

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

LEAPCHARGER CORPORATION a Nevada corporation

321 W. Winnie Lane, Suite 104
Carson City, NV 89703
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SIC Code 3790 – Misc. Transportation Equipment

Annual Report

Amendment #1

**For the period ending November 30, 2023
(the “Reporting Period”)**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

26,933,606 as of **March 21, 2024**
53,275,906 as of **November 30, 2023**
299,840 as of **November 30, 2022***

**On May 26, 2023, FINRA made effective a 1-for-250 reverse stock split. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock. All references to shares issuances made prior to May 26, 2023, throughout this Report give effect to the 1-for-250 reverse stock split.*

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☒ No: ☐

⁴ “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.

EXPLANATORY NOTE: On March 22, 2024, the Company filed its Annual Report for the period ended November 30, 2023 (“Original Filing”). This Amendment #1 to such Original Filing (the “Amendment”) is being filed to (1) add the name of the securities lawyer in Section 8 rendering the Attorney Letter with Respect to Current Information for the period ending November 30, 2023; (2) check the proper box on the cover page for change of control over this reporting period; (3) update the footnotes in Section 6 to include additional information on all shares held by Praveenkumar Vijayakumar as of the date of this Annual Report; (4) delete the name of our current auditor and include the name of our auditor as of the period covered by this Annual Report; and (5) to correct certain other typographical errors. Other than the foregoing, there are no other changes from the Original Filing to this Amendment.

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.

**On September 2, 2009, the company was incorporated under the name Greenplex Services, Inc.
On March 31, 2023, the Company changed its name to LeapCharger Corporation.**

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

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

The Company is presently in good standing in the State of Nevada, and there is no relevant prior incorporation information or predecessor information for the past five years other than that set forth above, as applicable.

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:

On March 2, 2023, the Company entered into an Asset Purchase Agreement (“Purchase Agreement”), between the Company and Leap Electric Car Charging Stations LLC, a limited liability company incorporated under the laws of Dubai, (Company #1152496), (“LEAP”) and Praveenkumar Vijayakumar, an individual (“Praveen”) and the sole-officer, director, and shareholder of LEAP (collectively, LEAP and Praveen are hereinafter referred to as the “Seller”) pursuant to which the Company acquired various assets from the Seller used in electric vehicle charging industry. Specifically, Seller’s has developed electric vehicle charging stations designed with the latest technology which are strategically located in high-traffic areas to provide a seamless charging experience. Seller’s user-friendly mobile app and smart charging features make it easy for customers to use Seller’s service. Collectively, all intellectual property, proprietary and non-proprietary technology, know-how, and all other assets of the Seller that maybe, directly, or indirectly, applied to the electric vehicle charging industry, are referred to hereinafter as the “Acquired Assets.” In exchange for the Acquired Assets, the Company issued 250,000,000 restricted shares of the Buyer’s common stock (the “Common Shares”); and (ii) 2 million shares of the Buyer’s Series A Preferred Stock (the “Preferred Shares”), collectively, at closing, the Common Shares represent approximately Sixty-Nine (69.07%) percent of the Company’s issued and outstanding shares. A description of the specific terms and conditions of the acquisition are set forth in the Purchase Agreement which in attached as Exhibit A to the Company’s Supplemental Information as filed with OTC Markets on March 20, 2023.

On May 26, 2023, FINRA made effective a 1-for-250 reverse stock split. The reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock.

Address of the issuer’s principal executive office:

UAE OFFICE:

**1F/29, Khalifa B A Balila Building, Abu Hail
Dubai, United Arab Emirates, 00000**

USA OFFICE:

**321 W. Winnie Lane, Suite 104
Carson City, NV 89703**

Address 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: **Nevada Agency and Transfer Company**
Phone: **775-322-5623**
Email: **stocktransfer@natco.org**
Address: **50 W Liberty Street, Ste 880
Reno, NV 89501**

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:	LCCN	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	39539Q209	
Par or stated value:	\$0.00001	
Total shares authorized:	875,000,000	as of date: 11.30.2023
Total shares outstanding:	53,275,906	as of date: 11.30.2023
Total number of shareholders of record:	75	as of date: 11.30.2023

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

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.

Exact title and class of the security:	Series A Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	10,000,000	as of date: 11.30.2023
Total shares outstanding (if applicable):	3,000,000	as of date: 11.30.2023
Total number of shareholders of record:	1	as of date: 11.30.2023

Exact title and class of the security:	Series B Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	10,000,000	as of date: 11.30.2023
Total shares outstanding (if applicable):	0	as of date: 11.30.2023
Total number of shareholders of record:	0	as of date: 11.30.2023

Please provide the above-referenced information for all other classes of 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.

The common stock votes one vote per share on all matters brought before the shareholders of the company, including the election of directors. Shareholders are entitled to dividends if and when declared by the board of directors of the company. The common stock of the company does not have preemption rights.

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

On February 27, 2023, the Company filed a Certificate of Amendment together with Amended & Restated Articles of Incorporation ("Restated Articles") with the Secretary of State of the State of Nevada increasing the Company's authorized shares of common stock from Four Hundred Million (400,000,000) to One Billion (1,000,000,000) shares, consisting of (a) Eight Hundred Twenty-Five Million (825,000,000) shares of Common Stock, par value \$0.00001 per share (the "Common Stock") and (b) One Hundred Seventy-Five Million (175,000,000) shares of preferred stock, par value \$0.00001 per share (the "Preferred Stock"). Additionally, the Board designated Ten Million (10,000,000) shares of the Company's preferred stock as "Series A Preferred Shares" with a stated par value of \$0.00001 per share, and designated with the following rights, preferences, and privileges:

(i) The holders of the Series A Preferred Stock are entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of any junior stock, including the Company's common stock;

(ii) Series A Preferred Shares are convertible into shares of the Company's common stock at a ratio of 1:30, meaning every (1) one Series A Preferred Share shall convert into 30 shares of common stock of the Company and the holders of Series A Preferred Shares have the right to convert at any time;

(iii) Series A Preferred Stock votes at a ratio determined by multiplying (a) the number of shares of Series A Preferred Stock held by such holder; and (b) by 300. Such voting calculation was authorized by the Company and the Company acknowledges such calculation may result in the total number of possible votes cast by the Series A Holders and all other classes of the Company's common stock in any given voting matter exceeding the total aggregate number of shares which this Company shall have authority to issue; and,

(iv) The Series A Preferred Stock carry other protective provisions generally associated with designated series of preferred shares.

On November 9, 2023, the Board designated Ten Million (10,000,000) shares of the Company's preferred stock as "Series B Preferred Shares" with a stated par value of \$0.00001 per share, and designated with the following rights, preferences, and privileges:

(i) The holders of the Series B Preferred Stock are entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of any junior stock, including the Company's common stock and pari passu to the Series A Preferred Stock;

(ii) Series B Preferred Shares are convertible into shares of the Company's common stock at a ratio of 1:1, meaning every (1) one Series B Preferred Share shall convert into one shares of common stock of the Company and the holders of Series B Preferred Shares have the right to convert at any time;

(iii) Series B Preferred Shares are non-voting shares; and,

(iv) The Series B Preferred Stock carry other protective provisions generally associated with designated series of preferred shares.

