Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

US CLEAN WATER TECHNOLOGY, INC.

FKA

SUCCESS HOLDING GROUP CORP, IMNC.

605 Sandy Plains Road, Suite 240
Marietta, GA 30066

770-777-6795
No Website
wbosso1@comcast.net
SIC Code 35

Quarterly Report

For the period ending September 30, 2023 (the "Reporting Period")

Outstanding Shares
The number of shares outstanding of our Common Stock was:

21,114,126 as of September 30, 2023

21,1114,126 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 Control[1] of the company has occurred over this reporting period:

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.

[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.

Predecessor Entities: Prior to September 20, 2021, the Company's predecessor issuer was Success Holding Group Corp. USA ("Success"), a former Colorado company. Prior to January 2013, Success's name was Nanometer Storage Corporation. Prior to April 2008, Nanometer Storage Corporation's name was Istran Technologies, Inc. Prior to July 2004, Istran Technologies, Inc's name was Andar Enterprises, Inc, as incorporated in the State of Colorado.

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):

Oklahoma – active in good standing
Colorado

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:

Stock Cancellation: On the 23rd day of April, 2021, by Resolution of the Board of Directors, and upon received the necessary consents, the Company cancelled 1,008,333,300 shares of outstanding Common Stock of the Company leaving an outstanding balance of Common Stock of 2,614,126. Under the same Resolution, the Company issued to Director, Brian Kistler, two (2) shares of Preferred Series A Stock of the Company. On the 20th day of September, 2021, by agreement of the Company with Brian Kistler, those two (2) outstanding Preferred Series A shares were cancelled and no longer on the books of the Company.

Domiciliary Merger: On September 15, 2021, the predecessor issuer, Success Holding Group Corp. USA. of Colorado, completed a domiciliary merger into Success Holding Group Corp. USA. of Oklahoma, with the Oklahoma company being the survivor.

Holding Company Parent/Subsidiary Formation: On September 20, 2021, Success Holding Group Corp. USA. an Oklahoma Corporation became the parent/successor issuer pursuant to Section 1081(g) of the Oklahoma General Corporation Act under an executed agreement titled "Agreement and Plan of Reorganization" ("Parent Subsidiary Formation") which was executed by Success Holding Group Corp. USA. ("Success A"), Success Holding Group Corp. USA, an Oklahoma company created September 20, 2021 ("the Company"), and Success Merger, Inc. ("Merger Corp"). Under the terms of the Agreement, Success A merged into Merger Corp and Success A ceased to exist, wherein Merger Corp became the survivor and successor under Section 1088 of the Oklahoma Act, having acquired all of Success A's assets, rights financial statements, obligations, and liabilities as the constituent or resulting corporation. The Company became the parent and the holding company of Merger Corp under the Parent Subsidiary Formation which was in compliance with Section 1081(g) of the Oklahoma General Corporation Act.

Upon consummation of the Parent Subsidiary Formation, each issued and outstanding equity of the former Success A was transmuted into and represented the identical equity structure of Success Holding Group Corp. USA (CO) that existed prior to the domiciliary change and immediately prior to the Reorganization (on a share-for-share basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions. Upon consummation of the Agreement, the Company was the issuer since the former Success A equity structure was transmuted pursuant to Section 1081(g) as the current issued and outstanding equities of the Company. The subsidiary, Merger Corp was divested on September 20, 2021, and therefore is no longer consolidated into the Company. The shareholders of the Company became the shareholders of Success Holding Group Corp. USA (CO).

On September 20, 2021 (the "Share Exchange Date") the Company, Success Holding Group Corp. USA, now known as US Clean Water Technology, Inc. acquired all of the common shares of US Clean Water, Inc. ("Wyoming") under a certain Share Exchange Agreement.

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

3605 Sandy Plains, Road, Suite 240, Marietta, GA 30066

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: Globex Transfer, LLC
Phone: 813-344-4490
Email: er@globextransfer.com
Address: 780 Deltona Blvd., Suite 202, Deltona, FL 32725

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:	SHGR
Exact title and class of securities outstanding:	COMMON
CUSIP:	864583 109
Par or stated value:	$0.00001
Total shares authorized:	2,000,000,000 as of date: September 30, 2023
Total shares outstanding:	21,114,126 as of date: September 30, 2023
Total number of shareholders of record:	51 as of date: September 30, 2023

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

NONE

Other classes of authorized or outstanding equity securities:

The Company is authorized to issue up to 50,000,000 shares of preferred stock at $0.00001 par value per share. The Company has designated 10 shares of the preferred stock as Class A preferred stock and 100,000 shares of the preferred stock as Class B preferred stock.

Trading symbol:	NONE
Exact title and class of securities outstanding:	PREFERRED A
CUSIP:	NONE
Par or stated value:	$0.00001
Total shares authorized:	10 as of date: September 30, 2023
Total shares outstanding:	0 as of date: September 30, 2023
Total number of shareholders of record:	0 as of date: September 30, 2023

Trading symbol:	NONE
Exact title and class of securities outstanding:	PREFERRED B
CUSIP:	NONE
Par or stated value:	$0.00001
Total shares authorized (DESIGNATED)	49,999,990 as of date: September 30, 2023
Total shares outstanding:	100,000 as of date: September 30, 2023
Total number of shareholders of record:	1 as of date: September 30, 2023

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

NONE

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.**

Voting rights and dividends as declared and approved by the Board of Directors.

