799 and \$210,880 of impairment of proved oil and gas properties for the years ended December 31, 2023 and 2022, respectively.

On December 31, 2022, the Company disposed of equipment no longer in service. No proceeds were received on the disposal of the equipment, resulting in a loss on disposal of fixed assets of \$2,500, which represented the net book value at the time of disposal.

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Note 9 – Oil and Gas Properties

The Company's oil and gas properties consist of all acreage acquisition costs (including cash expenditures and the value of stock consideration), drilling costs and other associated capitalized costs, located in Texas, Oklahoma, Kansas and Louisiana.

There were no capitalized costs for the purchase and development of our oil and gas properties for the years ended December 31, 2023 or 2022.

There were no divestitures of oil and gas properties for the years ended December 31, 2023 or 2022.

Note 10 – Licensed Technologies, Micronizing Technologies

On August 4, 2020, the Company entered into an agreement, as amended, to license the rights to certain intellectual property, including, but not limited to a technology called, PulseWave Natural Resonance Disintegration ("NRD"), through an Oil Shale License Agreement ("the Agreement"). The Company also entered into an option agreement ("the Option") to acquire the Master World-Wide Oil Shale License Agreement ("World-Wide License") that would allow the Company to sub-license the technology to other oil shale mining companies throughout the world. The Company also paid an additional \$150,000 for the exercise of the Option, payable in ten monthly installments of \$10,000 and a final payment of \$50,000. The technology, developed by Micronizing Technologies, LLC, a Texas limited liability company ("Licensor") reduces particle sizes to granular or submicronic of various materials. This process allows for the clean removal and liberation of the desirable organic material, known as kerogen, from raw oil shale ore prior to the retorting process. The purchase price paid for the license was \$1,713,047, which consisted of an initial payment of \$200,000, the issuance of 4 million shares of the Company's common stock, with a fair market value of \$160,000, the \$150,000 of payments to exercise the Option for the World-Wide License and \$1,203,047, which represents the present value of \$2,000,000 payable over a ten-year period in annual installments between \$100,000 and \$300,000, which represents the licensed technologies' fair value. This amount was recorded as an intangible asset and was being amortized over the period of its estimated benefit period of 10 years. The carrying value of the licensed technologies was determined to be impaired in 2021.

Note 11 – Convertible Note Receivable

Convertible note receivable consists of the following at December 31, 2023 and 2022, respectively:

	December 31, 2023	December 31, 2022
On July 25, 2022, the Company entered into a collateral loan agreement with Gateway. Pursuant to the agreement, the Company agreed to make current and future loans to Gateway as needed for operating and administrative purposes. In exchange for this arrangement, Gateway pledged to the Company all of its assets, leases, wells, pipelines, equipment and machinery as collateral. The Company has the option, but not obligation, to acquire the assets of Gateway's previous lender, Blaine Exploration, Ltd. to assume its position as Senior Creditor. The fair value of the common stock was \$1,049,200, based on the closing traded price of the common stock on the date of grant. The fair value of the common stock was recognized as a convertible note receivable, resulting in a premium on the purchase of the convertible note receivable of \$189,200, which is being amortized over a period of 10 years at the rate of 6% per annum using the effective interest method.	\$ 860,000	\$ 860,000
Face value of convertible note receivable	860,000	860,000
Plus: premium on purchase of convertible note receivable	169,102	183,607
Convertible note receivable	<u>\$ 1,029,102</u>	<u>\$ 1,043,607</u>

The Company recorded amortization on the convertible note receivable premium in the amount of \$14,505 and \$5,593 for the years ended December 31, 2023 and 2022, respectively.