A copy of the Series B Certificate of Designation, as stamped by the Nevada Secretary of State, is attached hereto as Exhibit B.

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 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: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Date: November 30, 2021			*Right-click the rows below and select “Insert” to add rows as needed.						
Opening Balance Common: 299,840 Preferred: 0									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

2.23.2023	New Issuance	148,000 (1)	Common Stock	\$0.0000 1	No	Joseph C. Passalacqua	Services Rendered	Restricted	4(a)(2)
3.2.2023	New Issuance	1,000,000	Common Stock	\$0.0000 1	No	Praveenkumar Vijayakumar	Asset Purchase Agreement	Restricted	4(a)(2)
3.2.2023	New Issuance	2,000,000	Preferred Series A	\$0.0000 1	No	Praveenkumar Vijayakumar	Asset Purchase Agreement	Restricted	4(a)(2)
5.26.2023	New Issuance	5	Common Stock	\$0.0000 1	No	Existing Shareholders of Record	Round-Up Shares	Restricted	4(a)(2)
5.31.2023	New Issuance	41,000,000	Common Stock	\$0.0000 1	No	Praveenkumar Vijayakumar	Employment Agreement	Restricted	4(a)(2)
5.31.2023	New Issuance	1,000,000	Preferred Series A	\$0.0000 1	No	Praveenkumar Vijayakumar	Employment Agreement	Restricted	4(a)(2)
6.7.2023	New Issuance	2,661	Common Stock	\$0.0000 1	No	CEDE & CO.	Round-Up Shares	N/A	N/A
7.24.2023	New Issuance	2,008,000	Common Stock	\$0.0000 1	No	Zqkari Innovaciones, S.A. DE C.V. <u>Control Person:</u> Alberto Jonnathan Sanchez Barrera	Debt Settlement Agreement	Restricted	4(a)(2)
8.23.2023	New Issuance	2,008,000	Common Stock	\$0.0000 1	No	Tecnologia Y Software DE Crecimiento, S.A. DE C.V. <u>Control Person:</u> Francisco Belzay Shariar Montano Davila	Debt Settlement Agreement	Restricted	4(a)(2)
8.23.2023	New Issuance	2,009,400	Common Stock	\$0.0000 1	No	Mopic S.A. DE C.V. <u>Control Person:</u> Michael Mould Urias	Debt Settlement Agreement	Restricted	4(a)(2)
9.7.2023	New Issuance	2,300,000	Common Stock	\$0.0000 1	No	Krisper Eternity S.A. DE C.V. <u>Control Person:</u> Maria del Rosario Leyva Meneses	Debt Settlement Agreement	Restricted	4(a)(2)
10.12.2023	New Issuance	2,500,000	Common Stock	\$0.0000 1	No	Casa De Software S.A. DE C.V. <u>Control Person:</u> Andrea Ramirez Burgueno	Debt Settlement Agreement	Restricted	4(a)(2)
Shares Outstanding on the Date of This Report: Date: November 30, 2023									
<u>Ending Balance:</u> Common: 53,275,906 Preferred: 3,000,000									

Example: A company with a fiscal year end of December 31st 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:

On May 26, 2023, FINRA made effective a 1-for-250 reverse stock split. The reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock. All references to shares issuances made prior to May 26, 2023, throughout this Report give effect to the 1-for-250 reverse stock split.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt

instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
11.31.2021	\$9,115.00	\$9,115	NIL	On Demand	N/A	Joseph Passalacqua	Loan
11.31.2021	\$12,993.00	\$0	NIL	On Demand	N/A	Joseph Passalacqua	Loan
11.31.22	\$7,499.00	\$7,499	NIL	On Demand	N/A	Joseph Passalacqua	Loan
2.3.2023	\$13,798	\$12,750	\$1,048	On Demand	N/A	Mopic, S.A. de C.V. Beneficial Owner: Michael Mould Urias	Loan
2.3.2023	\$16,558	\$15,300	\$1,258	On Demand	N/A	Mopic, S.A. de C.V.	Loan
2.6.2023	\$21,660	\$20,030	\$1,630	On Demand	N/A	Mopic, S.A. de C.V.	Loan
2.28.2023	\$1,592	\$1,480	\$112	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.15.2023	\$3,780	\$3,529	\$251	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.16.2023	\$6,458	\$6,030	\$428	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.16.2023	\$7,529	\$7,030	\$499	On Demand	N/A	Mopic, S.A. de C.V.	Loan
5.4.2023	\$6,244	\$5,904	\$340	On Demand	N/A	Mopic, S.A. de C.V.	Loan
5.31.2023	\$531	\$506	25	On Demand	N/A	Mopic, S.A. de C.V.	Loan
6.6.2023	\$2,621	\$2,500	\$121	On Demand	N/A	Mopic, S.A. de C.V.	Loan
8.31.2023	\$410	\$400	\$10	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.7.2023	\$3,069	\$3,000	\$69	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.13.2023	\$20,427	\$20,000	\$427	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.19.2023	\$3,059	\$3,000	\$59	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.27.2023	\$15,858	\$15,585	\$273	On Demand	N/A	Mopic, S.A. de C.V.	Loan
10.17.2023	\$3,036	\$3,000	\$36	On Demand	N/A	Mopic, S.A. de C.V.	Loan
11.30.2023	\$5,736	\$5,736	0	On Demand	N/A	Mopic, S.A. de C.V.	Loan

***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:

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.

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

On March 2, 2023, the Company entered into an Asset Purchase Agreement ("Purchase Agreement"), between the Company and Leap Electric Car Charging Stations LLC, a limited liability company incorporated under the laws of Dubai, (Company #1152496), ("LEAP") and Praveenkumar Vijayakumar, an individual ("Mr. Vijayakumar") and the sole-officer, director, and shareholder of LEAP (collectively, LEAP and Mr. Vijayakumar are hereinafter referred to as the "Seller") pursuant to which the Company acquired various assets from the Seller used in electric vehicle charging industry. Specifically, Seller's has developed electric vehicle charging stations designed with the latest technology which will be strategically located in high-traffic areas to provide a seamless charging experience. Seller's user-friendly mobile app and smart charging features make it easy for customers to use Seller's service. Collectively, all intellectual property, proprietary and non-proprietary technology, know-how, and all other assets of the Seller that maybe, directly, or indirectly, applied to the electric vehicle charging industry, are referred to hereinafter as the "Acquired Assets". In exchange for the Acquired Assets, the Company issued 250,000,000 restricted shares of the Company's common stock (the "Common Shares"); and

(ii) 2 million shares of the Company's Series A Preferred Stock (the "Preferred Shares"), collectively, at closing, the Common Shares represent approximately Sixty-Nine (69.00%) percent of the Company's issued and outstanding shares.