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

The Class A and Class B Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank pari passu to the Common Stock. The holders of shares of Class A and Class B preferred stock have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose. In the event of any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, the holders of Class A and Class B preferred stock shall be entitled to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the common stock. The holders of Class A and Class B preferred stock shall have no conversion rights.

If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 2 times the sum of:

i) the total number of shares of common stock which are issued and outstanding at the time of voting, plus
ii) the total number of shares of any Preferred Stocks which are issued and outstanding at the time of voting.

The holders of Class B preferred stock shall have the right to cast fifty (50) votes for each share held of record on all matters submitted to a vote of holders of the Company's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Class B preferred stock shall vote together with all other classes and series of common stock of the Company as a single class on all actions to be taken by the common stockholders of the Company except to the extent that voting as a separate class or series is required by law.

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: Opening Balance Date 06-22-2021 (Inception) Common: 0 Preferred: 0	*Right-click the rows below and select "Insert" to add rows as needed.								
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 (entities must have individual with voting / investment control disclosed).**	**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.**
07-23-2021	Share Exchange Agreement	10,500,000	common	$0.00001	No	US Clean Water Technology, LLC – Kurt Swogger	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	3,000,000	common	$0.00001	No	Madbrook Holdings, LLC – Rose Bosso	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	1,000,000	common	$0.00001	No	BHDH Family, LP – Darienne Hall	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	1,000,000	common	$0.00001	No	The Swogger Family Trust – Kurt Swogger	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	500,000	common	$0.00001	No	Elliot Bellen	Services	Restricted	NA

07-23-2021	Share Exchange Agreement	200,000	common	$0.00001	No	William Bosso, III	Services	Restricted	NA
07-23-2021	Share Exchange Agreement	100,000	common	$0.00001	No	Eckerd Kirsch	Services	Restricted	NA
08-11-2021	Share Exchange Agreement	1,000,000	common	$0.00001	No	John Richard Graves	Services	Restricted	NA
08-11-2021	Share Exchange Agreement	500,000	common	$0.00001	No	James Aslaksen	Services	Restricted	NA
08-11-2021	Share Exchange Agreement	400,000	common	$0.00001	No	SCI, Inc. – William Burton	Services	Restricted	NA
09-20-2021	Share Exchange Agreement	100,000	Preferred Series B	$0.00001	No	Kurt Swogger	Services	Restricted	NA
Shares Outstanding on Date of This Report: Ending Balances 09-30-2023 Common: 21,114,126 Preferred: 100,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

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 (entities must have individual with voting / investment control disclosed).**	**Reason for Issuance (e.g., Loan, Services, etc.)**
09-08-2021	$32,360 (1)	$32,360	$5,534	12-31-2023	None	Kurt Swogger	Loan
09-23-2021	$10,000 (2)	$10,000	$1,615	12-31-2023	None	James Aslaksen	Loan
09-06-2022	$45,100 (3)	$45,100	N/A	12-31-2023	None	Kurt Swogger	Loan
03/27/2023	$11,000 (4)	$11,000	N/A	12-31-2023	None	Kurt Swogger	Loan
07/24/2023	$25,000 (5)	$25,000	N/A	07/24/2024	None	Kurt Swogger	Loan

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

1. On September 8, 2021, the Company signed a $32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on December 31, 2023, as the result of an executed extension of the promissory note. For the nine months ended September 30, 2023 and 2022, the Company recorded $1,936 and $1,936 of interest expense in the accompanying unaudited Statements of Operations, respectively. At September 30, 2023 and December 31, 2022, the Company has recorded $5,534 and $3,398 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheets, respectively.

2. On September 23, 2021, the Company signed a $10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on December 31, 2023, as the result of an executed extension of the promissory note. For the nine months ended September 30, 2023 and 2022, the Company recorded $598 and $598 of interest expense in the accompanying unaudited Statements of Operations, respectively. At September 30, 2023 and December 31, 2022, the Company has recorded $1,615 and $1,017 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheets, respectively.

3. Effective September 6, 2022, an existing related party noteholder funded the Company $25,000 for working capital. Through August 4, 2022, the related party noteholder had also funded the Company $16,000 for working capital that was recorded as related party advances since there was no formal agreement. As a result, the Company executed a new promissory note with the related party noteholder dated September 6, 2022 in the amount of $45,100. This represents $25,000 of new funding, $16,000 of previous advances and a one-time $4,100 interest amount representing ten precent (10%) of the new funding and the advances. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 31, 2023, as the result of an executed extension of the promissory note.

4. Effective March 27, 2023, an existing related party noteholder funded the Company $10,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of $11,000. This represents $10,000 of new funding and a one-time $1,000 interest amount representing ten precent (10%) of the new funding. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 31, 2023.

5. Effective July 24, 2023, an existing related party noteholder funded the Company $15,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of $25,000. This represents $15,000 of new funding and a one-time $10,000 interest amount. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or July 24, 2024.

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.otcmarkets.com).

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

The Company currently has no operations.

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

The Company is an Oklahoma domiciled publicly traded company with its wholly owned subsidiary, US Clean Water, Inc., a Wyoming domiciled company.

