

## **Alternative Reporting Standard: Disclosure Guidelines for the Pink<sup>®</sup> Market**

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)<sup>1</sup> that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.<sup>2</sup>

### **Pink Current Information Tier**

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:
  - Annual Report for the most recently completed fiscal year.
  - All Quarterly Reports for the Current Fiscal Year.

*Annual or Quarterly Reports are composed of:*

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

*Qualifying Financial Statements include:*

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Notes to Financial Statements

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<sup>1</sup> These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

<sup>2</sup> OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
  - **Attorney Letter Agreement:** The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).
  - **Attorney Letter:** After the attorney reviews the company's disclosure, publish the "Attorney Letter With Respect to Current Information" through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
  - Publish reports through OTCIQ on the following schedule:
    - Quarterly Report within **45 days** of the quarter end
    - Annual Report within **90 days** of the fiscal year end
    - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
  - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
  - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
  - Maintain an Active standing in the Company's State of Incorporation.

### **Pink Limited Information Tier**

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
  - Publish reports on the following schedule:
    - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.

- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
- Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

### **Current Reporting of Material Corporate Events**

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.<sup>3</sup>

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

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<sup>3</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmkt.com/corporate-services/ir-tools-services>

## **Real American Capital Corporation**

74725 Joni Drive -- Suite A  
Palm Desert, CA 92260

310-289-5000  
m2mma.com  
julian@rlabusa.com

# **Annual Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

33,656,835 as of December 31, 2023 *(Current Reporting Period Date or More Recent Date)*

26,656,835 as of December 31, 2022 *(Most Recent Completed Fiscal Year End)*

### **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<sup>4</sup> of the company has occurred during this reporting period:

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<sup>4</sup> "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 and names used by predecessor entities, along with the dates of the name changes.

- a) Hitech Resource Corporation, established in Delaware in Feb. 1999
- b) Name changed to Billy Martin's USA, Inc. in Nov. 2001 -- Address is 37 Lafayette Drive, Rancho Mirage, CA 92270
- c) Name changed to Real American Brands, Inc. in Jan. 2008 -- No change in address
- d) Name changed to Real American Capital Corporation in June 2011 -- No change in address until Oct. 2019.
- e) Current name continues to be Real American Capital Corporation -- New address (as of Jan. 1, 2022 ) is 74725 Joni Drive, Suite A, Palm Desert, CA 92260

Current State and Date of Incorporation or Registration: Delaware  
Standing in this jurisdiction: (e.g. active, default, inactive): Active / in Good Standing

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

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

None

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

Note: Currently anticipated to occur in January 2024 is the Company's acquisition of 100% of the *sports* and athlete-well-being business model that can be used to establish a mixed martial arts league under the name "M2MMA".

This planned acquisition (announced on January 30, 2024) resulted from the unanimous approval of RLAB's Co-CEOs and its Strategy Review board to make changes in the Company's management, and its business strategy, beginning with the appointment of Jeff Robinson as Chairman and Director and Willem Jonker as CFO and Director.

<https://www.otcm Markets.com/stock/RLAB/news/Real-American-Announces-Appointment-of-Officers-and-Directors?id=427746>

Address of the issuer's principal executive office:

74725 Joni Drive -- Suite A -- Palm Desert, CA 92260

Address of the issuer's principal place of business:

*X 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 Corp.  
Phone: 469-633-0101  
Email: [info@stctransfer.com](mailto:info@stctransfer.com)  
Address: 2901 Dallas Pkwy -- Suite 3980, Plano, TX 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:	RLAB
Exact title and class of securities outstanding:	Common
CUSIP:	75583Q109
Par or stated value:	.0001
Total shares authorized:	500,000,000 as of date: 12/31/2023
Total shares outstanding:	33,656,835* as of date: 12/31/2023
Total number of shareholders of record:	132 as of date: 12/31/2023

\*Note: The 33,656,835 common shares cited above includes 10 million shares issued in April 2021 to all four directors (as authorized by the then acting CEO) predicated on their agreement to provide long-term services and other consideration to RLAB which they have not been provided or performed. In January 2022, it was agreed in principle by all directors that all 10 million shares would be returned for cancellation. Until this happens, an Administrative Hold has been placed on these shares by the company's transfer agent, so they cannot be sold or transferred.

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

There are no other publicly quoted or traded securities other than the above

### **Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*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 that do not have a trading symbol.) Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

As shown below, here are only three classes of Preferred stock: A, C and D. There is no Class B stock authorized or outstanding.

Exact title and class of securities outstanding:	<u>Preferred Class A **</u>
CUSIP:	<u>75583Q109</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	20,000,000 as of date: 12/31/2023
Total shares outstanding:	<u>19,818,000</u> as of date: 12/31/2023

\*\* Note: RLAB has only one Preferred Class A designation. However, please note RLAB's prior Transfer Agent identified the company's first issuance of Preferred A shares (2,000 shares issued on 9/24/02) as being Preferred "A1" shares. Subsequent issuances of Preferred A shares (19,816,000) were identified by the Transfer Agent as being Preferred "A2" shares, but there is no difference between A1 and A2, as all are considered to be Preferred Class A shares. (On Oct. 4,

2019, a "Certificate of Amendment of Certificate of Designation of Class A Preferred Stock" was filed with Delaware confirming same.) Hence, as of 12/31/23, the total shares outstanding are 19,818,000.