Effective the same day, the Company appointed Mr. Vijayakumar to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. Mr. Vijayakumar accepted the appointments, effective as of March 2, 2023. Mr. Vijayakumar is a passionate Business Builder & Organizational Leader with a career of consistency, dedication, and proven growth, provided thought leadership in the creation, development, and implementation of mission-critical, initiatives with global implications. Mr. Vijayakumar is adept at identifying and capitalizing on the synergies that accelerate business growth while reducing and optimizing costs. His achievements include sustainable and scalable results across various entrepreneurial ventures in finance, commodities, and IT industries. During his career, Mr. Vijayakumar has built a strong and experienced team of global financial experts who have the ability to transform the way the world consumes digital currency. He is also an active advisor to regulatory bodies across many regions and has been instrumental in formalizing crypto and blockchain specific laws for multiple regulators.

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

- 1) Leap Electric Car Charging Stations LLC, a United Arab Emirates limited liability company registered in Dubai.
- 2) Leapcharger Inc., a Delaware corporation.

C. Describe the issuers' principal products or services.

Following the acquisition of the Acquired Assets, as discussed above, we are a startup company that aims to provide high-quality electric vehicle (EV) charging solutions to consumers and businesses. Our mission is to make EV charging accessible, convenient, and sustainable for everyone. By using state-of-the-art technology and innovative business models, we aim to revolutionize the charging experience of EV users. Our initial market will be in the United Arab Emirates, with aims to expand operations in other regions such as North America, EU and South Asia in the coming years. With the EV market growing rapidly, the demand for charging infrastructure is increasing exponentially. We are committed to providing fast and reliable charging solutions at affordable prices to meet this demand. We intend to strategically place our charging stations in high-traffic areas, such as shopping centers, office parks, and public parking lots, ensuring that EV owners have easy access to our services. Our charging experience is designed to be enjoyable and effective, utilizing innovative solutions.

We intend to set ourselves apart from our competitors by offering a user-friendly mobile app that allows customers to easily locate our charging stations, reserve charging spots, and pay for their charging sessions. Our charging stations will be equipped with cutting-edge technology, including smart charging features that optimize charging speed and power usage, providing a hassle-free experience for our customers. We have also integrated advertising solutions in our charging stations to generate additional income, and to showcase our partners to our customers. Our goal is to provide high-quality, affordable charging solutions that meet the needs of electric vehicle owners.

In addition to our commercial offerings, we will also partner with residential communities and property owners to install charging stations in their buildings. This will allow EV owners to charge their vehicles at home or work, reducing the need for public charging stations.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Our office is located in a shared office space which presently is sufficient for our needs, and we pay approximately

\$500.00 a month. We do, however, test our technology at off-site locations, where we also conduct our research and development.

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.

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	Shar type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Mr. Praveenkumar Vijayakumar (2)	Sole-Officer & Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	42,000,000 3,000,000	Common Series A Preferred	78.83% 100.00%	
Chris A. Oyeniyi (3)	Independent Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	NIL	N/A	N/A	
Satish Shekar (3)	Independent Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	NIL	N/A	N/A	

- The foregoing table sets forth the identity of the persons, whom as of the date of this Report were involved in managing, controlling, or advising the operations, business development and disclosure of the issuer, as well as the identity of our significant or beneficial shareholders and the ownership percentages are based on 53,275,906 shares of Common Stock and 3,000,000 shares of Series A Preferred Stock issued and outstanding as of November 30, 2023.*
- On March 2, 2023, Mr. Vijayakumar was appointed to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Sole-Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. On March 2, 2023, Mr. Vijayakumar received 1,000,000 restricted and legended shares of our common stock and 2,000,000 shares of our Series A Preferred Stock per the terms of an Asset Purchase Agreement dated March 2, 2023 as well. Thereafter on May 31, 2023, the Company and Mr. Vijayakumar entered into an Employment Agreement whereby Mr. Vijayakumar received 41,000,000 restricted shares of the Company's common stock and 1,000,000 shares of our Series A Preferred Stock.*
- Effective May 31, 2023, the Company appointed Messrs. Chris A. Oyeniyi and Mr. Satish Shekar to its Board, both will serve until the next annual meeting of the Company or until their respective successor is duly appointed. The Company's Board of Directors determined that both Mr. Oyeniyi and Mr. Shekar meet the applicable standards for independent directors under the rules of the New York Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934. Neither Mr. Oyeniyi nor Mr. Shekar is party to any arrangement or understanding with any person, pursuant to which they were appointed as a director of the Company, nor is a party to any transactions required to be disclosed under Item 404(a) of Regulation S-K involving the Company.*

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to 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 minor traffic violations);

None.

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, financial- or investment-related, insurance or banking activities;

None.

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, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None.

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

None.

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.

None.

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.

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 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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: **Jessica Lockett, Esq.**
Firm: **Lockett + Horwitz**
Address: **2 South Pointe, Suite 275**
Lake Forest, CA 92630
Phone: **949-540-6540**
Email: [**jlockett@lhlawpc.com**](mailto:jlockett@lhlawpc.com)

Name: **Thomas Cook, Esq.**
Firm: **Law Offices Thomas C. Cook**
Address: **10470 W. Cheyenne Ave., Suite 115, PMB 303**
Las Vegas, NV 89129
Phone: **(702) 524-9151**
Email: [**tccesq@aol.com**](mailto:tccesq@aol.com)

Accountant or Auditor

Name: **Blaze Gries & Associates, LLC**
Firm: **Blaze Gries & Associates, LLC, Certified Public Accountants**
501 S. Cherry Street Suite 1100
Denver, Colorado 80246
Phone: **720-464-2875**
Email: [**blaze@griesandassociates.com**](mailto:blaze@griesandassociates.com)

Investor Relations

None.

All other means of Investor Communication:

X (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: **Shamar Tobias**
Firm: **Blue Chip Accounting, LLC**
Nature of Services: **Accounting**
Address 1: **8475 S. Eastern Ave.**
Address 2: **Suite 200**
Phone: **702-625-6406**
Email: [**info@consultbc.com**](mailto:info@consultbc.com)

9) Disclosure & Financial Information

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

Name: **Praveenkumar Vijayakumar**
Title: **Chief Executive Officer**
Relationship to Issuer: **Officer**

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: **Shamar Tobias**
Title: **Certified Public Accountant**
Relationship to Issuer: **Outside Accountant**

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

Mr. Tobias is the founder of BlueChip Accounting, LLC and he is a Certified Public Accountant.

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.