UNITED ENERGY CORPORATION
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Note 12 – Convertible Notes Payable

Convertible notes payable consists of the following at December 31, 2023 and 2022, respectively:

	December 31, 2023	December 31, 2022
<p>On October 24, 2022, the Company entered into a securities purchase agreement and convertible debt financing of up to \$5 million with Leonite Fund I, LP (“Leonite”). The secured financing of up to \$5 million is through a Senior Secured Convertible Note (“the Note”). If elected, the Note is convertible into UNRG’s Common Stock at a conversion price of \$0.10 per share. It can be issued in tranches, and will be a senior secured obligation that will accrue interest at a rate equal to the Prime Rate plus 9.0% per annum, with a minimum rate of 15% per annum payable monthly. The Note carries an Original Issue Discount (“OID”) of \$555,556, on a pro-rata basis for each tranche. The securities purchase agreement also provided for the issuance of two series of warrants exercisable at \$0.20 and \$0.30 per share. Each warrant consisted of the issuance of 375,000 shares of common stock, fully vested and exercisable over a five-year term. In addition, the Company agreed to pay a commitment fee to Leonite in the form of 5,000,000 shares of the Company’s common stock (“Commitment Fee Shares”) in connection with the issuance of the \$5 million debt commitment. The shares are to be issued on a pro rata basis equal to the amount of the proceeds received on the loan. The maturity date for each tranche advanced is twelve (12) months from the closing of each tranche. The Company received one tranche for \$277,778 on October 24, 2022, and the second tranche of \$277,777 on November 29, 2022 (“Tranche”). Pursuant to the terms of the Note, the Company was required to pay the principal amount of each Tranche in six (6) equal monthly installments beginning on the date that is seven (7) months after the Advance Date and continuing each month thereafter (the “Principal Payments”). On May 24, 2023, the Company and Leonite amended the Note to extend the commencement of the Principal Payment due dates to August 24, 2023, and continuing each month thereafter. As consideration for the extension, the principal balance of the Note was increased by \$45,000, and the Company awarded Leonite 125,000 shares of common stock, with a fair market value of \$6,125, and modified its award of Series A Warrants and Series B Warrants, each previously exercisable for 375,000 Common Shares, exercisable at \$0.20 and \$0.30 per share, respectively, until November 29, 2027, were increased to be exercisable into 562,500 shares each. The warrants were subsequently adjusted due to anti-dilution provisions and both series are now exercisable at \$0.02 per share, with there now being 5,625,000 and 8,437,500 Series A and B Warrants outstanding, respectively. The \$45,793 aggregate fair value of the modification of the warrants and \$6,125 of common stock were included in interest expense for the year ended December 31, 2023. The Principal Payments were not paid as required, and the Note is currently in default.</p> <p>Paulson Investment Company, LLC facilitated the financing and will be entitled to a cash fee equal to eight percent (8%), and a warrant to purchase eight percent (8%) of the equity securities issued in the financing, or into which the securities issued in the financing are convertible or exercisable.</p>	\$ 600,556	\$ 555,556
<p>On August 4, 2020, the Company completed the purchase of certain intellectual property licensing rights pursuant to a Master Worldwide Oil Shale License Agreement with Option (“Master License”) in exchange for a Secured Convertible Promissory Note, carrying a net present value of \$1,203,047 using the Company’s effective borrowing rate of 8%, on total payments of \$2,000,000. The Note matures on December 31, 2030, is non-interest bearing, carries a default interest rate of 5% per annum, and is convertible into nonrestricted shares of the Company’s common stock at a conversion price of the average traded price over the preceding fifteen (15) trading days prior to notice of conversion. The Company’s obligations under the Note are secured by the Company’s common stock. As amended on February 1, 2021, the principal payments are conditioned upon the Company exercising its option to become the Master Oil Shale Licensee pursuant to the terms and conditions of that certain Master License Agreement, it may thereafter at its sole option, apply all, or any portion of, any commissions it actually earns pursuant to its sale of Sub-Licenses as Master Licensee to no less than 10% of its 50% commission for any Sub-License sale to installment payments. Annual principal payments are due as follows:</p> <ul style="list-style-type: none"> • \$100,000 due, on or before, December 31, 2021, which was paid in January of 2022 	1,325,938	1,224,320

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with the issuance of 1,239,665 shares of common stock in lieu of cash;

- \$125,000 due, on or before, December 31, 2022, which was paid in January of 2022 with the issuance of 1,694,372 shares of common stock in lieu of cash;
- \$150,000 due, on or before, December 31, 2023;
- \$175,000 due, on or before, December 31, 2024;
- \$200,000 due, on or before, December 31, 2025;
- \$225,000 due, on or before, December 31, 2026;
- \$250,000 due, on or before, December 31, 2027;
- \$275,000 due, on or before, December 31, 2028;
- \$300,000 due, on or before, December 31, 2029;
- \$200,000 due, on or before, December 31, 2030;

The principal payment due on December 31, 2023, was not paid, and the promissory note is currently in default.