Exact title and class of securities outstanding:	<u>Preferred Class C</u>	
CUSIP:	<u>75583Q109</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	5,000,000	as of date: 12/31/2023
Total shares outstanding:	750,000	as of date: 12/31/2023

Exact title and class of securities outstanding:	<u>Preferred Class D (See Note B below)</u>	
CUSIP:	<u>75583Q109</u>	
Par or stated value:	<u>.0001</u>	
Total shares authorized:	25,000,000	as of date: 12/31/2023
Total shares outstanding:	<u>15,000,000 ***</u>	as of date: 12/31/2023

\*\*\* Note: The 15,000,000 (Class D preferred) includes a 4,800,000 share certificate (#105) issued to RLAB's former CEO on 12/15/20 who left the company in January 2022. He issued these Class D shares to himself in consideration of his agreement to transfer his invention of a purported "state-of-the-art", patent pending, lighting system to RLAB, and for other consideration which were never received by RLAB. As a result, after this individual left the company at end of 2021, the directors Julian Decierdo and Jon Dougal asked RLAB's Transfer Agent to place Administrative hold on these 4.8 million Class D shares until they are returned to the company for cancellation.

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

### **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 are one vote per common share. There are no dividend or preemption rights.

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.** Preferred A, C and D shares having voting rights of 100 votes per share; 1000 votes per share; and 1 vote per share, respectively. They have also rights to be converted into common stock equal to 1 share for Preferred A; 1000 shares for Preferred C; and one share for Preferred D. There are no sinking fund provisions.

Class C shareholders are entitled to receive a liquidation preference of \$.01 per share; plus an amount equal to any accrued and unpaid dividends to the payment date, and no more before any payment or distribution is made to the holders of Common Stock or any series or class of the company's stock hereafter issued than ranks junior as to liquidation rights to the Class C preferred stock.

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

No other material rights exist, other than those cited above.

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.

No material modifications have occurred.

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 for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/21</u> Common: 26,556,835 Preferred: <u>30,068,000</u>			*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  *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.
<u>7/22/22</u>	<u>New issue</u>	<u>100,000</u>	<u>Common</u>	<u>.035</u>	<u>No</u>	<u>Stephen Stoffler</u>	<u>For services per request of Jon Dougal</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/12/23</u>	<u>New issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>.017</u>	<u>No</u>	<u>Kathryn Blum</u>	<u>Served on Strategy Review Board</u>	<u>Restricted Note: Issued on proviso they be held for minimum of 1 year.</u>	<u>4(a)(2)</u>



<u>10/12/23</u>	<u>New issue</u>	<u>6,000,000</u>	<u>Common</u>	<u>.017</u>	<u>No</u>	<u>Julian Decierdo</u>	<u>Serves on board</u> <u>Assumes new</u> <u>duties</u>	<u>Restricted</u> <u>Note:</u> <u>issued on</u> <u>proviso they</u> <u>be held for</u> <u>2 years</u>	<u>4(a)(2)</u>
<u>10/12/23</u>	<u>New issue</u> <u>Note:</u>	<u>5,000,000</u>	<u>Preferred</u> <u>D</u>	<u>.02</u>	<u>No</u>	<u>Julian Decierdo</u>	<u>Serves on board</u> <u>Aasumes new</u> <u>duties</u>	<u>Restricted</u> <u>Note:</u> <u>issued on</u> <u>proviso they</u> <u>be held for</u> <u>2 years</u>	<u>4(a)(2)</u>
<u>10/12/23</u>	<u>New issue</u>	<u>500,000</u>	<u>Preferred</u> <u>C</u>	<u>.10</u>	<u>No</u>	<u>Doug Newton</u>	<u>Serves on board</u>	<u>Restricted</u> <u>Note:</u> <u>issued on</u> <u>proviso they</u> <u>be held for</u> <u>2 years</u>	<u>4(a)(2)</u>
<div> <div>Shares Outstanding on Date of This Report:</div> <div> <div>Ending Balance:</div> <div> Date <u>12/31/23</u> Common: <u>33,656,835</u> Preferred: <u>35,568,000</u> </div> </div> </div> <div> See Notes below (pertaining to the Ending Balance box at left) describing that 10 million of the company's 33,656,835 Common shares, and 4.8 million of the 35,568,000 Preferred Shares are awaiting cancellation. </div>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

Note Additional Details: During JFM 2022, board members Julian Decierdo and Jon Dougal signed agreements, prepared by an attorney hired and paid by RLAB's out-going CEO, using funds in RLAB's bank account, acknowledging the cancellation of 10 million shares of Restricted Common stock that had been issued by this CEO to all four directors on April 20, 2021 and April 30, 2021. (This consisted of 4 million shares issued to himself, and 2 million to each of the other three directors, a total of 10 million shares.)