C. Describe the issuers' principal products or services.

The primary objective of the Company is to possess exclusive licenses to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects. Through acquisitions and partnerships, the Company intends to deploy the licensed water cleaning & treating technology and systems throughout the United States.

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.

Effective July 15, 2021, the Company executed an exclusive license agreement with US Clean Water Technology, LLC, a related party ("LICENSOR") for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided. These include:

1. Intellectual Property - The inventions, systems, methods, apparatuses, techniques, and know-how embodied in the Environmental Treatment Technologies and Environmental Treatment Apparatus being:

a. the Environmental Treatment Technology.
b. all future Environmental Treatment Technology developed by the LICENSOR utilizing the underlying proprietary technology and or trade secrets that are currently owned by LICENSOR.

2. Licensed Products:

a. The Pyrolysis system for the LICENSORS Water cleaning & treating technology with anticipated immediate uses to treat leachate; service oil field water contamination issues; and tire reclamation projects.

b. All other applications of all current and future Environmental Treatment

The Company shall have Right of First Refusal to license any other applications, either currently known or unknown, under terms similar to those contained herein. This shall include, but not be limited to any additional applications that LICENSOR may develop, such as the "FOG" application as generated by municipal wastewater treatment systems and agricultural applications. This term of the agreement is five (5) years and shall be automatically renewable for five (5) year extension periods provided the LICENSOR has met the Exclusive Licensing Agreement milestones.

As consideration for the license agreement, the Company agreed to pay a one-time license payment of $1,500,000. Additionally, the Licensee purchased 10,500,000 shares of the Company's $0.00001 par value common stock as a founding shareholder

The $1,500,000 cash payment is due as follows, by virtue of a signed mutual extension:

- Six Hundred Thousand ($600,000) Dollars due on January 31, 2024; and
- Six Hundred Thousand ($600,000) Dollars due on February 28, 2024; and
- Three Hundred Thousand ($300,000) Dollars due on March 31, 2024

To maintain its exclusivity, the Company must meet the following performance guarantees for the end of each fiscal year ended December 31:

1) 2023: Minimum sale of Four Units or $100,000 cash with payment made on or before 3/31/2024.
2) 2024: Minimum sale of Five Units or $150,000 cash with payment made on or before 3/31/2025.
3) 2025: Minimum sale of Five Units or $150,000 cash with payment made on or before 3/31/2026.
4) 2026 Minimum sale of Five Units or $150,000 cash with payment made on or before 3/31/2027.

In the event that the Company does not meet the performance guarantees, the terms of the license agreement will become non-exclusive.

The Company will provide LICENSOR with the following: including but not limited to

1) Back Office Management
2) Five percent (5%) royalty to LICENSOR for all sales of products that are derivative of the License.
3) Reimbursement to LICENSOR of reasonable and preapproved expenses.

On the effective date of the license agreement, the Company determined that since the license agreement was with a related party who is also a significant shareholder, in accordance with Staff Accounting Bulletin 5 (G), "Transfers of Nonmonetary Assets by Promoters or Shareholders", recorded the $1,500,000 license fee as a component of additional paid in capital. As a result of the cash consideration not being paid, the offset was recorded as accrued license fee in the accompanying unaudited consolidated balance sheets at June 30, 2023 and December 31, 2022, respectively.

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 that 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**
US Clean Water Technology, LLC	Owner of more than 5%	Austin, Texas	10,500,000	Common	49.97%	Kurt Swogger
Madbrook Holdings, LLC	Owner of more than 5%	Marietta, Georgia	3,000,000	Common	14.28%	Rose Bosso
Success International Holding Group, Inc.	Owner of more than 5%	Taipei City, Taiwan	1,378,197	Common	6.53%	Steve Chen
William Bosso	CEO and Director	Marietta, Georgia	0	N/A	0%	N/A
Kurt Swogger	President and Director	Austin, Texas	0	N/A	0%	N/A
Swogger Family Trust DTD 11/1/2008	Chairman of the Board	Austin, Texas	1,000,000	Common	4.74%	Kurt Swogger
John Graves	Vice President	Clifton, Texas	1,000,000	Common	4.74%	N/A
James Aslaksen	Vice President and Director	Seattle, Washington	500,000	Common	2.37%	N/A

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.

None

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:	John Heskett
Firm	Heskett & Heskett
Address 1:	2401 Nowata Place, Suite A
Address 2:	Bartlesville, Oklahoma 74006
Phone:	(918) 336-1773
Email:	jheskett@hesklaw.com

Accountant or Auditor

Name:	Scott Salberg $ Company, PC
Firm:	Salberg & Company, PC
Address 1:	2295 NW Corporate Blvd., Suite 240
Address 2:	Boca Raton, Florida 33431
Phone:	(561) 995-8270
Email:	scottsalberg@sabergco.com

Investor Relations NONE

All other means of Investor Communication:

Twitter:	None
Discord:	None
LinkedIn	None
Facebook:	None
[Other]	None

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.

Name:	Bruce Hall
Firm:	N/A
Nature of Services:	Accounting and Reporting Consulting
Address 1:	836 Blue Jay Lane
Address 2:	Coppell, TX 75019
Phone:	972-841-6298
Email:	brucearthurhall@gmail.com

9) Financial Statements

A. The following financial statements were prepared in accordance with:
☐ IFRS
☒ U.S. GAAP

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

Name:	**Bruce Hall**
Title:	N/A
Relationship to Issuer:	Consultant

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

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)
f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

[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.