Total convertible notes payable	1,926,494	1,779,876
Less: debt discounts	-	223,164
Less: current maturities	1,926,494	-
Convertible notes payable	<u>\$ -</u>	<u>\$ 1,556,712</u>

The Company recorded interest expense on the convertible notes in the amount of \$511,475 and \$153,097 for the years ended December 31, 2023 and 2022, respectively, including \$223,164 and \$37,445 of amortized debt discounts for the years ended December 31, 2023 and 2022, respectively, in addition to \$45,793 related to the aggregate fair value of warrants and \$6,125 of common stock pursuant to the Leonite debt extension for the year ended December 31, 2023.

Note 13 – Notes Payable

Notes payable consists of the following at December 31, 2023 and 2022, respectively:

	December 31, 2023	December 31, 2022
On February 15, 2023, the Company received proceeds in the amount of \$20,000 pursuant to a loan from an accredited investor (“Investor”). The unsecured financing is non-interest bearing and matures on February 15, 2024 (“the Promissory Note”). In lieu of interest, the Company issue the investor 2,666,666 shares of the Company’s common stock in lieu of interest. The fair value of the common stock awarded was \$113,333, based on the closing traded price of the common stock on the date of grant, of which \$20,000 was recognized as a debt discount, which is being amortized over the life of the loan, resulting in \$17,479 of debt discount amortization expense during the year ended December 31, 2023. The remaining \$93,333 of stock-based compensation was recognized as interest expense during the year ended December 31, 2023.	\$ 20,000	\$ -
Less: debt discounts	2,521	-
Less: current maturities	17,479	-
Notes payable	<u>\$ -</u>	<u>\$ -</u>

Note 14 – Commitments and Contingencies

Finder’s Fees

On August 9, 2022, the Company entered into a Finder’s Fee Agreement (“FFA”) with Paulson Investment Company, LLC (“Paulson”), as amended, whereby the Company agreed to engage Paulson through December 31, 2022 to source financing for the Company. The agreement could be mutually extended for an additional ninety (90) day period. Pursuant to the FFA, the Company agreed to compensate Paulson based on a percentage of any amounts received by the Company as a result of any financing sourced by Paulson. The Company shall pay a cash fee equal to eight percent (8%), and shares of common stock at eight percent (8%) of the equity securities issued in the financing, or into which the securities issued in the financing are convertible or exercisable. The Company issued 372,000 shares pursuant to the Leonite financing during the year ended December 31, 2022. The aggregate fair value of the common stock was \$32,138, based on the closing traded price of the common stock on the date of grant.

UNITED ENERGY CORPORATION
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Note 15 – Stockholders' Equity (Deficit)

Preferred Stock

The Company has 75,000,000 authorized shares of \$0.0001 par value preferred stock, designated as Series A Preferred Stock. Each share of Series A Preferred Stock carries preferential voting rights of 500 to 1 over common stock. Series A Preferred Stock cannot be converted into common stock and does not receive a dividend. The Company has a total of 5,000,000 shares of Series A Preferred shares issued and outstanding. Samuel Smith was the sole shareholder of the 5,000,000 shares until May 5, 2021 when they were transferred to the Company's new CEO, Brian Guinn.

Common Stock

The Company has 200,000,000 authorized shares of \$0.001 par value common stock. As of December 31, 2023, a total of 373,014,147 shares of common stock have been issued.

Common Stock Issued for the Purchase of Licensed Technologies, 2022

On December 27, 2022, the Company issued an aggregate 1,694,372 shares of its common stock to three individuals as payment in lieu of the \$100,000 payment owed on December 31, 2022 for the purchase of the intellectual property called, PulseWave Natural Resonance Disintegration. The fair value of the common stock was \$125,000, based on the closing traded price of the common stock on the date of grant.

On January 7, 2022, the Company issued an aggregate 1,239,665 shares of its common stock to three individuals as payment in lieu of the \$100,000 payment owed on December 31, 2021 for the purchase of the intellectual property called, PulseWave Natural Resonance Disintegration. The fair value of the common stock was \$111,570, based on the closing traded price of the common stock on the date of grant, resulting in a loss on early extinguishment of debt in the amount of \$11,570.