To date, however, signed cancellation agreements and stock certificates from the two departing former directors have not been received by either the company's Transfer Agent, or by Co-CEO's, Decierdo and Dougal who replaced the out-going CEO in Jan. 2022; or to date by Doug Newton who assumed the Co-CEO position when Jon Dougal stepped down for health reasons in June 2022. Hence, until such time as all 10 million Common shares are returned for cancellation, the company and its Transfer Agent, will continue to include them in the 33,656,835 Common shares reported as of December 31, 2023.

As indicated in prior disclosures, the Common shares given to all four Board members were issued in consideration of specific duties due to be performed for the subsequent 24 months; which did not take place. The other relatively large issuance of Common shares (restricted) made in 2021 was due to the decision of RLAB's former CEO -- without full board approval -- to instruct RLAB's Transfer Agent to issue stock to the principals of the "In Home Harvest" company, a

California LLC per the terms of a 12 month option purchase agreement which the former CEO chose to exercise early (in June 2021) under which he wanted the LLC to become a subsidiary of RLAB.

Note: In addition to the aforementioned *Common* stock issuances, the former CEO also issued 5 million shares of Class D preferred shares on Oct. 7, 2020 to himself, predicated on certain conditions which have not been met. On Dec. 15, 2020, he gave 200,000 of these shares to others leaving him with 4.8 million Class D preferred shares. It was anticipated by Co-CEO's Decierdo and Dougal that these 4.8 million shares would have been returned to RLAB during 2022 for cancellation, but to date, this has not occurred. On May 16, 2022 and Sept. 11, 2022, directors Decierdo and Dougal, respectively signed a Corporate Resolution authorizing RLAB's Transfer Agent to place an Administrative hold on these 4.8 million shares until they are delivered to the Transfer Agent for cancellation.

On Dec. 29, 2023, Co-CEO Newton sent a letter to the two former directors who left the company in January 2022 requesting their immediate return of common stock certs 3667 and 3672 issued on April 20, 2021 and April 30, 2021; and certs D-105, 3669, and 3674 issued on Dec. 15, 2020, April 20, 2021, and April 21, 2021, respectively, so that all the stock certificates may be cancelled. As of mid-March 2024, no response has been received by Newton or Decierdo.

As to the award of 500,000 Preferred C shares to Newton, and 6 million Common shares and 5 million Preferred D shares to Decierdo, they were issued in consideration of their prior and on-going contributions to the company. Note: the shares were issued with proviso that they are control shares that must be held for a minimum of two (2) years from issuance date, and that ownership of Newton's 500,000 shares would be immediately transferred to his son, Chance Newton, also with a 2-year hold placed on them.

## 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 (\$) (at 12/31/23)	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.)
1/1/13	\$86,367	\$50,000	\$36,367	1/1/24	Lesser of 10 cents / shares or 80% of the average closing bid price for common stock on the five (5) trading day prior to conversion	Jean Champagne (wife of Doug Newton, and mother of Chance Newton.	Funds loaned to company throughout 2010-2013

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

Note: Jean Champagne is a control person by virtue of her ownership of 4,350,000 shares of Series A Preferred stock, representing 22% of this class of Preferred stock.

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

RLAB's business operations during 2023 were focused on utilizing its Strategy Review Board to identify joint-venture or merger opportunities relating to licensing; value added agriculture; water conservation initiatives; eco-friendly regeneration and sustainability practices; and initiatives relating to physical and mental health and well-being.

One opportunity identified by the Review Board has been to endeavor to expand RLAB's work with the AlgEternal Technologies company of La Grange, TX in the marketing of its proprietary ElixEarth soil amendment product.

<https://www.otcmarkets.com/stock/RLAB/news/Real-American-Capital-to-Assist-Marketing-of-ElixEarth-Plant-Food-Brand?id=380063>.

At the same time, the Review Board identified two new potential merger opportunities for the company. One consisted of associating with a biomedical research organization (the Institute of Biomedical Research) focusing on advanced botanical based medicines, bioceuticals, health and wellness. The other consisted of turning RLAB's focus away from soil conservation, with an eye to moving the company in an altogether new direction.

The same biomedical research organization that RLAB was attracted to, also had in development an innovative physical and mental well-being *sports* related business model that greatly appealed to all members of the Review Board, as well as other major shareholders of RLAB. As an initial step in furthering these business opportunities, RLAB appointed two top executives from the Institute of Biomedical Research company to RLAB's board, effective Jan. 18, 2024. as noted above.

<https://www.otcmarkets.com/stock/RLAB/news/Real-American-Announces-Appointment-of-Officers-and-Directors?id=427746>

On January 30, 2024, RLAB announced the acquisition from the Institute of Biomedical Research Corporation of "100% of the concept, business model, contacts and contracts that collectively can be used to establish a mixed martial arts league" to be hereafter referred to as "M2MMA."