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, Praveenkumar Vijayakumar certify that:

1. I have reviewed this Disclosure Statement for LeapCharger 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 25, 2024

/s/ Praveenkumar Vijayakumar
Chief Executive Officer

Principal Financial Officer:

I, Praveenkumar Vijayakumar, certify that:

1. I have reviewed this Disclosure Statement for LeapCharger 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 25, 2024

/s/ Praveenkumar Vijayakumar
Chief Financial Officer

Financial Statements

for

November 30, 2023

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
CONSOLIDATED BALANCE SHEETS

ASSETS	November 30, 2023	November 30, 2022
Cash	48,014	-
Deposits	95,288	-
Total current assets	143,302	-
Intangible assets	5,177,000	-
Total assets	5,320,302	-
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	15,714	38,778
Deferred revenue	163,321	-
Loan payable - related party	9,115	9,115
Due to related parties	78,081	20,492
Notes payable	125,780	-
Total current liabilities	392,011	68,385
Total liabilities	392,011	68,385
Commitments and Contingencies (Note 4)	-	-
Preferred Stock, 165,000,000 shares authorized; \$0.00001 par value, and no shares issued and outstanding as of November 30, 2023 and 2022 respectively	-	-
Series A Preferred Stock, 10,000,000 shares authorized; \$0.00001 par value, and 3,000,000 and 0 shares issued and outstanding as of November 30, 2023 and 2022 respectively	30	-
Common Shares 825,000,000 authorized shares, par value \$0.00001 54,275,906 and 299,840 shares issued and outstanding as of November 30, 2023 and 2022 respectively	532	3
Additional paid-in capital	98,330,123	581,412
Accumulated deficit	(93,402,394)	(649,800)
Total stockholders' deficit	4,928,291	(68,385)
Total liabilities and stockholders' deficit	5,320,302	-

The accompanying notes are an integral part of these condensed financial statements.
No assurance provided

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the years ended	
	November 30,	
	2023	2022
Revenue	\$ 80,927	\$ -
Cost of goods sold	<u>(71,691)</u>	<u>-</u>
Gross profit	9,236	-
Operating expenses		
General and administrative	75,368,084	16,253
Total operating expenses	<u>75,368,084</u>	<u>16,253</u>
Loss from operations	(75,358,848)	(16,253)
Other income (expense):		
Loss on extinguishment of debt	(17,387,160)	-
Interest expense	<u>(6,586)</u>	<u>-</u>
Total other income (expense)	<u>(17,393,746)</u>	<u>-</u>
Net loss before tax provision	<u>(92,752,594)</u>	<u>(16,253)</u>
Tax provision	<u>-</u>	<u>-</u>
Net loss	\$ (92,752,594)	\$ (16,253)
Net loss per common share: basic and diluted	<u>\$ (3.77)</u>	<u>\$ (0.00)</u>
Weighted average common shares outstanding - basic and diluted	<u>24,579,880</u>	<u>299,840</u>

The accompanying notes are an integral part of these condensed financial statements.
No assurance provided

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT

	Series A		Common Stock		Additional	Accumulated	Total
	Preferred	Stock			Paid-in Capital	Deficit	Stockholders'
	Shares	Amount	Shares	Amount			Deficit
Balance, November 30, 2021	-	-	299,840	3	581,412	(633,547)	(52,132)
Net loss	-	-	-	-	-	(16,253)	(16,253)
Balance, November 30, 2022	-	-	299,840	3	581,412	(649,800)	(68,385)
Stock issued for services	-	-	148,000	1	617,899	-	617,900
Shares issued for intangible assets	2,000,000	20	1,000,000	10	5,176,970	-	5,177,000
Stock issued for services	1,000,000	10	41,000,000	410	74,549,580	-	74,550,000
Shares issued to settle debt	-	-	10,828,066	108	17,404,262	-	17,404,370
Net loss	-	-	-	-	-	(92,752,594)	(92,752,594)
Balance, November 30, 2023	-	30	53,275,906	532	98,330,123	(93,402,394)	4,928,291

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES,
INC)
CONSOLIDATED STATEMENTS OF CASHFLOWS

	For the years ended	
	November 30, 2023	November 30, 2022
Cash Flows from Operating Activities		
Net loss	\$ (92,752,594)	\$ (16,253)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock-based compensation	75,167,900	-
Gain on extinguishment of debt	17,387,160	-
Changes in assets and liabilities		
Deposits	(95,288)	-
Accounts payable and accrued expenses	(11,879)	8,754
Deferred revenue	163,321	
Net cash used in operating activities	<u>(141,380)</u>	<u>(7,499)</u>
Cash Flows from Investing Activities		
Net cash from investing activities	<u>-</u>	<u>-</u>
Cash Flows from Financing Activities		
Proceeds from notes payable	125,780	-
Net cash from financing activities	<u>189,394</u>	<u>7,499</u>
Net increase in cash	<u>48,014</u>	<u>-</u>
Cash, beginning of period	<u>-</u>	<u>-</u>
Cash, end of period	<u>\$ 48,014</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Shares issued for asset purchase agreement	<u>\$ 5,177,000</u>	<u>\$ -</u>
Shares issued to settle debt	<u>\$ 10,825</u>	<u>\$ -</u>

The accompanying notes are an integral part of these condensed financial statements.
No assurance provided

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
November 30, 2023

NOTE 1 – NATURE OF BUSINESS AND OPERATIONS

Organization

Leapcharger Corporation (FKA GREENPLEX SERVICES, INC) (“the Company”) was incorporated on September 2, 2009 under the laws of the State of Delaware for the purpose of serving both residential and commercial customers in the greater Spokane and Coeur d’ Alene area. Its services included all aspects of lawn care, tree and shrub maintenance, landscape maintenance and a multiphase pest and insect control program. The Company was committed to a “Green Philosophy” and where feasible, utilizing organic and socially responsible products, such as fertilizer and pesticides. The Company decided to expand its business and abandon its landscape and property management services at the end of 2014. Later management decided to redirect its future business and focus on the cannabis industry and provide a variety of services consisting of consulting, infrastructure build out, equipment rental and staffing.

On March 2, 2023, Mr. Joseph C. Passalacqua resigned from the positions of President, Sole-officer and Director of the Corporation and the Company appointed Mr. Praveenkumar Vijayakumar to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. Thereafter, the Company entered into an Asset Purchase Agreement with Leap Electric Car Charging Stations LLC, a limited liability company incorporated under the laws of Dubai (“LEAP”) and Praveenkumar Vijayakumar (“Praveen”) and the sole-officer, director, and shareholder of LEAP pursuant to which the Company acquired various assets from the Seller used in electric vehicle charging industry in exchange for the assets of Seller, the Company issued 1,000,000 restricted shares of common stock; (Post split) and
(ii) 2 million shares of Series A Preferred Stock. At closing, the Common Shares represented approximately Seventy- Three (76.93%) percent of the Company’s issued and outstanding shares.

Following the acquisition of the Acquired Assets, as discussed above, The Company is a startup that aims to provide highquality electric vehicle (EV) charging solutions to consumers and businesses whose mission is to make EV charging accessible, convenient, and sustainable for everyone. By using state-of-the-art technology and innovative business models, we aim to revolutionize the charging experience of EV users.

On May 25, 2023, FINRA announced that the 1 for 250 reverse split, name and symbol change would take effect at the open of business on May 26, 2023. The reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in US dollars and in accordance with accounting principles generally accepted in the United States (“GAAP”) on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. During the year ended November 30, 2023, the Company incurred net losses of \$92,752,594 and accumulated deficits of \$93,402,394. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

We are entirely dependent on our ability to attract and receive funding from either the sale of securities or outside sources such as private investment or a strategic partner. We currently have no firm agreements or arrangements with respect to any such financing and there can be no assurance that any needed funds will be available to us on acceptable terms or at all. The inability to obtain sufficient funding of our operations in the future will restrict our ability to grow and reduce our ability to continue to conduct business operations. Our failure to raise additional funds will adversely affect our business, and may require us to suspend our operations, which in turn may result in a loss to the purchasers of our common stock. If we are unable to obtain necessary financing, we will likely be required to curtail our development plans. Any additional equity financing may involve substantial dilution to our then existing stockholders.