Common Stock Issued for the Purchase of Oil and Gas Properties, 2022

On December 27, 2022, the Company issued 1,000,000 shares of its common stock to purchase the remaining 51% of interests in oil and gas assets, known as the Rogers County Coal Seam (ROCCS) project. The ROCCS assets consist of oil and gas leases, producing wells, disposal wells and injection wells situated thereon, all equipment presently on the leased property, and all operating agreements, marketing contracts, surfaces leases, surface rights, easements, licenses, permits, rights of way, and similar rights and interests owned or exercised by the seller within Rogers County, Oklahoma from Floyd Dale Crenshaw Jr. and associates. The fair value of the common stock was \$73,000, based on the closing traded price of the common stock on the date of grant.

On April 27, 2022, the Company amended its letter of intent, dated September 18, 2021, to purchase oil and gas assets within Wagoner County, Oklahoma from Nash Oil, Gas and Power, Inc. ("NOGP"). Pursuant to the amendment, the Company issued a total of 2,500,000 shares of its common stock to three individuals as partial payment on the acquisition. The fair value of the common stock was \$213,750, based on the closing traded price of the common stock on the date of grant. The closing of this asset purchase has not yet occurred.

Common Stock Issued in lieu of Interest on a Promissory Note, 2023

As disclosed in Note 13, above, the Company paid interest in lieu of cash, in the form of 2,666,666 shares of the Company's common stock ("Commitment Fee Shares") in connection with the issuance of a \$20,000 promissory note. The fair value of the shares was \$20,000, based on the relative fair value of the debt received.

Subscription Payable for Common Stock Awarded Pursuant to Extended Maturity of Convertible Promissory Note, 2023

As disclosed in Note 12, above, the Company agreed to issue an extension fee to Leonite in the form of 125,000 shares of the Company's common stock. The shares have been recognized as a stock subscription payable, valued at \$6,125, based on the closing traded price of the common stock on the date of grant, as they have not yet been issued.

Common Stock Issued as a Promissory Note Commitment, 2022

As disclosed in Note 12, above, the Company paid a commitment fee to Leonite Fund I, LP, in the form of 5,000,000 shares of the Company's common stock ("Commitment Fee Shares") in connection with the issuance of a \$5,000,000 debt commitment. The shares are to be issued on a pro rata basis equal to the amount of the proceeds received on the loan. As a result, the Company awarded 250,000 shares of common stock to Leonite Fund I, LP on both, October 24, 2022 and November 29, 2022, related to loan advances of \$250,000 on each of those respective grant dates. The fair value of the shares was \$22,000 and \$21,225, respectively, based on the closing price of the Company's common stock on the date of grant. The aggregate shares were subsequently issued on March 9, 2023, therefore the \$43,225 was recorded as a subscription payable at December 31, 2022.

UNITED ENERGY CORPORATION
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Note 15 – Stockholders' Equity (Deficit) (Continued)

Common Stock Issued Pursuant to Collateral Loan Agreement, 2022

On July 25, 2022, the Company entered into a collateral loan agreement with Gateway Resources USA ("Gateway"), Inc. Pursuant to the agreement, the Company agreed to make current and future loans to Gateway as needed for operating and administrative purposes. In exchange for this arrangement, Gateway pledged to the Company all of its assets, leases, wells, pipelines, equipment and machinery as collateral. The Company has the option but not obligation to acquire the assets of Gateway in lieu of foreclosure at a date of its choosing. The Company issued 8,600,000 shares of common stock to the ownership of Gateway's previous lender, Blaine Exploration, Ltd. to assume its position as Senior Creditor. The fair value of the common stock was \$1,049,200, based on the closing traded price of the common stock on the date of grant. To date, the Company has advanced \$850,000 to Gateway for operational and administrative purposes including repayment of loans to Blaine Exploration, Ltd.

Common Stock Sales, 2023

On December 4, 2023, the Company sold 5,000,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$100,000.

On October 2, 2023, the Company sold 5,000,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$100,000.

On September 28, 2023, the Company sold 1,250,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$25,000.