10) Issuer Certification

Principal Executive and Financial 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, William Bosso certify that:

1. I have reviewed this Disclosure Statement for US Clean Water Technology, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

<u>November 1, 2023</u>

<u>/s/ William Bosso</u>

US Clean Water Technology, Inc.
Condensed Interim Consolidated Financial Statements (UNAUDITED)
For the three and nine months ended September 30, 2023 and 2022

US Clean Water Technology, Inc.
Condensed Interim Consolidated Statements of Financial Position (Unaudited)

	September 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash	$ 435	$ 4,288
Other receivable	1,750	1,450
Prepaid expenses	917	6,040
Total current assets	3,102	11,778
Total assets	$ 3,102	$ 11,778
Liabilities and Stockholder's Deficit		
Current liabilities:		
Accounts payable to related parties	3,197	3,197
Accrued interest to related parties	6,949	4,415
Promissory note to related parties	123,460	87,460
Accrued license fee	1,500,000	1,500,000
Total current liabilities	1,633,606	1,595,072
Total liabilities	1,633,606	1,595,072
Commitments and Contingencies (Note 7)		
Stockholder's Deficit:		
Preferred stock, $0.0001 par value, 50,000,000 shares authorized		
Series B, 100,000 shares authorized, 100,000 issued and outstanding at September 30, 2023 and December 31, 2022	1	1
Common stock, $0.0001 par value, 2,000,000,000 shares authorized 21,114,126 shares issued and outstanding at September 30, 2023 and December 31, 2022	211	211
Subscription receivable	(10)	(10)
Additional paid in capital	(1,498,392)	(1,498,392)
Accumulated deficit	(132,314)	(85,104)
Total Stockholder's Deficit	(1,630,504)	(1,583,294)
Total Liabilities and Stockholder's Deficit	$ 3,102	$ 11,778

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

US Clean Water Technology, Inc.
Condensed Interim Consolidated Statements of Operations (Unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Operating Expenses				
Professional fees	$ 27,913	$ 267	$ 33,197	$ 29,082
General and administrative	160	45	479	100
Total Operating Expenses	28,073	312	33,676	29,182
Other Expense				
Interest expense	10,853	4,953	13,534	6,634
Total Other Expense	10,853	4,953	13,534	6,634
Net loss	$ 38,926	$ 5,265	$ 47,210	$ 35,816
Basic and Diluted Net Loss Per Share	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Weighted Average Shares - Basic and Diluted	21,114,126	21,114,126	21,114,126	21,114,126

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

US Clean Water Technology, Inc.
Condensed Interim Consolidated Statements of Stockholder's Deficit (Unaudited)

	Series B Preferred Stock		Common Stock		Subscription	Additional	Accumulated	Total Stockholder's
	Shares	Amount	Shares	Amount	Receivable	Paid in Capital	Deficit	Deficit
Three Months Ended September 30, 2023								
Balance at June 30, 2023	100,000	$ 1	21,114,126	$ 211	$ (10)	$ (1,498,392)	$ (93,388)	$ (1,591,578)
Net loss							(38,926)	(38,926)
Balance at September 30, 2023	100,000	$ 1	21,114,126	211	(10)	(1,498,392)	(132,314)	(1,630,504)

	Series B Preferred Stock		Common Stock		Subscription	Additional	Accumulated	Total Stockholder's
	Shares	Amount	Shares	Amount	Receivable	Paid in Capital	Deficit	Deficit
Three Months Ended September 30, 2022								
Balance at June 30, 2022	100,000	$ 1	21,114,126	$ 211	$ (10)	$ (1,498,392)	$ (78,171)	$ (1,576,361)
Net loss	-	-	-	-	-	-	(5,265)	(5,265)
Balance at September 30, 2022	100,000	$ 1	21,114,126	$ 211	$ (10)	$ (1,498,392)	$ (83,436)	$ (1,581,626)

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

US Clean Water Technology, Inc.
Condensed Interim Consolidated Statements of Stockholder's Deficit (Unaudited)

	Series B Preferred Stock		Common Stock		Subscription	Additional	Accumulated	Total Stockholder's
	Shares	Amount	Shares	Amount	Receivable	Paid in Capital	Deficit	Deficit
Nine Months Ended September 30, 2023								
Balance at December 31, 2022	100,000	$ 1	21,114,126	$ 211	$ (10)	$ (1,498,392)	$ (85,104)	$ (1,583,294)
Net loss							(47,210)	(47,210)
Balance at September 30, 2023	100,000	$ 1	21,114,126	211	(10)	(1,498,392)	(132,314)	(1,630,504)

	Series B Preferred Stock		Common Stock		Subscription	Additional	Accumulated	Total Stockholder's
	Shares	Amount	Shares	Amount	Receivable	Paid in Capital	Deficit	Deficit
Nine Months Ended September 30, 2022								
Balance at December 31, 2021	100,000	$ 1	21,114,126	$ 211	$ (20)	$ (1,498,392)	$ (47,620)	$ (1,545,820)
Proceeds from payment of subscription receivable	-	-	-	-	10	-	-	10
Net loss	-	-	-	-	-	-	(35,816)	(35,816)
Balance at September 30, 2022	100,000	$ 1	21,114,126	$ 211	$ (10)	$ (1,498,392)	$ (83,436)	$ (1,581,626)