No assurance provided.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the accounts of Leapcharger Corporation, Inc. and its wholly owned subsidiary Leap Electric Car Charging Stations LLC. All significant inter-company transactions and balances have been eliminated.

Use of Estimates

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

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Stock-based compensation

The Company follows ASC 718-10, “Stock Compensation”, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 is a revision to SFAS No. 123, “Accounting for Stock-Based Compensation,” and supersedes Accounting Principles Board (“APB”) Opinion No. 25, “Accounting for Stock Issued to Employees,” and its related implementation guidance. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

Concentration of Credit Risk

The Company has no off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains all its cash balances with two financial institutions in the form of demand deposits.

Loss per Share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

Revenue Recognition

The Company recognizes revenue from its contracts with customers in accordance with *ASC 606 – Revenue from Contracts with Customers*. The Company recognizes revenues when satisfying the performance obligation of the associated contract that reflects the consideration expected to be received based on the terms of the contract.

Revenue related to contracts with customers is evaluated utilizing the following steps: (i) Identify the contract, or contracts, with a customer; (ii) Identify the performance obligations in the contract; (iii) Determine the transaction price; (iv) Allocate the transaction price to the performance obligations in the contract; (v) Recognize revenue when the Company satisfies a performance obligation.

Income Taxes

The Company's calculation of its tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in various taxing jurisdictions. The Company recognizes tax liabilities for uncertain tax positions based on management's estimate of whether it is more likely than not that additional taxes will be required. The Company had no uncertain tax positions as of November 30, 2023 and 2022.

Deferred income taxes are recognized in the consolidated financial statements for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates. Temporary differences arise from net operating losses, differences in depreciation methods of archived images, and property and equipment, stock-based and other compensation, and other accrued expenses. A valuation allowance is established when it is determined that it is more likely than not that some or all of the deferred tax assets will not be realized.

The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws and regulations themselves are subject to change as a result of changes in fiscal policy, changes in legislation, the evolution of regulations and court rulings. Therefore, the actual liability for U.S., or the various state jurisdictions, may be materially different from management's estimates, which could result in the need to record additional tax liabilities or potentially reverse previously recorded tax liabilities. Interest and penalties are included in tax expense.

The Company includes interest and penalties arising from the underpayment of income taxes in the statements of operation in the provision for income taxes. As of November 30, 2023 and 2022, the Company had no accrued interest or penalties related to uncertain tax positions.

Fair Value of Financial Instruments

The Company measures fair value in accordance with ASC 820 - Fair Value Measurements. ASC 820 defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurements. ASC 820 establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by ASC 820 are:

Level 1 - Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 - Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 - Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk

inherent in the inputs to the model. Valuation of instruments includes unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

As defined by ASC 820, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale, which was further clarified as the price that would be received to sell an asset or paid to transfer a liability (“an exit price”) in an orderly transaction between market participants at the measurement date

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company’s financial instruments that could have been realized as of November 30, 2023 and 2022 or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement. The carrying amounts of the Company’s financial assets and liabilities, such as cash, accounts receivable, receivables from related parties, prepaid expenses and other, accounts payable, accrued liabilities, and related party and third-party notes payables approximate fair value due to their relatively short maturities. The Company’s notes payable approximates the fair value of such instrument based upon management’s best estimate of terms that would be available to the Company for similar financial arrangements as of November 30, 2023 and 2022.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as November 30, 2023:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
	\$ -	\$ -	\$ -	\$ -

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of November 30, 2022:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
	\$ -	\$ -	\$ -	\$ -

Recent Accounting Pronouncements

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The ASU modifies the disclosure requirements in Topic 820, Fair Value Measurement, by removing certain disclosure requirements related to the fair value hierarchy, modifying existing disclosure requirements related to measurement uncertainty and adding new disclosure requirements, such as disclosing the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period and disclosing the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. This ASU is effective for public companies for annual reporting periods and interim periods within those annual periods beginning after December 15, 2019. The Company is currently evaluating the effect, if any, that the ASU will have on its consolidated financial statements.

No assurance provided.

In June 2018, the FASB issued ASU 2018-07, Compensation-Stock Compensation (Topic 718), Improvements to Nonemployee Share-based Payments (“ASU 2018-07”). This ASU expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The effective date for the standard is for interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted, but no earlier than the Company’s adoption date of Topic 606. Under the new guidance, the measurement of nonemployee equity awards is fixed on the grant date. The new guidance is required to be applied retrospectively with the cumulative effect recognized at the date of initial application. The Company is currently evaluating the effect ASU 2018-07 will have on the consolidated financial statements.

Management has considered all recent accounting pronouncements issued. The Company’s management believes that these recent pronouncements will not have a material effect on the Company’s financial statements.

NOTE 4 – ASSET PURCHASE AGREEMENT

On March 2, 2023, the Company entered into an Asset Purchase Agreement pursuant to which Corporation acquired various assets from Seller in exchange for 1,000,000 restricted shares common stock (Post split) and 2,000,000 shares of the Company’s Series A Preferred Stock valued at \$5,177,000.

The Company evaluated the Asset Purchase Agreement in accordance with ASC 805 – Business Combinations which notes the threshold requirements of a business combination that includes the expanded definition of a “business” and defines elements that are to be present to be determined whether an acquisition of a business occurred. No “activities” of the acquiree were acquired. Instead, the Company obtained control of a set of inputs (the acquired assets). Thus, the Company determined agreement is an acquisition of assets, not an acquisition of a business in accordance with ASC 805. The total purchase price \$5,177,000 in connection with the assets acquired is included in intangible assets, in the consolidated balance sheets.

NOTE 5 – PROMISSORY NOTES

Promissory notes payable as of November 30, 2023 and 2022 consists of the following:

	November 30, 2023	November 30, 2022
Dated February 3, 2023	12,750	-
Dated February 3, 2023	15,300	-
Dated February 6, 2023	20,030	-
Dated February 28, 2023	1,480	-
Dated March 15, 2023	3,529	-
Dated March 16, 2023	6,030	-
Dated March 16, 2023	7,030	-
Dated May 4, 2023	5,904	
Dated May 31, 2023	506	
Dated June 6, 2023	2,500	
August 31, 2023	400	
September 7, 2023	3,000	
September 13, 2023	20,000	
September 19, 2023	3,000	
September 27, 2023	15,585	
October 17, 2023	3,000	
November 30, 2023	5,376	
Total promissory notes payable	<u>\$ 125,780</u>	<u>\$ -</u>

No assurance provided.

During the year ended November 30, 2023, the Company issued various promissory notes with the same noteholders amounting to \$125,780 for general operating purposes. The notes carry a 10% interest rate and are due upon 10 days written notice.

During the years ended November 30, 2023 and 2022, the Company recorded interest expense of \$6,586 and \$0, respectively.