<https://www.otcmarkets.com/stock/RLAB/news/Real-American-Announces-Acquisition-of-M2MMA-from-MRES?id=428813>

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

At the end of 2023, RLAB continued to have an interest in three subsidiaries, but all were inactive during the preceding year: Healthy Living Soil Company; Supra Algae USA, LLC; and In-Home-Harvest LLC. The latter was acquired in late May 2021 but its contributions to RLAB, or involvement of any of its principals on behalf of RLAB have been non-existent to date.

Given Jon Dougal's reduced schedule during much of 2023, RLAB -- owing in part to the effects of covid, and his frequent hospitalizations -- the company's Review Board unanimously recommended that RLAB attempt to sell or transfer these entities and any intellectual property they may own to a new private entity, in which the retiring Co-CEO's. Decierdo and Newton may want to continue to play a role.

On January 16, 2024, the company's Review board, its officers and directors paid tribute to Jon Dougal (1939-2023) RLAB's former Co-CEO and director who passed away on Dec. 27, 2023

<https://www.publicnow.com/view/0568D81A673E880A5BC58B078B38961CA1839F9F>

C. Describe the issuers' principal products or services.

Going into the new year, RLAB's principal products and services will focus on the concept, business model, contacts and contracts that collectively will be used to establish a mixed martial arts league, hereafter referred to as "M2MMA." For more information, see [www.M2MMA.com](http://www.M2MMA.com)

Although RLAB ended the year 2023 with one principal plant food product "Resurgent" (registration #6103695), and with one new product still in development -- a plant-based powdered protein formula made from plants nourished by Resurgent and Elix-Earth -- it is anticipated that RLAB will transfer these assets to a separate company during first six months of 2024

**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.

The assets, properties or facilities owned or leased by RLAB as of the end of 2024, are in a state of transition at year's end, owing to health issues that have affected top management, as well as the passing of Jon Dougal on December 27, 2023.

During the last two years, since advising RLAB's former CEO that the company would not be responsible for the 3900 sq. feet of storage and office space he leased at 19345 N. Indian Canyon Road in Palm Springs, CA, RLAB moved 100% of its operations to a three-room office facility at 74725 Joni Drive -- Suite A-- Palm Desert, CA 92270, with a portion of this space shared with the general contracting business owned by RLAB director, and Co-CEO Julian Decierdo.

Since January 2023, director and Co-CEO Decierdo agreed to provide on-going office space to RLAB and its other Co-CEO at no cost to the company.

In addition to its location in Palm Desert, CA, RLAB will be expanding its personnel and office facilities outside the US, to include offices in Dubai, United Arab emirates (13th Floor, South Tower, Dubai Science Park) and Cape Town, South Africa.

**6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.*

Name 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 Persons(s) if a corporate entity /
<u>Julian Decierdo</u>	<u>Co-CEO + Director</u>	<u>Palm Desert, CA</u>	<u>6,000,000 (common)</u> <u>250,000 (preferred)</u> <u>5,000,000 (preferred)</u>	<u>Common</u>  <u>Series C Preferred</u>  <u>Series D Preferred</u>	<u>17.8</u>  <u>33.3</u>  <u>33.3</u>	Owns 17.8% of Common  Owns 33.3% of Preferred C  Owns 33.3% of Preferred D
<u>Jon Dougal</u>	<u>Former Co-CEO and Director until July 1, 2022 .</u>  <u>*See note above concerning Admin. Hold placed on these common shares</u>	<u>Lake Forest, CA</u>	<u>5 million Preferred</u>  <u>2 million* Common</u>	<u>Series A Preferred</u>  <u>Common</u>	<u>25.2%</u>  <u>5.9%</u>	Owns 25.2% of 20 million Series A shares authorized  Owns 5.9% of 33,656,835 but will be canceled upon receipt by Transfer Agent
<u>Edward Frowd</u>	<u>Former Director</u>  <u>*See note above concerning Admin. Hold of 2 million common shares</u>	<u>Mission Viejo, CA</u>	<u>5 million Preferred A</u>  <u>2 million* Common</u>	<u>Series A Preferred</u>  <u>Common</u>	<u>25.2%</u>  <u>5.9%</u>	Owns 25.2% of 20 million Series A shares authorized  Owns 5/9% of 33,656,835 Common but will be canceled
<u>Jean Champagne</u>	<u>Owner</u>  <u>(Note: Ms. Champagne is the wife of Co-CEO + Director Doug Newton)</u>	<u>Rancho Mirage, CA</u>	<u>4 million Preferred A</u>	<u>Series A Preferred</u>	<u>20%</u>	Owns 20% of 20 million Series A shares authorized