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

US Clean Water Technology, Inc.
Condensed Interim Consolidated Statement of Cash Flows (Unaudited)

	For the Nine Months Ended September 30, 2023		For the Nine Months Ended September 30, 2022	
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss	$	(47,210)	$	(5,265)
Adjustments to reconcile net loss to net cash used in operating activities:				
Changes in operating assets and liabilities:				
Other receivable		(300)		-
Prepaid expenses		5,123		-
Accounts payable		-		14,215
Accrued interest to related parties		13,534		1,681
Net cash used in operating activities		(28,853)		10,631
CASH FLOWS FROM FINANCING ACTIVITIES				
Advances from related parties		-		18,000
Repayment of advances from related parties		-		10
Proceeds from promissory note from related parties		25,000		(4,450)
Net cash provided by financing activities		25,000		13,560
NET INCREASE (DECREASE) IN CASH		(3,853)		24,191
CASH - BEGINNING OF PERIOD		4,288		1,163
CASH - END OF PERIOD	$	435	$	25,354
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS				
CASH PAID FOR INTEREST	$	-	$	-
CASH PAID FOR INCOME TAXES	$	-	$	-

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

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

History and Nature of Business

History and Nature of Business

US Clean Water Technology, Inc. (the "Company") is an Oklahoma domiciled publicly traded company with its wholly owned subsidiary, US Clean Water, Inc., ("Wyoming") a Wyoming domiciled company incorporated on June 22, 2021. The Company operates out of an office located in Marietta, Georgia. The primary objective of the Company is to possess exclusive licenses to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects. Through acquisitions and partnerships, the Company intends to deploy the licensed water cleaning & treating technology and systems throughout the United States. The fiscal year end for the Company is December 31.

On September 20, 2021 (the "Share Exchange Date") the Company, Success Holding Group Corp. USA ("Success"), now known as US Clean Water Technology, Inc. acquired all of the common shares of US Clean Water, Inc. ("Wyoming") under a certain Share Exchange Agreement. Since the shareholders of Wyoming obtained voting and board control of the Company immediately after the acquisition, the exchange transaction was treated as a reverse recapitalization of Wyoming. Accordingly, the results of operations of the Company include the historical operations of Wyoming and the results of Success from the Share Exchange Date. The reverse recapitalization is reflected retrospectively for all periods presented.

On October 4th, 2021, Oklahoma, by corporate action, amended its Certificate of Incorporation, changing the name of the Company to US Clean Water Technology, Inc.

Going Concern

The accompanying unaudited condensed interim consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the accompanying unaudited condensed interim consolidated financial statements, the Company had a net loss of $8,284 and $30,511 and had net cash used in operating activities of $12,609 and $11,615 for the nine months ended September 30, 2023 and 2022, respectively. At September 30, 2023, the Company had a working capital deficit of $1,589,544 and an accumulated deficit of $93,388, which could have a material impact on the Company's financial condition and operations.

In view of these matters, recoverability of asset amounts shown in the accompanying unaudited consolidated financial statements is dependent upon the Company's ability to successfully complete its business plan, specifically rated to receivables. The consolidated financial statements do not include any adjustments relating to the recoverability or classification of recorded assets and liabilities that might result should the Company be unable to continue as a going concern.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impact of Inflation

Inflation has increased during the period covered by these unaudited condensed interim consolidated financial statements and is expected to continue to remain at elevated levels or even increase for the near future. Inflation generally affects us by increasing our operating expenses, especially related to professional fees for services provided. We do not believe inflation has had a material effect on our results of operations during the three and nine months ended September 30, 2023 and 2022, respectively.

SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("US GAAP").

Consolidation

The accompanying unaudited condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, US Clean Water, Inc. All intercompany accounts and transactions have been eliminated in consolidation.

Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in the future, actual results could differ from the estimates. Significant estimates in the accompanying unaudited condensed interim consolidated financial statements include the valuation allowance on deferred tax assets.

Cash and Cash Equivalents

For the statements of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. There were no cash equivalents at September 30, 2023

Concentrations

Certain financial instruments potentially subject the Company to concentrations of credit risk and consist primarily of cash. The Company maintains principally all cash with one financial institution, which, at times, may exceed the amount insured by the Federal Deposit Insurance Corporation. The exposure to the Company is solely dependent upon daily bank balances and the respective strength of the financial institution. The Company has not incurred any losses on these accounts. At September, 2023, the Company did not have deposits with a financial institution that exceeded the FDIC deposit insurance coverage.

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NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

ASC 820, Fair Value Measurements and Disclosures requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels to be used to measure fair value:

Level 1
Level 1 applies to assets or liabilities with quoted prices in active markets for identical assets or liabilities.

Level 2
Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3
Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, receivables acquired from an exchange agreement, receivables – direct funding, accounts payable, and promissory note – related party. Pursuant to ASC 820, Fair Value Measurements and Disclosures and ASC 825, Financial Instruments, the Company believes that the recorded values of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

There were no assets and liabilities that would be measured at fair value on a recurring/non-recurring basis at September 30, 2023.