NOTE 6 – RELATED PARTY TRANSACTIONS

Promissory notes payable as of November 30, 2023 and November 30, 2022 consists of the following:

	November 30, 2023	November 30, 2022
Dated November 30, 2021	<u>\$ 9,115</u>	<u>\$ 9,115</u>
Total loans payable	<u>\$ 9,115</u>	<u>\$ 9,115</u>

During the year ended November 30, 2021, a shareholder advanced the Company \$9,115 to pay for general operating expenses. The advance is unsecured, non-interest bearing and due on demand.

During the year ended November 30, 2023 and 2022, the Company was advanced \$0 and \$7,499 from a related party for payment of operational expenses. The amounts due bears no interest and are due on demand. As of November 30, 2023 and November 30, 2022, the amount due to related parties was \$78,081 and \$20,492, respectively. Only July 14, 2023, the \$6,025 of the debt was sold and assigned to three unrelated parties. On July 21, 2023, the new holders of the debt converted \$6,025 of the advances into 6,028,066 shares of common stock.

NOTE 7 - COMMITMENTS AND CONTINGENCIES

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business. Management is currently not aware of any such legal proceedings or claims that could have, individually or in the aggregate, a material adverse effect on our business, financial condition, or operating results.

NOTE 8 - INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company recorded the valuation allowance due to the uncertainty of future realization of federal and state net operating loss carryforwards. The deferred income tax assets are comprised of the following at November 30, 2023 and 2022:

	2023	2022
Deferred income tax assets:	\$ 19,614,503	\$ 136,458
Valuation allowance	(19,614,503)	(136,458)
Net deferred tax asset	\$ -	\$ -

No assurance provided.

Reconciliation between the statutory rate and the effective tax rate is as follows at November 30, 2023 and 2022:

	2023	2022
Effective Tax Rate Reconciliation:		
Federal statutory tax rate	21.0%	21.0%
State taxes, net of federal benefit	0.0%	0.0%
Change in valuation allowance	(21.0) %	(21.0) %
Effective tax rate	0.0%	0.0%

As of November 30, 2023, the Company had net operating loss carryforwards of approximately \$93,402,394 and net operating loss carryforwards expire in 2024 through 2032. The current year's net operating loss will carryforward indefinitely, limited to 80% of the current year taxable income.

The current income tax benefit of \$19,614,503 generated for the year ended November 30, 2023 was offset by an equal increase in the valuation allowance. The valuation allowance was increased due to uncertainties as to the Company's ability to generate sufficient taxable income to utilize the net operating loss carryforwards which is the only significant component of deferred taxes.

The Company recognizes interest and penalties related to uncertain tax positions in general and administrative expense. As of November 30, 2023 and 2022 the Company has no unrecognized uncertain tax positions, including interest and penalties.

NOTE 9 – STOCKHOLDERS' EQUITY

The Company's authorized common stock and preferred stock consists of 825,000,000 and 175,000,000 shares with par value of \$0.00001. As of November 30, 2023 and 2022, the Company had 53,275,906 and 299,840 shares of common stock outstanding (Post split), respectively. As of November 30, 2023 and 2022, the Company had 3,000,000 and 0 shares of Series A Preferred Stock outstanding, respectively.

On February 27, 2023, the Company filed a Certificate of Amendment together with Amended & Restated Articles of Incorporation ("Restated Articles") with the Secretary of State of the State of Nevada increasing the Company's authorized shares of common stock from Four Hundred Million (400,000,000) to One Billion (1,000,000,000) shares, consisting of (a) Eight Hundred Twenty-Five Million (825,000,000) shares of Common Stock, par value \$0.00001 per share (the "Common Stock") and (b) One Hundred Seventy-Five Million (175,000,000) shares of preferred stock, par value \$0.00001 per share (the "Preferred Stock"). Additionally, the Board designated Ten Million (10,000,000) shares of the Company's preferred stock as "Series A Preferred Shares" with a stated par value of \$0.00001 per share, and designated with the with the following rights, preferences, and privileges.

The designations, powers, preferences, rights, and restrictions granted or imposed upon the Series A Preferred Shares and holders thereof are as follows: (i) the holders of the Series A Preferred Stock are entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of any junior stock, including the Company's common stock; (ii) Series A Preferred Shares are convertible into shares of the Company's common stock at a ratio of 1:30, meaning every (1) one Series A Preferred Share shall convert into 30 shares of common stock of the Company and the holders of Series A Preferred Shares have the right to convert at any time; (iii) Series A Preferred Stock votes at a ratio determined by multiplying (a) the number of shares of Series A Preferred Stock held by such hold-er; and (b) by 300. Such voting calculation is hereby authorized by the Company and the Company acknowledges such calculation may result in the total number of possible votes cast by the Series A Holders and all other classes of the Company's common stock in any given voting matter exceeding the total aggregate number of shares which this Company shall have authority to issue. The Series A Preferred Stock carry other protective provisions generally associated with designated series of preferred shares.

No assurance provided.

On May 25, 2023, the Company's Board of Directors approved a 1 to 250 reverse stock split as of the record date of March 31, 2023. The financial statements have been retroactively restated to show the effect of the stock split.

On February 23, 2023, the Company issued 148,000 shares of common stock (Post split) valued at \$617,900 for services.

On March 3, 2023, the Company issued 1,000,000 shares of common stock (Post split) and 2,000,000 shares of Series A Preferred stock valued at \$5,177,000 for the purchase of certain intangible assets (See Note 4).

On May 31, 2023, the Company issued 41,000,000 shares of common stock and 1,000,000 shares of Series A Preferred stock valued at \$74,550,000 for services.

On July 21, 2023, the Company issued 6,028,066 shares valued at \$9,338,992 to settle \$6,025 in debt.

On August 3, 2023, the Company issued 4,017,400 shares valued at \$6,226,970 to settle \$4,017 in debt.

On September 5, 2023, the Company issued 2,300,000 shares valued at \$3,565,000 to settle \$2,300 in debt.

On October 9, 2023, the Company issued 2,300,000 shares valued at \$4,500,000 to settle \$2,300 in debt.

NOTE 10 – SUBSEQUENT EVENTS

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to November 30, 2023 to the date these financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements.

EXHIBIT B

SERIES B PREFERRED - CERTIFICATE OF DESIGNATION



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of <i>FVAguilar</i> Secretary of State State Of Nevada	Business Number E0473372009-7
	Filing Number 20233615558
	Filed On 11/09/2023 10:49:17 AM
	Number of Pages 6

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

☒ Certificate of Designation

☐ Certificate of Amendment to Designation - Before Issuance of Class or Series

☐ Certificate of Amendment to Designation - After Issuance of Class or Series

☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: LeapCharger Corporation Entity or Nevada Business Identification Number (NVID): NV20091201865
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: Series B Preferred Stock
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: _____
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: (Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* _____ _____
7. Withdrawal:	Designation being _____ Date of _____ Withdrawn: _____ Designation: _____ No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * _____ _____
8. Signature: (Required)	<input checked="" type="checkbox"/> Praveenkumar Vijayakumar Signature of Officer Date: 11/09/2023

**CERTIFICATE OF DESIGNATION
OF RIGHTS, PREFERENCES AND PRIVILEGES
OF
SERIES B PREFERRED STOCK
OF
LEAPCHARGER CORPORATION**