<u>Chance Newton</u>	<u>Owner</u> (son of former and current Co-CEO, Doug Newton) <u>** Series C issued to Doug Newton on Oct. 12, 2023 will be transferred to Chance Newton</u>	<u>Henderson, NV</u>	<u>5 million Preferred</u>  <u>500,000 **</u>	<u>Series D Preferred</u>  <u>Series C Preferred</u>	<u>33.3%</u>  <u>66.6%</u>	Owns 33.3% of Preferred D shares  Will Own 66.6% when transferred but at period end date of this report (12/31/23), these are still owned by Doug Newton
<u>Dean Konstantine</u>	<u>Former Director</u> *See note above concerning Admin. Hold of 4 million common shares, and 4.8 million Class D shares	<u>Palm Springs, CA</u>	<u>5 million Preferred A</u>  <u>4 million* Common</u>  <u>4.8 million" Preferred D</u>	<u>Series A Preferred</u>  <u>Common*</u>  <u>Preferred D</u>	<u>25.2%</u>  <u>7.4%</u>  <u>32.0%</u>	Owns 25.2% of 20 million Series A shares authorized  Owns 7.4% of 33,656,835 Common but will be canceled  Owns 32 % of Preferred D shares but will be canceled

<u>Doug Newton</u>	<u>Co-CEO and Director</u>	<u>Rancho Mirage, CA</u>	100,000 Common 350,000 Preferred A 500,000 Preferred C	<u>Common</u> <u>Series A Preferred</u>  <u>Series C</u>	Less than 5% Less than 5%  66.6%	Less than 5%, but Note his wife and son own RLAB control stock as shown above/  Issued to Doug Newton but will be transferred to his son in 2024.
<u>Julian Decierdo</u>	<u>Co-CEO and Director</u> *See note above concerning Admin. Hold placed on these common shares,	<u>Palm Desert, CA</u>	<u>2,000,000* Common</u>	<u>Common</u>	<u>5.9%</u>	Owns 5.9% of 33,656,835 Common but will be canceled

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None (see note below)

Note: Although the word "None" is shown above pertaining to the past 10 years, RLAB's Co-CEO, Doug Newton was convicted following a federal trial in May 2012, of securities fraud in connection with a Miami-based SEC and DOJ joint-sting initiative: Newton declined to admit guilt at trial, in which no persons or entity (fictitious or otherwise) were harmed or incurred any financial loss. For full details, see Miami Case Nos. 11-61455 and 11-CR-60150. Also, see Case O: 15-cv-62112-MGC. Newton was fined \$2,000 by Judge Marcie Cooke.

Newton's case was appealed to the US. Supreme Court (Douglas Newton v. United States No. 14-5956) but on Oct. 6, 2014, the petition for a writ of certiorari was denied.

2. Been the subject of 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;

See note below:

In connection with the same Miami-based DOJ and SEC sting operation, Newton signed a Consent on Oct 26, 2012 agreeing to be permanently enjoined from violating Section 17(a) of 1933 act, and Section 10(b) of 1934 act, and barring him from participating in any offering of penny stock. While he has not participated in any offering, "there is no provisions regarding any officer and director bar" according to SEC counsel documentation dated Oct. 26, 2012. For full details, see Miami Case No 0-11-CV-61455 dated June 30, 2011.

3. Been the subject of a finding, disciplinary order 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;

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject 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.

No

6. Been the subject of a U.S. Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S. mail.

No

- 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 to 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.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner  
Firm: JDT Legal  
Address 1: 7533 S. Center View Ct. #4291  
Address 2: West Jordan, UT 84084  
Phone: 801-810-4465  
Fax: 888-920-1297  
Email: Jeff@jdt-legal.com

### Accountant or Auditor

Name: Pam Weekley, MBA, EA  
Firm: Pam Weekley & Associates  
Address 1: 36665 Palmdale Road  
Address 2: Rancho Mirage, CA 92270  
Phone: 888-804-5438  
Email: pam@pwtaxandaccounting.com

### Investor Relations

Name: Julian Decierdo  
Firm: Real American Capital Corporation  
Address 1: 74725 Joni Drive -- Suite A  
Address 2: Palm Desert, CA 92260  
Phone: 310-289-5000  
Email: julian@rlabusa.com

### *All other means of Investor Communication:*

Twitter: N/A  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A



#### Other Service Providers

Provide the name of any other service provider(s) 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) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: Doug Newton  
Title: Co-CEO  
Relationship to Issuer: Co-CEO and Shareholder

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

☐ IFRS  
☒ U.S. GAAP

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

Name: Pam Weekley  
c/o Pam Weekley & Associates  
Title: Pam Weekley, MBA, EA  
Relationship to Issuer: Independent Provider, Accounting, Bookkeeping and Tax Preparation

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>  
Ms. Weekley is Enrolled Agent, Holds MBA, EA.

Provide the following qualifying financial statements:

- ☐ Audit letter, if audited;
- ☐ Balance Sheet;
- ☐ Statement of Income;
- ☐ Statement of Cash Flows;
- ☐ Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- ☐ Financial Notes

#### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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<sup>5</sup> 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 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, Doug Newton, Co-CEO certify that:

1. I have reviewed this Disclosure Statement for Real American Capital 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.

April 24, 2024

/s/ Doug Newton

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

### *Principal Financial Officer:*

I, Doug Newton, serving as Principal Financial Officer, certify that:

1. I have reviewed this Disclosure Statement for Real American Capital 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.