Leases

In February 2016, the Financial Accounting Standards Board issued Accounting Standards Update No. 2016-02: "Lease (Topic 842)" whereby lessees need to recognize leases on their balance sheet as a right of use asset and a corresponding lease liability. The Company adopted this standard as of May 1, 2019 using the effective date method. As a part of our policy, we have chosen to exclude leases with a lease term of one year or less. Accordingly, we have no leases over one year and thus the adoption of this standard did not have any effect on the accompanying consolidated financial statements.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition

The Company's business plan is to deploy the exclusive license to proprietary technology that treats and cleans water; processes leachate; services oil fields; and can be used for tire reclamation projects throughout the United States. The Company will obtain orders for the manufacturing of equipment that will utilize the exclusive licensed technology. The Company will recognize revenue in accordance with the five-step method prescribed by ASC 606 "Revenues from Contracts with Customers". In accordance with this, it is anticipated that customers will provide advance deposits based upon milestones that will be recorded initially as deferred revenue, a contract liability by the Company. The funds will be utilized to acquire certain components as inventory for equipment to be sold. Upon achieving approved milestones with customers, the Company will recognize revenue and the related cost of goods sold.

The Company adopted ASC 606 "Revenues from Contracts with Customers" on June 22, 2021. There was no cumulative effect upon this adoption.

Income Taxes

Deferred income tax assets and liabilities arise from temporary differences associated with differences between the financial statements and tax basis of assets and liabilities, as measured by the enacted tax rates, which are expected to be in effect when these differences reverse. Deferred tax assets and liabilities are classified as current or non-current, depending upon the classification of the asset or liabilities to which they relate. Deferred tax assets and liabilities not related to an asset or liability are classified as current or noncurrent depending on the periods in which the temporary differences are expected to reverse. Valuation allowances are established when necessary to reduce the deferred tax assets to the amount expected to be realized.

The Company follows the provisions of FASB ASC 740-10 "Uncertainty in Income Taxes" (ASC 740-10). Certain recognition thresholds must be met before a tax position is recognized in the financial statements. An entity may only recognize or continue to recognize tax positions that meet a "more-likely-than-not" threshold. At September 30, 2023 and December 31, 2022, the Company does not believe it has any uncertain tax positions that would require either recognition or disclosure in the accompanying unaudited consolidated financial statements.

Net Loss per Share of Common Stock

The Company computes net earnings (loss) per share in accordance with ASC 260-10, "Earnings per Share.", which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period and diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Certain conditions may exist as of the date the financial statements are issued which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. Company management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, then the estimated liability would be accrued in the Company's financial statements.

If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be reasonably estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable would be disclosed. The Company does not include legal costs in its estimates of amounts to accrue

Related Parties

Parties are related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions are recorded at fair value of the goods or services exchanged.

New Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and their adoption, and has not had, and is not expected to have, a material impact on the Company’s financial position or results of operations. Other new pronouncements issued but not yet effective until after September 30, 2023 are not expected to have a significant effect on the Company’s financial position or results of operations.

NOTE 2 – LICENSE AGREEMENT

Effective July 15, 2021, the Company executed an exclusive license agreement with US Clean Water Technology, LLC, a related party (“LICENSOR”) for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided. These include:

1. Intellectual Property - The inventions, systems, methods, apparatuses, techniques, and know-how embodied in the Environmental Treatment Technologies and Environmental Treatment Apparatus being:

    a. the Environmental Treatment Technology.
    b. all future Environmental Treatment Technology developed by the LICENSOR utilizing the underlying proprietary technology and or trade secrets that are currently owned by LICENSOR.

NOTE 2 – LICENSE AGREEMENT (Continued)

2. <u>Licensed Products:</u>

   a. The Pyrolysis system for the LICENSORS Water cleaning & treating technology with anticipated immediate uses to treat leachate; service oil field water contamination issues; and tire reclamation projects.

   b. All other applications of all current and future Environmental Treatment

The Company shall have Right of First Refusal to license any other applications, either currently known or unknown, under terms similar to those contained herein. This shall include, but not be limited to any additional applications that LICENSOR may develop, such as the "FOG" application as generated by municipal wastewater treatment systems and agricultural applications. This term of the agreement is five (5) years and shall be automatically renewable for five (5) year extension periods provided the LICENSOR has met the Exclusive Licensing Agreement milestones.

As consideration for the license agreement, the Company agreed to pay a one-time license payment of $1,500,000. Additionally, the Licensee purchased 10,500,000 shares of the Company's $0.0001 par value common stock as a founding shareholder, which is included as part of the 18,200,000 founder shares discussed in Note 6.

The $1,500,000 cash payment is due as follows, by virtue of a signed mutual extension:

- Six Hundred Thousand ($600,000) Dollars due on January 31, 2024; and
- Six Hundred Thousand ($600,000) Dollars due on February 28, 2024; and
- Three Hundred Thousand ($300,000) Dollars due on March 31, 2024

To maintain its exclusivity, the Company must meet the following performance guarantees for the end of each fiscal year ended December 31:

1) 2023: Minimum sale of Four Units or $100,000 cash with payment made on or before 3/31/2024.
2) 2024: Minimum sale of Five Units or $150,000 cash with payment made on or before 3/31/2025.
3) 2025: Minimum sale of Five Units or $150,000 cash with payment made on or before 3/31/2026.
4) 2026 Minimum sale of Five Units or $150,000 cash with payment made on or before 3/31/2027.

In the event that the Company does not meet the performance guarantees, the terms of the license agreement will become non-exclusive.