Filed in the Office of <i>F. H. Aguilera</i> Secretary of State State Of Nevada	Business Number E0473372009-7 Filing Number 20233615558 Filed On 11/09/2023 10:49:17 AM Number of Pages 6
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Pursuant to **Section NRS 78.1955** of the Nevada Statutes, **LeapCharger Corporation**, a corporation organized and existing under laws of the State of Nevada (the “Company”), does hereby submit the following:

WHEREAS, pursuant to the Company’s Amended and Restated Articles of Incorporation the Company has One Billion (1,000,000,000) shares, consisting of Eight Hundred Twenty-Five Million (825,000,000) shares of Common Stock, par value \$0.00001 per share (the “Common Stock”) and One Hundred Seventy-Five Million (175,000,000) shares of preferred stock, par value \$0.00001 per share (the “Preferred Stock”), of which Ten Million (10,000,000) shares of Preferred Stock have previously been designated as Series A Preferred Shares, with a stated par value of \$0.00001 per share; and,

WHEREAS, the Company’s Board of Directors is authorized to issue and establish one or more additional class(es) of the Preferred Stock and to fix the designation, rights, preferences, powers, restrictions, and limitations thereof; and,

WHEREAS, it is the desire of the Company to establish and fix the number of shares to be included in new classes of Preferred Stock, and to set the designation, rights, preferences, and limitations of the shares of such new classes as set forth herein; and,

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the authority conferred upon the Company’s Board of Directors, the Board does hereby provide for the issuance of the following class of Preferred Stock and to set, establish, fix, and herein state and express, by this Certificate of Designation (the “Certificate of Designation”), the designation, rights, preferences, powers, restrictions, and limitations of such class of Preferred Stock as follows:

THE SERIES B PREFERRED STOCK

1. DESIGNATION AND AMOUNT. There shall be a class of Preferred Stock that shall be designated as “Series B Preferred Stock” (the “Series B Preferred Stock”) and the number of shares (the “Shares”) constituting such class shall be 10,000,000 par value \$0.00001. The rights, preferences, powers, restrictions, and limitations of the Series B Preferred Stock shall be as set forth herein:

(a) Issuance; Price; Hold Period; Bonus.

(i) Issuance Date. Each Share of Series B Preferred Stock shall be issuable by a vote of a majority of the Board of Directors, the latest date of any such vote is deemed the “Issuance Date”.

(ii) Original Issue Price. The Original Issue Price shall be \$1.00 per share of Series B Preferred Stock, subject to adjustments for stock splits or combinations as set forth herein.

(iii) Hold Period. Holders of the Series B Preferred Stock must hold their Shares for a period one (1) year from the Issuance Date, unless such shorter period is agreed to in writing by the Company and the Holder, (the “Hold Period”) prior to converting their Series B Preferred Shares to Common Shares, as set forth herein.

(iv) Bonus Shares. Following the expiration of the Hold Period and upon conversion of the Series B Preferred Stock, as set forth herein, the Company shall issue to the Holders such number of shares of the Company’s Common Stock in an amount to be determined by multiplying (i) the number of Series B Preferred Stock held by each Holder by (ii) 0.25 (the “Bonus Shares”). Each Bonus Share shall constitute a transfer of a fractional restricted Common Share to the Holder, without other payment therefor, as a bonus to the Holder. The Company will not issue any fractional shares upon the issuance of the Bonus Shares, any

such number of fractional shares remaining upon any conversion shall be rounded up and a whole share shall be issued in lieu thereof.

(b) **Dividends.** Distributions may be paid on the Series B Preferred Stock, when and if declared by the Board of Directors, subject to the prior and superior rights of the holders of any senior securities, if any. In addition, the Holders of record shall be entitled to receive (without regard to the limitations on the conversion of the Series B Preferred Stock contained in this Certificate of Designation), as, when, and if declared by the Board of Directors, Distributions in the same per share amount as paid on the Common Stock, and no Distributions shall be payable on junior securities or parity securities unless an identical distribution is payable at the same time on the Series B Preferred Stock.

(c) **Rank and Liquidation.**

(i) Rank. With respect to distribution of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, all Shares of the Series B Preferred Stock shall rank senior to all Common Stock and pari passu to the Series A Preferred Stock.

(ii) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of Shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders before any payment shall be made to the holders of junior securities by reason of their ownership thereof.

(d) **Conversion.**

(i) Optional Conversion. Each share of Series B Preferred Stock shall be convertible at the option of the Holder thereof at any time, and from time to time, from and after the expiration of the Hold Period, on a one-for-one (1-for-1) basis (the "Conversion Ratio"), such that every Share of Series B Preferred Stock converts into one (1) share of the Company's restricted Common Stock.

(ii) Conversion Mechanics. Following the expiration of the Hold Period, a Holder may elect to convert any or all of such Holder's shares of Series B Preferred Stock into a number of shares of Common Stock equal to the Conversion Ratio, at any time in whole or from time to time in part upon written notice delivered to the Company (at the registered office of the Company or at any office of any agent or agents of the Company, as may be designated by the Board of Directors, who shall provide prompt notice of such designation to the holders) specifying the number of shares of Series B Preferred Stock such Holder is electing to convert ("Conversion Notice"), accompanied by, if applicable, the duly endorsed certificate or certificates evidencing outstanding shares of Series B Preferred Stock ("Certificate(s)" and together with the Conversion Notice, the "Conversion Documents"). The conversion date for such conversion shall be the date on which the Company receives the Conversion Documents (the "Conversion Date") and the person or entity entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on the Conversion Date.

(iii) Delivery. Upon receipt by the Company of the Conversion Documents, the Company shall, as soon as practicable, but in any event within five Trading Day thereafter, send, via email, a confirmation of receipt and copies of such Conversion Documents to such Holder and to the Company's Transfer Agent, which confirmation shall constitute an instruction to the Transfer Agent to process such Conversion Notice in accordance with the terms herein and as soon as practicable following the Conversion Date and (A) provided the Transfer Agent is participating in the The Depository Trust Company ("DTC") Fast Automated Securities Transfer Program, credit such aggregate number of shares of Common Stock to which such Holder shall be entitled to such Holder's or its designee's balance account with DTC through its Deposit Withdrawal Agent Commission system, or (B) if the Transfer Agent is not participating in the DTC Fast Automated Securities Transfer Program or if such Holder elected (in the Conversion Notice) to not have the shares of Common Stock credited to such Holder's balance account with DTC, issue and deliver, to the address as specified in the Conversion Notice, one or more certificates representing shares of Common Stock to which such Holder shall be entitled. In the event less than all of the shares of Series B Preferred Stock represented by a Certificate are being converted into Common Stock by the Holder, a new Certificate, of like tenor, at the Company's sole cost and expense, shall be issued and delivered to the Holder representing the

number of such shares of Series B Preferred Stock that are not being converted.