April 24, 2024

/s/ Doug Newton

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

# Real American Capital Corporation

## Balance Sheet

	12/31/23	12/31/22
<b>ASSETS</b>		
<b>Current Assets</b>		
Checking/Savings		
Checking	222	500
Total Checking/Savings	222	500
Accounts Receivable		
Accounts Receivable	0	49,940
Total Accounts Receivable	0	49,940
Other Current Assets		
Inventory	0	8,500
Total Other Current Assets	0	8,500
Total Current Assets	222	58,940
<b>Other Assets</b>		
Accumulated Amortization	-42,725	-33,325
Goodwill, Trademarks, BM Brand,	75,000	75,000
Total Other Assets	32,275	41,675
<b>TOTAL ASSETS</b>	<b>32,497</b>	<b>100,615</b>
<b>LIABILITIES &amp; EQUITY</b>		
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Other Current Liabilities		
Accrued Wages	180,000	90,000
Accrued Expenses	9,980	9,980
AP	5,000	5,000
Total Other Current Liabilities	194,980	104,980
Total Current Liabilities	194,980	104,980
Long Term Liabilities		
Loans from Shareholders		
LP -Officers/Shareholders	22,556	82,586
LP - Doug Newton	174,046	167,210
Total Loans from Shareholders	196,602	249,796
Total Long Term Liabilities	196,602	249,796
Total Liabilities	391,582	354,776
<b>Equity</b>		
Additional Paid in Capital	35,964	35,964
Paid in Capital in Excess of Par	102,097	102,097
Common Stock	1,446,358	1,446,358
Retained Earnings	-1,821,765	-1,725,072
Treasury Stock	-16,815	-16,815
Net Income	-104,925	-96,693
Total Equity	-359,086	-254,161
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>32,496</b>	<b>100,615</b>

# Real American Capital Corporation

## Profit & Loss

	Oct - Dec 2023	Oct - Dec 2022
Ordinary Income/Expense		
Income		
Total Income	0	0
Cost of Goods Sold	0	
Samples	0	754
Total COGS	0	754
Gross Profit	0	-754
Expense		
Bank Service Charges	278	0
Filing Fees	0	562
Payroll Expenses		
Salary Expense	0	30,000
Total Payroll Expenses	0	30,000
Professional Fees		
Accounting	300	700
Transfer Agent Fees	682	0
Total Professional Fees	982	700
Rent Expense	0	1,576
Website Expenses	0	224
Total Expense	1,260	33,062
Net Ordinary Income	-1,260	-33,816
Other Income/Expense		
Other Expense		
Amortization Expense	2,350	2,350
Total Other Expense	2,350	2,350
Net Other Income	-2,350	-2,350
Net Income	-3,610	-36,166

# Real American Capital Corporation

## Statement of Cash Flows

	<u>Oct - Dec 2023</u>	<u>Oct - Dec 2022</u>
<b>OPERATING ACTIVITIES</b>		
Net Income	-3,610	-36,167
Adjustments to reconcile Net Income		
to net cash provided by operations:		
Accounts Receivable	49,940	0
Inventory	10,089	0
Accrued Wages	0	30,000
Net cash provided by Operating Activities	<u>56,420</u>	<u>-6,167</u>
<b>INVESTING ACTIVITIES</b>		
Accumulated Amortization	2,350	2,350
Net cash provided by Investing Activities	<u>2,350</u>	<u>2,350</u>
<b>FINANCING ACTIVITIES</b>		
Loans from Shareholders:LP -Officers/Shareholders	-60,029	
Loans from Shareholders:LP - Doug Newton	982	3,817
Net cash provided by Financing Activities	<u>-59,048</u>	<u>3,817</u>
Net cash increase for period	-278	0
Cash at beginning of period	500	500
Cash at end of period	<u><u>222</u></u>	<u><u>500</u></u>

**Real American Capital Corporation**  
**Statement of Change in Stockholders' Equity**  
**12/31/23 and 12/31/22**

	12/31/23	12/31/22	Change
APIC	\$ 35,964	\$ 35,964	\$ -
Paid in Capital in Excess of Par	\$ 102,097	\$ 102,097	\$ -
Common Stock	\$ 1,446,358	\$ 1,446,358	\$ -
Preferred Stock	\$ -	\$ -	\$ -
Treasury Stock	\$ (16,815)	\$ (16,815)	\$ -
Retained Earnings	\$ (1,923,080)	\$ (1,785,599)	\$ 137,481
Net Income - 3 Months	\$ (3,610)	\$ (36,166)	\$ (32,556)
			\$ -
Total Equity	\$ (359,085)	\$ (254,161)	\$ 104,924

**REAL AMERICAN CAPITAL CORPORATION**  
**NOTES TO UNAUDITED FINANCIAL STATEMENTS**  
**For Annual Report 2023**  
**(Ending December 31, 2023)**

**NOTE 1 -- ORGANIZATION AND BASIS OF PRESENTATION**

Real American Capital Corporation (RLAB) was incorporated in the State of Delaware on February 17, 1999 as Hitech Resource Corporation. Since November 2001, its business focused on the retail sale of apparel, footwear, belts, jewelry and American western-themed brands, including Justin, Lucchese, Stetson, Tony Lama, and Billy Martin's.