The Company will provide LICENSOR with the following: including but not limited to

1) Back Office Management
2) Five percent (5%) royalty to LICENSOR for all sales of products that are derivative of the License.
3) Reimbursement to LICENSOR of reasonable and preapproved expenses.

On the effective date of the license agreement, the Company determined that since the license agreement was with a related party who is also a significant shareholder, in accordance with Staff Accounting Bulletin 5 (G), "*Transfers of Nonmonetary Assets by Promoters or Shareholders*" recorded the $1,500,000 license fee as a component of additional paid in capital. As a result of the cash consideration not being paid as of December 31, 2021, the offset was recorded as accrued license fee in the accompanying consolidated balance sheets at September 30, 2023 and December 31, 2022. See Note 6 – Related Party Transactions and Note 7 – Commitments and Contingencies.

NOTE 3 – DEBT

	September 30, 2023	December 31, 2022
Promissory Note, Related Party:		
Sep. 8, 2021. Interest at 8% and principal due Dec. 31, 2023	$ 32,360	$ 32,360
Sep. 23, 2021. Interest at 8% and principal due Dec. 31, 2023	10,000	10,000
Sep. 6, 2022. Principal due Dec. 31, 2023	45,100	45,100
Mar. 27, 2023. Principal due Dec. 31, 2023	11,000	-
Jul. 24, 2023. Principal due Jul. 31, 2024	25,000	-
Total Promissory Note – Related Party	$ 123,640	$ 87,640

On September 8, 2021, the Company signed a $32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on December 31, 2023, as the result of an executed extension of the promissory note. For the nine months ended September 30, 2023 and 2022, the Company recorded $1,936 and $1,936 of interest expense in the accompanying unaudited Statements of Operations, respectively. At September 30, 2023 and December 31, 2022, the Company has recorded $5,334 and $3,398 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheets, respectively. See Note 6 – Related Party Transactions.

On September 23, 2021, the Company signed a $10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on December 31, 2023, as the result of an executed extension of the promissory note. For the nine months ended September 30, 2023 and 2022, the Company recorded $598 and $598 of interest expense in the accompanying unaudited Statements of Operations, respectively. At September 30, 2023 and December 31, 2022, the Company has recorded $1,615 and $1,017 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheets, respectively. See Note 6 – Related Party Transactions.

Effective September 6, 2022, an existing related party noteholder funded the Company $25,000 for working capital. Through August 4, 2022, the related party noteholder had also funded the Company $16,000 for working capital that was recorded as related party advances since there was no formal agreement. As a result, the Company executed a new promissory note with the related party noteholder dated September 6, 2022 in the amount of $45,100. This represents $25,000 of new funding, $16,000 of previous advances and a one-time $4,100 interest amount representing ten precent (10%) of the new funding and the advances. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 31, 2023, as the result of an executed extension of the promissory note. See Note 6 – Related Party Transactions.

Effective March 27, 2023, an existing related party noteholder funded the Company $10,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of $11,000. This represents $10,000 of new funding and a one-time $1,000 interest amount representing ten precent (10%) of the new funding. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 31, 2023. See Note 6 – Related Party Transactions.

NOTE 3 – DEBT (Continued)

Effective July 24, 2023, an existing related party noteholder funded the Company $15,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of $25,000. This represents $15,000 of new funding and a one-time $10,000 interest amount representing ten precent (10%) of the new funding. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or July 24, 2024. See Note 6 – Related Party Transactions.

NOTE 4 – ADVANCES

During the year ended December 31, 2022, two founders advanced $19,000 of funds to the Company for working capital purposes. On September 6, 2022, $16,000 of the advances were reclassified as a component of a new promissory note – see Note 3 – Debt. Additionally, for the remaining advances of $3,000, the Company repaid $4,450 of the advances and as a result, the Company reclassified the over payment of $1,450 as an other receivable at September 30, 2023 and December 31, 2022.

On July 6, 2023, the Company advanced the LICENSOR $200 and recorded this as an other receivable at September 30, 2023.

NOTE 5 – STOCKHOLDER'S EQUITY

As a result of Share Exchange Agreement, the Company acquired all of the common shares of Wyoming at par value of $0.00001 per share as compared to Wyoming's $0.0001 par value per share. All amounts were retroactively adjusted from June 22, 2021 (Inception) with an offset to additional paid in capital.

Preferred Stock

The Company is authorized to issue up to 50,000,000 shares of preferred stock at $0.00001 par value per share. The Company has designated 10 shares of the preferred stock as Class A preferred stock and 100,000 shares of the preferred stock as Class B preferred stock. The Class A and Class B Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank pari passu to the common stock. The holders of shares of Class A and Class B preferred stock have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose. In the event of any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, the holders of Class A and Class B preferred stock shall be entitled to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the common stock. The holders of Class A and Class B preferred stock shall have no conversion rights.

If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 2 times the sum of:

i) the total number of shares of common stock which are issued and outstanding at the time of voting, plus
ii) the total number of shares of any Preferred Stocks which are issued and outstanding at the time of voting.

The holders of Class B preferred stock shall have the right to cast fifty (50) votes for each share held of record on all matters submitted to a vote of holders of the Company's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Class B preferred stock shall vote together with all other classes and series of common stock of the Company as a single class on all actions to be taken by the common stockholders of the Company except to the extent that voting as a separate class or series is required by law.