On September 7, 2023, the Company sold 1,250,000 shares of its common stock to another accredited investors at \$0.02 per share in exchange for proceeds of \$25,000.

On August 10, 2023, the Company sold 6,000,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$120,000. The subscription agreement included anti-dilution provisions, which entitle the investor to maintain a 4.34% interest in the outstanding common stock of the Company, calculated on a fully-diluted basis over the following two-year period. The investor's total interest ownership is subject to change if additional shares are purchased, sold or awarded as the case may be. The Company therefore is required, on a calendar-quarterly basis, to issue, or cause to be issued, to the investor additional shares as may be due.

On May 30, 2023, the Company sold 5,000,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$100,000.

On April 3, 2023, the Company sold 2,500,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$50,000.

On February 15, 2023, the Company sold 4,000,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$80,000.

On February 6, 2023, the Company sold 2,000,000 shares of its common stock to an accredited investors at \$0.025 per share in exchange for proceeds of \$50,000.

Common Stock Sales, 2022

On October 14, 2022, the Company sold 2,500,000 shares of its common stock to an accredited investor at \$0.02 per share in exchange for proceeds of \$50,000.

On various dates from July 1, 2022 through August 11, 2022, the Company sold 27,565,000 shares of its common stock to a total of thirty-six accredited investors at \$0.02 per share in exchange for proceeds of \$551,300.

On various dates from May 11, 2022 through June 30, 2022, the Company sold 15,250,000 shares of its common stock to a total of ten accredited investors at \$0.02 per share in exchange for proceeds of \$305,000. The shares were subsequently issued on August 9, 2022.

On March 31, 2022, the Company sold 625,000 shares of its common stock to an accredited investor at \$0.02 per share in exchange for proceeds of \$12,500. The shares were subsequently issued on May 16, 2022.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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Note 15 – Stockholders' Equity (Deficit) (Continued)

Common Stock Sales, 2022 (Continued)

On March 18, 2022, the Company sold 666,667 shares of its common stock to an accredited investor at \$0.045 per share in exchange for proceeds of \$30,000.

During various dates from January 12, 2022 through March 28, 2022, the Company sold an aggregate 10,900,000 shares of its common stock to five accredited investors at \$0.02 per share in exchange for aggregate proceeds of \$218,000.

Common Stock Issued in 2023 on Subscriptions Payable Outstanding at December 31, 2022

On March 9, 2023, the Company issued an aggregate 500,000 shares in satisfaction of \$43,225 of Subscriptions Payable outstanding at December 31, 2022.

Common Stock Issued in 2022 on Subscriptions Payable Outstanding at December 31, 2021

On March 30, 2022, the Company issued an aggregate 165,001 shares in satisfaction of \$12,125 of Subscriptions Payable outstanding at December 31, 2021.

Common Stock Issued for Services, 2023

On December 28, 2023, the Company awarded 2,500,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$92,500, based on the closing traded price of the common stock on the date of grant.

On November 11, 2023, the Company awarded 125,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$4,500, based on the closing traded price of the common stock on the date of grant.

On October 1, 2023, the Company awarded 250,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$12,488, based on the closing traded price of the common stock on the date of grant.

On August 11, 2023, the Company awarded 125,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$2,187, based on the closing traded price of the common stock on the date of grant.

On August 1, 2023, the Company awarded 250,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$7,250, based on the closing traded price of the common stock on the date of grant.

On May 11, 2023, the Company awarded 125,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$5,188, based on the closing traded price of the common stock on the date of grant.

On May 1, 2023, the Company awarded 250,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$9,500, based on the closing traded price of the common stock on the date of grant.

On February 11, 2023, the Company awarded 125,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$6,497, based on the closing traded price of the common stock on the date of grant.

On February 1, 2023, the Company awarded 250,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$17,475, based on the closing traded price of the common stock on the date of grant.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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Note 15 – Stockholders' Equity (Deficit) (Continued)

Common Stock Issued for Services, 2022

On November 11, 2022, the Company awarded 125,000 shares of common stock to an individual for services rendered. The fair value of the common stock was \$12,375, based on the closing traded price of the common stock on the date of grant.