(iv) **Post-Conversion.** From, and after the Conversion Date, the shares of Series B Preferred Stock to be converted on such Conversion Date will no longer be deemed to be outstanding and all rights of the Holder as Holder (except the right to receive the Common Stock upon conversion) shall cease and terminate with respect to such Shares; provided that a Holder shall be entitled to receive any distributions that were declared prior to, but remain unpaid as of, the Conversion Date; provided further that in the event that a share of Series B Preferred Stock is not converted due to a default by the Company or because the Company is otherwise unable to issue the requisite shares of Common Stock, such share of Series B Preferred Stock will remain outstanding and will be entitled to all of the rights as provided herein.

(v) **Reservation of Shares Issuable Upon Conversion.** The Company will at all times reserve and keep available out of its authorized but unissued Common Stock solely for the purpose of effecting the conversion of the Series B Preferred Stock such number of shares of Common Stock as will from time to time be sufficient to effect the conversion of all outstanding Series B Preferred Stock that would be issuable upon the full conversion of all outstanding Series B Preferred Stock, without regard to any limitations on conversions contained in this Certificate of Designation (the "Required Reserve Amount"). If at any time while any shares of Series B Preferred Shares remain outstanding the Company does not have a sufficient number of authorized and unreserved shares of Common Stock to satisfy its obligation to reserve for issuance upon conversion of the Series B Preferred Stock at least a number of shares of Common Stock equal to the Required Reserve Amount (an "Authorized Share Failure"), then the Company shall immediately take all action necessary to increase the Company's authorized shares of Common Stock to an amount sufficient to allow the Company to reserve the Required Reserve Amount for the shares of Series B Preferred Stock then outstanding.

(e) **Voting Rights.** The Series B Preferred Shares shall be Non-Voting.

(f) **Redemption.** The Series B Preferred Stock is Non-Redeemable and Non-Callable.

(g) **Adjustment.** In the event that the Company shall, at any time after the issuance of any Share of Series B Preferred Stock, (a) declare any dividend on Common Stock payable in shares of Common Stock, (b) subdivide or effectuate any stock-split of the outstanding Common Stock or (c) combine or recapitalize the outstanding Common Stock into a different number of shares, then in each such case the Company shall simultaneously effect a proportional adjustment to the number of outstanding Shares of Series B Preferred Stock.

(h) **Consolidation, Merger, Etc.** In the event the Company enters into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the Shares of Series B Preferred Stock shall at the same time be similarly exchanged or changed into preferred stock of the surviving Company with the same rights and preferences as the Series B Preferred Stock.

(i) **Protective Provisions.** So long as any shares of Series B Preferred Stock are issued and outstanding, the Company will not (including by means of merger, consolidation or otherwise), without obtaining the approval (by vote or written consent) of the Holders of a majority of the issued and outstanding shares of Series B Preferred Stock, (a) issue additional amounts or classes of senior securities, (b) modify the terms of the Series B Preferred Stock so as to significantly and adversely affect its rights or preference, as reasonably determined by the Holders, (c) liquidate, dissolve or wind-up the business and affairs of the Company in any form of transaction, or consent to any of the foregoing, (d) pay dividends when preferred dividends on the Series B Preferred Stock are in arrears or (e) take any other action which, under the laws of Nevada or any other applicable law, requires the prior approval (by vote or written consent) of the Series B Preferred Stock voting as a separate class.

3. ASSUMPTION. Upon the occurrence of any Reorganization, the Company shall cause the Surviving Party to, and the Surviving Party shall, be substituted for the Company (so that from and after the date of such Reorganization, the provisions of this Certificate of Designation referring to the "Company" shall refer instead to such Surviving Party) and succeed to and assume all of the obligations, rights and powers of the Company under this Certificate of Designation with the same effect as if such Surviving Party had been named as the Company herein with respect to the shares of Series B Preferred Stock of any Holder who elects such assumption. Upon consummation

of such Reorganization, the Surviving Party shall deliver to each Holder that (a) did not elect to treat such Reorganization (if such Reorganization constitutes a Change in Control) as a Deemed Liquidation with respect to all such Holder's shares of Series B Preferred Stock and (b) elected to have such Surviving Party succeed to the Company's obligations hereunder, confirmation that there shall be issued upon conversion of the shares of Series B Preferred Stock at any time after the consummation of such Reorganization, in lieu of the shares of Common Stock issuable upon the conversion of the shares of Series B Preferred Stock prior to such Reorganization, such shares of common stock (or their equivalent) of the Surviving Party, as adjusted to reflect the value of such Reorganization, in accordance with the provisions of this Certificate of Designation. The provisions of this Section 3 shall apply similarly and equally to successive Reorganizations and shall be applied without regard to any limitations on the conversion of the shares of Series B Preferred Stock.

4. TAXES. If the Company believes that it is required to make a deduction or withholding for or on account of tax from a payment due to a Holder under this Certificate of Designation (or that there is a change in the rate or the basis of such deduction or withholding), the Company shall notify the affected Holders promptly and provide such Holders with a reasonable opportunity to provide any necessary information that may enable the Holders to avoid such deduction or withholding. The Company shall pay any documentary, stamp or similar issue or transfer tax due on the issue of Common Stock upon conversion or due upon the issuance of a new Certificate for any shares of Series B Preferred Stock not converted, except for any documentary, stamp or similar issue or transfer tax due because any shares of Common Stock or Series B Preferred Stock are issued in a name other than the name of the converting Holder.

5. NOTICES. Any notice required by the provisions hereof to be given must be made in writing and will be deemed delivered: (i) upon receipt, when delivered personally; (ii) upon receipt, when sent by facsimile (provided confirmation of transmission is mechanically or electronically generated and kept on file by the sending party); (iii) one Business Day after deposit with an overnight courier service or (iv) five days after being sent by certified or registered mail, in each case properly addressed to the party to receive such notice.

6. RECORD HOLDERS. To the fullest extent permitted by law, the Company will be entitled to recognize the Holder of record as the true and lawful owner thereof for all purposes and will not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it will have express or other notice thereof.

7. NO PREEMPTIVE RIGHTS. Except as otherwise set forth in any agreement with the Company, no share of Series B Preferred Stock has any rights of preemption whatsoever as to any securities of the Company, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights, or options, may be designated, issued, or granted.

8. OTHER RIGHTS. The shares of Series B Preferred Stock have no rights, preferences, privileges, or voting powers or relative, participating, optional or other special rights, or qualifications, limitations, or restrictions thereof, other than as set forth herein or as provided by applicable law.

9. WAIVER. Any of the rights, powers, preferences, and other terms of the Series B Preferred Stock set forth herein may be waived on behalf of a holder of Shares in its sole discretion.

10. ASSIGNMENT. Each Holder of Series B Preferred Stock shall be entitled to transfer some or all of its Shares to one or more affiliated partnerships or funds managed by it or any of such holder's respective directors, officers or partners; provided, however, that any such transferee agrees in writing to be subject to the identical terms of any conversion and/or related agreements entered into by the holder thereof in connection with the issuance of the transferred Shares with the unanimous consent of the Board of Directors, which consent will not be unreasonably withheld.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, by order of the Board of Directors this Certificate of Designation is executed on behalf of the Company as of November 8, 2023.

LEAPCHARGER CORPORATION

/s/ 

By: Praveenkumar Vijayakumar

Its: President