NOTE 5 – STOCKHOLDER'S EQUITY (Continued)

Preferred Stock

At September 30, 2023 and December 31, 2022, there are 100,000 shares of Series B convertible preferred stock issued and outstanding, respectively.

Preferred Stock Issued

Effective on the Share Exchange Date (see Note 1), as a result of the reverse recapitalization, the Company is deemed to have issued 100,000 shares of Series B convertible preferred stock.

Common Stock

The Company is authorized to issue up to 2,000,000,000 shares of $0.00001 par value common stock. At September 30, 2023 and December 31, 2022, there are 21,114,026 shares issued and outstanding. Effective with the Share Exchange Date (See Note 1), as a result of the reverse recapitalization, the Company is deemed to have issued 2,914,026 common shares.

NOTE 6 – RELATED PARTY TRANSACTIONS

On September 8, 2021, the Company signed a $32,360 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on December 31, 2023, as the result of an executed extension of the promissory note. See Note 6 – Related Party Transactions. For the nine months ended September 30, 2023 and 2022, the Company recorded $1,936 and $1,936 of interest expense in the accompanying unaudited Statements of Operations, respectively. At September 30, 2023 and December 31, 20222, the Company has recorded $5,334 and $3,398 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheets, respectively.

On September 23, 2021, the Company signed a $10,000 promissory note with a founder of the Company. The terms including interest accrued at 8% annually and the principal and interest are payable on December 31, 2023, as the result of an executed extension of the promissory note. For the nine months ended September 30, 2023 and 2022, the Company recorded $598 and $598 of interest expense in the accompanying unaudited Statements of Operations, respectively. At September 30, 2023 and December 31, 2022, the Company has recorded $1,615 and $1,017 of accrued interest, related party in the accompanying unaudited consolidated Balance Sheets, respectively. See Note 3 – Debt.

Effective September 6, 2022, an existing related party noteholder funded the Company $25,000 for working capital. Through August 4, 2022, the related party noteholder had also funded the Company $16,000 for working capital that was recorded as related party advances since there was no formal agreement. As a result, the Company executed a new promissory note with the related party noteholder dated September 6, 2022 in the amount of $45,100. This represents $25,000 of new funding, $16,000 of previous advances and a one-time $4,100 interest amount representing ten precent (10%) of the new funding and the advances. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 31, 2023, as the result of an executed extension of the promissory note. See Note 3 – Debt.

NOTE 6 – RELATED PARTY TRANSACTIONS (Continued)

Effective March 27, 2023, an existing related party noteholder funded the Company $10,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of $11,000. This represents $10,000 of new funding and a one-time $1,000 interest amount representing ten precent (10%) of the new funding. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or December 31, 2023. See Note 3 – Debt.

Effective July 24, 2023, an existing related party noteholder funded the Company $15,000 for working capital and the Company executed a new promissory note with the related party noteholder in the amount of $25,000. This represents $15,000 of new funding and a one-time $10,000 interest amount. As a result, no new interest will be calculated on the promissory note and the promissory note is due and payable upon the earlier of first revenue recognized by the Company related to the licensed technology or January 24, 2024. See Note 3 – Debt.

Effective July 15, 2021, the Company executed an exclusive license agreement with LICENSOR for its Environmental Treatment Technologies and Environmental Apparatus whereby the Company would use the intellectual property worldwide in the design, development, and sale of the licensed applications and products pursuant to the terms and conditions hereinafter provided.

As consideration for the license agreement, the Company agreed to pay a one-time license payment of $1,500,000. The $1,500,000 cash payment is due as follows, by virtue of a signed mutual extension:

- Six Hundred Thousand ($600,000) Dollars due on January 31, 2024; and
- Six Hundred Thousand ($600,000) Dollars due on February 28, 2024; and
- Three Hundred Thousand ($300,000) Dollars due on March 31, 2024

On the effective date of the license agreement, the Company determined that since the license agreement was with a related party that is also a founder and principal shareholder, in accordance with Staff Accounting Bulletin 5 (G), “Transfers of Nonmonetary Assets by Promoters or Shareholders” recorded the $1,500,000 license fee as a charge to additional paid in capital. As a result of the cash consideration not being paid, the offset was recorded as accrued license fee in the accompanying unaudited consolidated balance sheets at September 30, 2023 and December 31, 2022, respectively (see Note 2 – License Fee and Note 7 – Commitments and Contingencies).

NOTE 7 – COMMITMENTS AND CONTINGENCIES

The Company has an exclusive license agreement with a related party “LICENSOR”), who is controlled by a founding principal stockholder (See Note 2 – License Fee and Note 6 – Related Party Transactions).

If the Company is unable to make the payments described above, the LICENSOR would have all rights and remedies available under the License Agreement and the Company’s business plan, which is based on the License Agreement, would be materially impacted. In addition, to maintain its license exclusivity, the Company must meet certain performance guarantees which are sales that result in royalty payments to the licensor. In the event the performance guarantees are not made, the license agreement will become non-exclusive.

NOTE 8 – SUBSEQUENT EVENTS

In preparing these consolidated financial statements, the Company evaluated events that occurred after the unaudited consolidated balance sheet through November 1, 2023, which is the date the unaudited condensed interim consolidated financial statements were available to be issued.