On November 10, 2022, the Company awarded 250,000 shares of common stock to an individual for services rendered. The fair value of the common stock was \$25,512, based on the closing traded price of the common stock on the date of grant.

On October 1, 2022, the Company awarded an aggregate 2,125,000 shares of common stock to three individuals for services rendered. The aggregate fair value of the common stock was \$211,863, based on the closing traded price of the common stock on the date of grants.

On June 2, 2022, the Company awarded 5,000,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$350,000, based on the closing traded price of the common stock on the date of grant. The shares were subsequently issued on August 9, 2022.

On May 1, 2022, the Company awarded 250,000 shares of common stock to an individual for services rendered. The fair value of the common stock was \$18,750, based on the closing traded price of the common stock on the date of grant. The shares were subsequently issued on August 9, 2022.

On July 1, 2022, the Company awarded an aggregate 2,125,000 shares of common stock to three individuals for services rendered. The aggregate fair value of the common stock was \$196,775, based on the closing traded price of the common stock on the date of grants.

On April 1, 2022, the Company awarded an aggregate 2,000,000 shares of common stock to two individuals for services rendered. The aggregate fair value of the common stock was \$171,000, based on the closing traded price of the common stock on the date of grant. The shares were subsequently issued on August 9, 2022.

On April 1, 2022, the Company awarded 125,000 shares of common stock to an individual for services rendered. The fair value of the common stock was \$10,688, based on the closing traded price of the common stock on the date of grant. The shares were subsequently issued on August 9, 2022.

On March 31, 2022, the Company issued 125,000 shares of common stock to an individual for services rendered. The fair value of the common stock was \$10,687, based on the closing traded price of the common stock on the date of grant.

On February 1, 2022, the Company issued 250,000 shares of common stock to an individual for services rendered. The fair value of the common stock was \$30,000, based on the closing traded price of the common stock on the date of grant.

On January 1, 2022, the Company awarded an aggregate 2,000,000 shares of common stock to two individuals for services rendered. The aggregate fair value of the common stock was \$162,000, based on the closing traded price of the common stock on the date of grant.

Common Stock Issued Pursuant to Anti-Dilution Provisions, 2023

On December 28, 2023, the Company awarded 177,142 shares of common stock to an individual pursuant to the anti-dilution provisions within the August 10, 2023 subscription agreement sold to an accredited investor that require quarterly adjustments that entitle the investor to maintain a 4.34% interest in the outstanding common stock of the Company, calculated on a fully-diluted basis over the following two-year period. The aggregate fair value of the common stock was \$6,554, based on the closing traded price of the common stock on the date of grant.

Common Stock Cancelled

On October 1, 2023, an investor voluntarily cancelled 250,000 shares of common stock.

Note 16 – Common Stock Options

Stock Incentive Plan

The Company does not currently have an equity incentive plan in place, and there were no options outstanding at December 31, 2023 or 2022.

UNITED ENERGY CORPORATION
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Note 17 – Common Stock Warrants

Outstanding Warrants

Warrants to purchase an aggregate total of 14,062,500 shares of common stock at a weighted average exercise price of \$0.02 per share, exercisable over a weighted average remaining life of 3.81 years were outstanding as of December 31, 2023, as retrospectively adjusted for antidilution effects discussed below.

Anti-Dilution Provisions

All of the Company's currently outstanding warrants include anti-dilution provisions, which cause the number of shares and the exercise price to adjust when the Company sells or grants any option to purchase or sell or grants any right to reprice, or otherwise disposes of or issues, any common share or other securities convertible into, exercisable for or otherwise entitled any person or entity the right to acquire common shares at an effective price per share that is lower than the then Exercise Price (such lower price, the "Base Exercise Price" and such issuances, collectively, a "Dilutive Issuance") (it being agreed that if the holder of the Common Share or other securities so issued shall at any time, whether by operation of purchase price adjustments, reset provisions, floating conversion, exercise or exchange prices or otherwise, or due to warrants, options or rights per share which are issued in connection with such issuance, be entitled to receive common shares at an effective price per share that is lower than the Exercise Price, such issuance shall be deemed to have occurred for less than the Exercise Price on such date of the Dilutive Issuance), then (i) the Exercise Price shall be reduced to a price equal the Base Exercise Price, and (ii) the number of Warrant Shares issuable shall be increased such that the aggregate Exercise Price payable, after taking into account the decrease in the Exercise Price, shall be equal to the aggregate Exercise Price prior to such adjustment.