Since January 2008, the Company's name has undergone two name changes: from Real American Brands, Inc. as of January 2008, until assuming its present name, Real American Capital Corporation as of June 2011 to date. Its trading symbol, however, has remained the same: RLAB.

These name changes occurred at the same time the Company began to shift its long-term positioning from a brick-and-mortar retailer to a brand management holding company, and as a developer and marketer of eco-friendly goods and services via wholesale accounts and internet sales exclusively.

Beginning October 2019, RLAB's management consisted of Jon Dougal, a pioneer in sustainable farming products and practices; D. Konstantine, an inventor of a state-of-the-art patent-pending grow light system; T. Frowd, an investor in Konstantine's light business; and long-time board members, Roy Moffett (who passed away June 17, 2021) and Julian Decierdo.

In late December 2021, after Messrs. Konstantine and Frowd left the company, their positions were filled by directors Dougal and Decierdo, who agreed to serve as Co-CEO's on an interim basis. See press release issued March 17, 2022: <https://www.accesswire.com/693530/Real-American-Capital-Announces-Management-Changes-for-2022>

In May 2022, owing to health reasons, Jon Dougal tendered his resignation as interim Co-CEO and board member to be effective on July 1, 2022, at same time recommending that the company's founder, Doug Newton, who had been serving as creative director, serve as Co-CEO along with Decierdo, effective July 1st.

Newton agreed to same with proviso that Dougal, pending health considerations, "remain active in the company for the year ahead, at a minimum."  
<https://www.accesswire.com/704230/real-american-announces-top-position-for-doug-newton>

**NOTE 2: BUSINESS OVERVIEW -- PRODUCTS AND SERVICES:**

Owing to a lack of revenues during 2020 and 2021, the company's positioning shifted away from grow lights, soil regeneration and plant fertilization, and instead began to focus on developing marketing, licensing and / or merger opportunities with companies whose goods and / or services offer a high degree of consumer interest, excitement, customer affordability, technological superiority, and genuine competitive uniqueness and value.

Several potential candidates and companies interested in merging with or acquiring RLAB were interviewed by members of RLAB's Strategy Review Board, led by Newton, Decierdo, Dougal and independent outside advisors, including Kathryn Blum and Tricia Duval,

By year's end, 2023, the company believes it successfully identified an innovative new business plan along with a new management team headed by Jeffrey Robinson, with expertise in biotechnology, nutraceuticals and AI, and by Willem Jonker, an experienced private equity and financial services professional.

<https://www.accesswire.com/826396/real-american-announces-appointment-of-officers-and-directors>

## **NOTE 3 -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES / TAXES**

### **Basis of Presentation**

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP").

### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions affecting the amounts reported and disclosed in the consolidated financial statements and accompanying notes. Such estimates include, but are not limited to, allowance for doubtful accounts and valuations of intangible assets, among others. Actual results could differ from those estimates.

RLAB's management regularly reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

### **Cash and Cash Equivalents**

At year's end, the only asset shown on RLAB's balance sheet is \$75,000, estimated to be the value of RLAB's registered and pending trademarks and goodwill. Cash equivalents are generally comprised of certain highly liquid investments with original maturities of three months or less, but RLAB has no such equivalents.

### **Receivables and Payables**

Accounts receivable, which had been carried on the books at \$49,940 ever since RLAB's prior CEO left the company in January 2022, is now shown as zero. Any future revenue will be recognized as the net amount received after deducting estimated amounts for discounts, trade allowances and returns of damaged or potentially out-of-date products. Trade accounts payable and other accounts payable are stated at nominal value.



## **Concentrations and Credit Risk**

Financial instruments that could subject RLAB to concentrations of credit risk consist primarily of cash and accounts receivable. RLAB seeks to minimize its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. At no time has RLAB's cash balance exceeded federally insured limits.

## **Risks and Uncertainties**

RLAB's future revenues may be subject to risk and uncertainties including financial, technological advances, regulatory and other risks, as well as local and state regulations that may change from time to time.

## **NOTE 4: GOING CONCERN**

The Company's financial statements have been prepared on a going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

As of December 31, 2023, the Company's lack of revenues are insufficient to cover its significantly scaled down operating expenses. Beginning in 2024, the Company anticipates it will be able to raise capital through future issuances of common stock and /or debt financing, and successfully transition itself to the new business plan being implemented by RLAB's new management coming on board in January 2024.

## **NOTE 5: INTANGIBLE ASSETS**

As noted above, management believes its goodwill and U.S. trademarks can be valued at \$75,000, based on the strength of select US trademarks "Born & Bred in the USA", "Healthy Living Soil" (serial #88610258) "Resurgent" (serial #88643786) "GoProtein" (serial #97659923) and "Rising Harvest" (serial #97184565).

## **NOTE 6: Income Taxes**

RLAB is current with the filing of all its Federal and State income taxes, and has no past due tax obligations.

### **State Taxes**

RLAB is current with the filing of its Franchise tax obligations in the State of Delaware, and is in good standing in Delaware where it has been domiciled to date since its incorporation in February 1999.