Warrants Modified, 2023

On May 24, 2023, the Company entered into an Extension Agreement and Amendment with Leonite Fund I, LP, whereby the original number of Leonite warrants were adjusted to increase the number of warrants to purchase from 375,000 shares to 567,500 shares for each series, an additional aggregate 4,687,500 shares of common stock, as subsequently adjusted due to antidilution provisions noted above. The warrants were awarded in two series ("Series A" and "Series B"). The modification of the Series A warrants entitles Leonite to purchase a total of 5,625,000 shares of the Company's common stock at a price of \$0.02 per share, exercisable until November 29, 2027. The estimated value of the modification using the Black-Scholes Pricing Model, based on a volatility rate of 161% and a call option value of \$0.0124, was \$23,287. The modification of the Series B warrants entitles Leonite to purchase 8,437,500 shares of the Company's common stock at a price of \$0.02 per share, exercisable until November 29, 2027. The estimated value of the modification using the Black-Scholes Pricing Model, based on a volatility rate of 161% and a call option value of \$0.008, was \$22,506. The warrants were expensed immediately as a component of interest expense. A total of \$45,793 of debt discounts related to the warrants was expensed during the year ended December 31, 2023. The warrants include beneficial ownership limitations that prevent the warrant holder from holding more than 4.99% of the number of common shares outstanding immediately after giving effect to the issuance of the shares issuable upon exercise of this warrant.

Warrants Granted, 2022

On October 24, 2022, the Company closed a private placement and concurrently entered into a Convertible Note and Warrant Purchase Agreement with Leonite Fund I, LP, whereby Leonite was awarded warrants to purchase an aggregate 9,375,000 shares of common stock, as subsequently adjusted due to antidilution provisions noted above. The warrants were awarded in two series ("Series A" and "Series B"). The Series A warrants entitle Leonite to purchase 5,625,000 shares of the Company's common stock at a price of \$0.02 per share over a five-year term. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 403% and a call option value of \$0.0083, was \$31,047. The Series B warrants entitle Leonite to purchase 8,437,500 shares of the Company's common stock at a price of \$0.02 per share over a five-year term. The estimated value using the Black-Scholes Pricing Model, based on a volatility rate of 403% and a call option value of \$0.0054, was \$30,644. The warrants will be expensed as a debt discount over the life of the loans. A total of \$19,151 and \$11,493 of debt discounts related to the warrants was expensed during the years ended December 31, 2023 and 2022, respectively. The warrants include beneficial ownership limitations that prevent the warrant holder from holding more than 4.99% of the number of common shares outstanding immediately after giving effect to the issuance of the shares issuable upon exercise of this warrant.

No warrants were exercised, cancelled or expired during the years ended December 31, 2023 and 2022.

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Note 17 – Common Stock Warrants (Continued)

The following is a summary of information about our warrants to purchase common stock outstanding at December 31, 2023, as retrospectively adjusted for antidilution effects.

Shares Underlying Warrants Outstanding				Shares Underlying Warrants Exercisable	
Range of Exercise Prices	Shares Underlying Warrants Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Shares Underlying Warrants Exercisable	Weighted Average Exercise Price
\$ 0.02	14,062,500	3.81 years	\$ 0.02	14,062,500	\$ 0.02

The fair value of each warrant grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions used for grants under the fixed option plan:

	December 31, 2023	December 31, 2022
Average risk-free interest rates	3.75%	4.36%
Average expected life (in years)	3.81	3.81
Volatility	161%	403%

The weighted average fair value of warrants granted with exercise prices at the current fair value of the underlying stock was approximately \$0.02 and \$0.02 per warrant for the years ended December 31, 2023 and 2022, respectively.

The following is a summary of activity of outstanding warrants, as retrospectively adjusted for antidilution effects:

	Number of Shares	Weighted Average Exercise Prices
Balance, December 31, 2021	-	\$ -
Warrants granted	9,375,000	0.02
Balance, December 31, 2022	9,375,000	0.02
Warrants granted	4,687,500	0.02
Balance, December 31, 2023	14,062,500	\$ 0.02
Exercisable, December 31, 2023	14,062,500	\$ 0.02

Note 18 – Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt was \$45,000 and \$11,570 during the years ended December 31, 2023 and 2022, respectively. The \$45,000 loss for the year ended December 31, 2023, was due to an increase in the principal balance of the Leonite Convertible Note pursuant to an extension and amendment of the debt entered into on May 24, 2023. The \$11,570 loss for the year ended December 31, 2022, resulted from the issuance of an aggregate 1,239,665 shares of its common stock to three individuals as payment in lieu of a \$100,000 debt payment. The fair value of the common stock was \$111,570, based on the closing traded price of the common stock on the date of grant, resulting in a loss on early extinguishment of debt in the amount of \$11,570.

UNITED ENERGY CORPORATION
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Note 19 – Income Taxes

The Company accounts for income taxes under FASB ASC 740-10, which requires use of the liability method. FASB ASC 740-10-25 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

For the years ended December 31, 2023 and 2022, the Company incurred a net operating loss and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At December 31, 2023, the Company had approximately \$6,115,000 of federal net operating losses. The net operating loss carry forwards, if not utilized, will begin to expire in 2033.

The provision for income taxes for the years ended December 31, 2023 and 2022 were assuming a 21% effective tax rate. The effective income tax rate for the years ended December 31, 2023 and 2022 consisted of the following:

	December 31,	
	2023	2022
Federal statutory income tax rate	21%	21%
State income taxes	-%	-%
Change in valuation allowance	(21%)	(21%)
Net effective income tax rate	-	-

The components of the Company's deferred tax asset are as follows:

	December 31,	
	2023	2022
Deferred tax assets:		
Net operating loss carry forwards	\$ 1,284,150	\$ 1,061,760
Net deferred tax assets before valuation allowance	\$ 1,284,150	\$ 1,061,760
Less: Valuation allowance	(1,284,150)	(1,061,760)
Net deferred tax assets	\$ -	\$ -

Based on the available objective evidence, including the Company's history of its loss, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at December 31, 2023 and 2022, respectively.

In accordance with FASB ASC 740, the Company has evaluated its tax positions and determined there are no uncertain tax positions.

Note 20 – Subsequent Events

The Company evaluates events that have occurred after the balance sheet date through the date hereof, which these financial statements were issued. No events occurred of a material nature that would have required adjustments to or disclosure in these financial statements except as follows:

Debt Financing

On February 14, 2024, the Company received proceeds in the amount of \$100,000 from an accredited investor in exchange for an unsecured promissory note, bearing interest at 10% per annum, maturing on August 14, 2024 ("the Bethel Promissory Note").

Common Stock Issued in 2024 on Subscriptions Payable Outstanding at December 31, 2023

On March 29, 2024, the Company issued 125,000 shares to the Leonite Fund I, LP in satisfaction of \$6,125 of Subscriptions Payable outstanding at December 31, 2023.

UNITED ENERGY CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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Note 19 – Subsequent Events (Continued)

Common Stock Issued Pursuant to Anti-Dilution Provisions

On March 29, 2024, the Company awarded 454,400 shares of common stock to an individual pursuant to the anti-dilution provisions within the August 10, 2023 subscription agreement sold to an accredited investor that require quarterly adjustments that entitle the investor to maintain a 4.34% interest in the outstanding common stock of the Company, calculated on a fully-diluted basis over the following two-year period. The aggregate fair value of the common stock was \$19,562, based on the closing traded price of the common stock on the date of grant.

Common Stock Issued for Services

On March 19, 2024, the Company awarded 1,000,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$43,050, based on the closing traded price of the common stock on the date of grant.

On February 11, 2024, the Company awarded 125,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$5,381, based on the closing traded price of the common stock on the date of grant.

On January 1, 2024, the Company awarded 250,000 shares of common stock to an individual for services rendered. The aggregate fair value of the common stock was \$10,763, based on the closing traded price of the common stock on the date of grant.

Common Stock Sale

On February 14, 2024, the Company sold 7,500,000 shares of its common stock to an accredited investors at \$0.02 per share in exchange for proceeds of \$150,000.