## **NOTE 7 --STOCKHOLDERS' EQUITY**

Since the Company's disclosure statements filed for the years 2019, 2020, 2021, 2022 and through this report ending Dec. 31, 2023) there has been no change in the total number of shares which the Company is authorized to issue, to wit: 550 million shares.

Of this amount, 500 million is authorized for Common stock with a par value of \$0.0001, while 50 million is authorized for Preferred stock with a par value of \$0.0001. As noted above, there are three classes of Preferred stock: Class A, Class C and Class D. (There is no Series B preferred stock authorized or issued.)

### **Common Stock**

As of this Annual report for 2023, there were 33,656,835 common shares issued. As noted above, this included 10 million restricted common shares issued to RLAB's four board members by RLAB's former CEO, including 4 million to himself, but it is anticipated all of these shares will be canceled during 2024.

During the year 2021, common shares were offered by the CEO to select family and friends at a purchase price of .035 in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended, allowing for private placement of securities without registration.

During the year 2022 and to date, only one new stock issuance was made: 100,000 was issued to an independent contractor at request of interim-CEO, Jon Dougal.

During the year 2023, four new share issuances were made: 1 million common shares to Strategy Review board member, Kathryn Blum; 6 million common shares and 5 million Preferred D shares to Co-CEO Julian Decierdo, and 500,000 Preferred C shares to Doug Newton, with the proviso that all shares issued to Decierdo and Newton must be held for a minimum of two (2) years from issuance date..

As stated in prior OTC reports, management advises that while its present common and share base of 33,656,835 is significantly less than the Company's authorized level of 500 million, management anticipates issuing new shares of both common stock and preferred in order to make acquisitions and / or to raise working capital to fund the expansion and marketing of new goods and / or services, under the leadership of Jeff Robinson and Willem Jonker.

### **Preferred Stock.**

As of December 31, 2023, there are 35,568,000 Preferred Shares issued: 19,818,000 are Series A; 750,000 are Series C; and 15 million are Series D shares. Holders of Preferred A, C and D have voting rights of 100 votes, 1000 votes and one (1) vote, respectively. While each share of Class A and D Preferred stock may be converted at any time into Common stock at a ratio of one to one, the holders of each Class C share may convert his or her shares into 1000 shares of common stock, upon unanimous approval of the Company's CEO and board of directors. On August 25, 2020, RLAB designated a new Class of Preferred stock, Class D, with voting rights of one share of Class D equal to one share of Common stock. Such Class D shares are convertible into Common stock on a one-to-one basis, but must be held for minimum of 24 months before conversion.

RLAB's transfer agent for over 15 years had been Action Stock Transfer Company of Salt Lake City. On Dec. 2, 2022, Action announced "the successful transition of Action Stock Transfer's accounts [including RLAB] to Securities Transfer Corporation" (STC), headquartered in Plano, TX. As of December 31, 2023, there are 132 share holders of RLAB listed on STC's books.

### **Board of Directors**

Since October 2019, the Company's board of directors consisted of Dean Konstantine, Jon Dougal, Edward Frowd; and Julian Decierdo. The company's Investor Relations duties and any and all investor funds being sought or raised were handled exclusively by Mr. Konstantine.

Upon the departure of Konstantine and Frowd in late Dec. 2021, their positions were assumed by Co-CEO's Jon Dougal and Julian Decierdo on an interim basis. At same time, the company's founder, Doug Newton, agreed to head up the company's newly formed Strategy Review Board. On June 7, Newton also became Co-CEO of RLAB replacing Dougal, with an effective take-over date of July 1, 2022.

### **NOTE 8: STOCKHOLDER PAYABLE**

There are no Notes Payable or Warrants or options of any kind, other than one note, dated Jan. 1, 2013 in the principal amount of \$50,000, at 5% per annum, which may be converted, at the option of the Company, into common stock in RLAB, which note was due and payable on January 1, 2023, but which has been extended to January 1, 2024.

The "Conversion price", at the option of the Company, shall be the lesser of 10 cents per share, or at 80% of the average closing bid price for Common stock on the five trading days immediately prior to a Purchase Notice of Conversion. The Company has option to pre-pay the note at any time on a pro-rata basis at 110% of the outstanding principal balance.

### **NOTE 9: CAPITALIZATION**

Upon the departure of RLAB's former CEO on Jan. 1, 2022, it was determined there was no capital on hand to fund on-going expenses or operations. As a result, throughout 2022 and 2023, current Co-CEO's Decierdo and Newton agreed to provide working capital and other consideration for the company's benefit, while keeping expenses as low as possible.

### **NOTE 10: KEY SUBSEQUENT EVENTS**

On January 21, 2024, RLAB announced the acquisition of 100% the concept, business model, contacts and contracts that collectively can be used to establish a mixed martial arts league, hereafter to be referred to as "M2MMA" (<http://m2mma.com>)

<https://www.accesswire.com/829335/real-american-announces-acquisition-of-m2mma-from-mres>

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